

CROWN CASTLE INTERNATIONAL CORP  
Form SC 13G/A  
January 31, 2012

OMB APPROVAL  
OMB  
Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response . . . 10.4

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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Crown Castle International Corp.  
(Name of Issuer)

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COMMON STOCK  
(Title of Class of Securities)

228227104  
(CUSIP Number)

January 27, 2012  
(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form

with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 228227104

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

SPO Partners II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 23,962,120(1)

6. Shared Voting Power

Beneficially Owned by Each

7. Sole Dispositive Power

Reporting Person 23,962,120(1)

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,962,120

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.4%

12. Type of Reporting Person (See Instructions)

(PN)

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(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

CUSIP No. 228227104

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
SPO Advisory Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)
3. SEC Use Only
4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 23,962,120(1)(2)

6. Shared Voting Power

Beneficially Owned by Each

7. 0 Sole Dispositive Power

Reporting Person With: 23,962,120(1)(2)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,962,120

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.4%

12. Type of Reporting Person (See Instructions)

(PN)

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(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.



CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

San Francisco Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 1,036,100(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

With: 1,036,100(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,036,100

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.4%

12. Type of Reporting Person (See Instructions)

(PN)

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(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SF Advisory Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 1,036,100(1)(2)

6. Shared Voting Power

Beneficially

Owned by Each 0

7. Sole Dispositive Power

Reporting

Person 1,036,100(1)(2)

With: 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,036,100

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.4%

12. Type of Reporting Person (See Instructions)

(PN)

(1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.





CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SPO Advisory Corp.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 24,998,220(1)(2)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

Reporting Person

With: 24,998,220(1)(2)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

24,998,220

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.8%

12. Type of Reporting Person (See Instructions)

(CO)

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(1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 23,962,120 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 1,036,100 of such shares.

(2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and Edward H. McDermott.



CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

John H. Scully

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 1,012,577(1)

6. Shared Voting Power

Beneficially Owned by 25,229,020(2)

7. Sole Dispositive Power

Each Reporting Person 1,012,577(1)

8. Shared Dispositive Power

With:

25,229,020(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,241,597

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.2%

12. Type of Reporting Person (See Instructions)

(IN)

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(1) Of these shares, 215,877 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee for the John H. Scully Living Trust, dated 10/1/03; 229,500 shares are held in Mr. Scully's Individual Retirement Accounts, which are self-directed; and 567,200 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.

(2) Of these shares, 24,998,220 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp., and 230,800 shares may be

deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee for the John H. Scully Living Trust, dated 10/1/03 which is one of the general partners of Netcong Newton Partners, L.P.

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CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

William E. Oberndorf

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 1,319,400(1)

6. Shared Voting Power

Beneficially Owned by 25,453,220(2)

7. Sole Dispositive Power

Each Reporting Person 1,319,400(1)

8. Shared Dispositive Power

With:

25,453,220(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,772,620

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.4%

12. Type of Reporting Person (See Instructions)

(IN)

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(1) Of these shares, 919,400 shares are held in Mr. Oberndorf's Individual Retirement Account, which is self-directed; 350,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as sole general partner of Oberndorf Family Partners, L.P., a family partnership; and 50,000 shares are owned by Mr. Oberndorf solely in his capacity as trustee for the account of his children.

(2) Of these shares, 24,998,220 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of three controlling persons of SPO Advisory Corp; 450,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee for the William

and Susan Oberndorf Trust, dated 10/19/98; and 5,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a controlling person of Bill & Susan Oberndorf Foundation, a family foundation.

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CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Edward H. McDermott

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 12,000(1)

6. Shared Voting Power

Beneficially

Owned by 24,998,220(2)

7. Sole Dispositive Power

Each Reporting

Person 12,000(1)

With: 8. Shared Dispositive Power

24,998,220(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

25,010,220

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.8%

12. Type of Reporting Person (See Instructions)

(IN)

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(1) Of these shares, 2,000 shares are held in Mr. McDermott's Individual Retirement Accounts, which are self-directed, and 10,000 shares are held in Mr. McDermott's individual account.

(2) These shares may be deemed to be beneficially owned by Mr. McDermott solely in his capacity as one of three controlling persons of SPO Advisory Corp.





CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

The John H. Scully Living Trust, dated 10/1/03

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 215,877(1)

6. Shared Voting Power

Beneficially Owned by Each 230,800(2)

7. Sole Dispositive Power

Reporting Person 215,877(1)

8. Shared Dispositive Power

With:

230,800(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

446,677

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person (See Instructions)

(OO)

(1) Power is exercised through its trustee, John H. Scully.

(2) These shares may be deemed to be beneficially owned by The John H. Scully Living Trust, dated 10/1/03 solely in its capacity as one of the general partners of Netcong Newton Partners, L.P.



CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Phoebe Snow Foundation, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 567,200(1)

6. Shared Voting Power

Beneficially Owned by Each

7. Sole Dispositive Power

Reporting Person 567,200(1)

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

567,200(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person (See Instructions)

(CO)

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(1) Power is exercised through its controlling person, sole director and executive officer, John H. Scully.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Netcong Newton Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 230,800(1)

6. Shared Voting Power

Beneficially Owned by Each 0

7. Sole Dispositive Power

Reporting Person 230,800(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

230,800

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

\*\*0.1%

12. Type of Reporting Person (See Instructions)

(PN)

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\*\* Denotes less than

(1) Power is exercised through one of its general partners, The John H. Scully Living Trust, dated 10/1/03.



CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

William and Susan Oberndorf Trust, dated 10/19/98

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 450,000(1)

6. Shared Voting Power

Beneficially Owned by Each

7. Sole Dispositive Power

Reporting Person 450,000(1)

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

450,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person (See Instructions)

(OO)

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(1) Power is exercised through its trustees, William E. Oberndorf and Susan C. Oberndorf.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Oberndorf Family Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 350,000(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

Person 350,000(1)

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

350,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

(PN)

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(1) Power is exercised through its sole general partner, William E. Oberndorf.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Bill & Susan Oberndorf Foundation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 5,000(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

With: 5,000(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

\*\*0.1%

12. Type of Reporting Person (See Instructions)

(CO)

(1) Power is exercised through its two directors, William E. Oberndorf and Susan C. Oberndorf.

\*\* Denotes less than.





CUSIP No. 228227104

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Betty Jane Weimer

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

18,000

Number of  
Shares

6. Shared Voting Power

Beneficially

0

Owned by

7. Sole Dispositive Power

Each

Reporting

18,000

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

18,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

\*\*0.1%

12. Type of Reporting Person (See Instructions)

(IN)

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\*\* Denotes less than.

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CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Eli J. Weinberg

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 960

6. Shared Voting Power

Beneficially

Owned by Each 0

7. Sole Dispositive Power

Reporting

Person 960

With: 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

960

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

\*\*0.1%

12. Type of Reporting Person (See Instructions)

(IN)

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\*\* Denotes less than.

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CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Kurt C. Mobley

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 50,000(1)

6. Shared Voting Power

0

7. Sole Dispositive Power

50,000(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

50,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

\*\*0.1%

12. Type of Reporting Person (See Instructions)

(IN)

\*\* Denotes less than.

(1) Includes 20,000 shares beneficially owned in his capacity as the sole general partner of Cannonball Creek L.P., a family partnership and 30,000 shares held in his individual retirement account.



Item 1. (a) Name of Issuer

Crown Castle International Corp.

(b) Address of Issuer's Principal Executive Offices

1220 Augusta Drive, Suite 500  
Houston, Texas 77057-2261

Item 2. (a) Name of Person Filing

SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), William E. Oberndorf ("WEO"), Edward H. McDermott ("EHM"), The John H. Scully Living Trust, dated 10/1/03 ("JHS Trust"), Phoebe Snow Foundation, Inc., a California corporation ("PS Foundation"), Netcong Newton Partners, L.P., a California limited partnership ("NNP"), the William and Susan Oberndorf Trust, dated 10/19/98 ("Oberndorf Trust"), Oberndorf Family Partners, L.P., a California limited partnership ("OFP"), Bill & Susan Oberndorf Foundation, a California corporation ("Oberndorf Foundation"), Betty Jane Weimer ("BJW"), Eli J. Weinberg ("EJW") and Kurt C. Mobley ("KCM"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, WEO, JHS Trust, PS Foundation, NNP, Oberndorf Trust, OFP, Oberndorf Foundation, BJW, EHM, EJW and KCM are sometimes hereinafter referred to as the "Reporting Persons."

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b), Address of Principal Business Office or, if None, Residence; Citizenship of Reporting  
(c) Persons

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.



