

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13D/A

KORN FERRY INTERNATIONAL  
Form SC 13D/A  
December 13, 2004

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response: 11  
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SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 6)\*

Korn/Ferry International

(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

500643200  
(CUSIP Number)

SPO Partners & Co.  
591 Redwood Highway, Suite 3215  
Mill Valley, California 94941  
(415) 383-6600

with a copy to:

Alison S. Ressler  
Sullivan & Cromwell LLP  
1888 Century Park East  
Los Angeles, CA 90067  
(310) 712-6600

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

December 8, 2004  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Check the following box if a fee is being paid with the statement.

\*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).

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SCHEDULE 13D

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CUSIP No. 500643200  
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PAGE 2 OF 14 PAGES  
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1. NAME OF REPORTING PERSON:  
SPO Partners II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f): [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

7. SOLE VOTING POWER:  
NUMBER OF SHARES 1,662,700 (1)  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER:  
-0-

9. SOLE DISPOSITIVE POWER:  
1,662,700 (1)

10. SHARED DISPOSITIVE POWER:  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,662,700 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
4.2%

14. TYPE OF REPORTING PERSON:  
PN

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

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1. NAME OF REPORTING PERSON:  
SPO Advisory Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:  
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f): [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

	7. SOLE VOTING POWER:
NUMBER OF	1,662,700 (1) (2)
SHARES	
BENEFICIALLY	8. SHARED VOTING POWER:
OWNED BY	-0-
EACH	
REPORTING	9. SOLE DISPOSITIVE POWER:
PERSON	1,662,700 (1) (2)
WITH	
	10. SHARED DISPOSITIVE POWER:
	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,662,700 (1) (2)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
4.2%

14. TYPE OF REPORTING PERSON:  
PN

(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.

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1. NAME OF REPORTING PERSON:  
San Francisco Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]

3. SEC USE ONLY

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4. SOURCE OF FUNDS:  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f): [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER: 185,000 (1)
	8. SHARED VOTING POWER: -0-
	9. SOLE DISPOSITIVE POWER: 185,000 (1)
	10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
185,000 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.5%

14. TYPE OF REPORTING PERSON:  
PN

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

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1. NAME OF REPORTING PERSON:  
SF Advisory Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:  
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f): [ ]

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6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER:  
185,000 (1) (2)

-----

8. SHARED VOTING POWER:  
-0-

-----

9. SOLE DISPOSITIVE POWER:  
185,000 (1) (2)

-----

10. SHARED DISPOSITIVE POWER:  
-0-

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
185,000 (1) (2)

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.5%

-----

14. TYPE OF REPORTING PERSON:  
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.

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1. NAME OF REPORTING PERSON:  
SPO Advisory Corp.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]

-----

3. SEC USE ONLY

-----

4. SOURCE OF FUNDS:  
Not Applicable

-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f): [ ]

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

-----

NUMBER OF SHARES BENEFICIALLY

7. SOLE VOTING POWER:  
1,847,700 (1) (2)

-----

8. SHARED VOTING POWER:

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OWNED BY EACH REPORTING PERSON WITH  
-0-  
-----  
9. SOLE DISPOSITIVE POWER:  
1,847,700 (1) (2)  
-----  
10. SHARED DISPOSITIVE POWER:  
-0-

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,847,700 (1) (2)  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]  
-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
4.7%  
-----

14. TYPE OF REPORTING PERSON:  
CO  
-----

- (1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 1,662,700 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 185,000 of such shares.
- (2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

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1. NAME OF REPORTING PERSON:  
John H. Scully  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]  
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS:  
Not Applicable  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f): [ ]  
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
USA  
-----

7. SOLE VOTING POWER:  
-0-  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8. SHARED VOTING POWER:  
1,847,700 (1)  
-----  
9. SOLE DISPOSITIVE POWER:  
-0-

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WITH

10. SHARED DISPOSITIVE POWER:  
1,847,700(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,847,700(1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
4.7%

14. TYPE OF REPORTING PERSON:  
IN

(1) These 1,847,700 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

SCHEDULE 13D

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1. NAME OF REPORTING PERSON:  
William E. Oberndorf

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS:  
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f): [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
USA

7. SOLE VOTING POWER:  
-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8. SHARED VOTING POWER:  
1,847,700(1)

9. SOLE DISPOSITIVE POWER:  
-0-

10. SHARED DISPOSITIVE POWER:  
1,847,700(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,847,700(1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

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-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
4.7%

-----  
14. TYPE OF REPORTING PERSON:  
IN  
-----

(1) These 1,847,700 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

SCHEDULE 13D

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CUSIP No. 500643200  
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-----  
1. NAME OF REPORTING PERSON:  
William J. Patterson  
-----

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]  
-----

-----  
3. SEC USE ONLY  
-----

-----  
4. SOURCE OF FUNDS:  
Not Applicable  
-----

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f): [ ]  
-----

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
USA  
-----

-----  
7. SOLE VOTING POWER:  
NUMBER OF -0-  
SHARES  
-----

BENEFICIALLY 8. SHARED VOTING POWER:  
OWNED BY 1,847,700(1)  
EACH  
-----

REPORTING 9. SOLE DISPOSITIVE POWER:  
PERSON -0-  
WITH  
-----

10. SHARED DISPOSITIVE POWER:  
1,847,700(1)  
-----

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,847,700(1)  
-----

-----  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]  
-----

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
4.7%

-----  
14. TYPE OF REPORTING PERSON:  
IN  
-----



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- (1) These 1,847,700 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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This Amendment No. 6 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on December 19, 2002, as amended February 19, 2003, March 10, 2003, April 10, 2003, May 19, 2004 and December 3, 2004. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated in its entirety as follows:

The source and amount of the funds used or to be used by the Reporting Persons to purchase Shares are as follows:

NAME	AMOUNT OF FUNDS	SOURCE OF FUNDS
----	-----	-----
SPO	\$ (18,254,400) (1)	Contributions from Partners
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	\$ (1,974,470) (2)	Contributions from Partners
SPO Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable	Not Applicable
WEO	Not Applicable	Not Applicable
WJP	Not Applicable	Not Applicable

(1) Net of \$34,607,786 in proceeds received from the sale of Shares.

(2) Net of \$3,789,810 in proceeds received from the sale of Shares.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 39,489,689 total outstanding shares of common stock as reported on the Issuer's 10-Q filed with the Securities Exchange Commission on December 10, 2004.

SPO  
---

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,662,700 Shares, which constitutes approximately 4.2% of the outstanding Shares.

SPO Advisory Partners  
-----

Because of its position as the sole general partner of SPO, SPO Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,662,700 Shares, which constitutes approximately 4.2% of the outstanding Shares.

SFP  
---

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 185,000 Shares, which constitutes approximately 0.5% of the outstanding Shares.

SF Advisory Partners  
-----

Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 185,000 Shares, which constitutes approximately 0.5% of the outstanding Shares.

SPO Advisory Corp.  
-----

Because of its positions as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,847,