The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

The principal business address of WEO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. WEO is a citizen of the United States of America.

The principal business address of the JHS Trust is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS Trust is a living trust, established for the benefit of JHS. Certain information with respect to JHS, the trustee for the JHS Trust, is set forth above.

The principal business address of PS Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. PS Foundation is a California corporation.

The principal business address of NNP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. NNP is a California limited partnership.

The principal business address of the Oberndorf Trust is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. The Oberndorf Trust is a living trust, established for the benefit of WEO and his wife, Susan C. Oberndorf. WEO and Ms. Oberndorf are the trustees of the Oberndorf Trust. Certain information with respect to WEO is set forth above. Ms. Oberndorf's principal business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Oberndorf is a citizen of the United States of America.

The principal business address of OFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. OFP is a California limited partnership.

The principal business address of Oberndorf Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Oberndorf Foundation is a California corporation.

The principal business address of BJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. BJW is a citizen of the United States of America.



The principal business address of EHM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EHM is a citizen of the United States of America.

The principal business address of EJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EJW is a citizen of the United States of America.

The principal business address of KCM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. KCM is a citizen of the United States of America.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share.

(e) CUSIP Number:

228227104

Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not Applicable.

Item

4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Reporting Persons	(b) Percent of Class	(a) Beneficially Owned	(c)(i) Common Shares Voting Power		(c)(iii) Disposition Power		(c)(iv)
			Sole	Shared	Sole	Shared	
SPO Partners II, L.P.	8.4%	23,962,120	23,962,120		0	23,962,120	0
SPO Advisory Partners, L.P.	8.4%	23,962,120	23,962,120		0	23,962,120	0
San Francisco Partners, L.P.	0.4%	1,036,100	1,036,100		0	1,036,100	0
SF Advisory Partners, L.P.	0.4%	1,036,100	1,036,100		0	1,036,100	0
SPO Advisory Corp.	8.8%	24,998,220	24,998,220		0	24,998,220	0
John H. Scully	9.2%	26,241,597	1,012,577	25,229,020		1,012,577	25,229,020
	9.4%	26,772,620	1,319,400	25,453,220		1,319,400	25,453,220

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William E. Oberndorf						
Edward McDermott	8.8%	25,010,220	12,000	24,998,220	12,000	24,998,220
John H. Scully	**0.1%	446,677	215,877.00	230,800.00	215,877.00	230,800.00
Living Trust, dated 10/1/03						
Phoebe Snow Foundation	0.2%	567,200	567,200	0	567,200	0
Netcong Newton Partners, L.P.	**0.1%	230,800	230,800	0	230,800	0
William and Susan Oberndorf Trust, dated 10/19/98	0.2%	450,000	450,000	0	450,000	0
Oberndorf Family Partners, L.P.	0.1%	350,000	350,000	0	350,000	0
Bill & Susan Oberndorf Foundation	**0.1%	5,000	5,000	0	5,000	0
Betty Jane Weimer	**0.1%	18,000	18,000	0	18,000	0
Eli J. Weinberg	**0.1%	960	960	0	960	0
Kurt C. Mobley	**0.1%	50,000	50,000	0	50,000	0

\*\* Denotes less than

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Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item

5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item

6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

Item

7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item

8. Identification and Classification of Members of the Group.

Not Applicable.

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Item  
9. Notice of Dissolution of Group.

Not Applicable.

Item  
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 31, 2012

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1)

SPO Advisory Partners, L.P. (1)

San Francisco Partners, L.P. (1)

SF Advisory Partners, L.P. (1)

SPO Advisory Corp. (1)

John H. Scully (1)

William E. Oberndorf (1)

Edward H. McDermott (1)

The John H. Scully Living Trust, dated 10/1/03 (1)

Phoebe Snow Foundation, Inc. (1)

Netcong Newton Partners, L.P. (1)

William and Susan Oberndorf Trust, dated 10/19/98  
(1)

Oberndorf Family Partners, L.P. (1)

Bill & Susan Oberndorf Foundation (1)

Betty Jane Weimer

Eli J. Weinberg (1)

Kurt C. Mobley (1)

- (1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

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EXHIBIT INDEX

Exhibit	Document Description
A	Agreement Pursuant to Rule 13d-1(k)
B	Power of Attorney (previously filed)
C	Power of Attorney (previously filed)

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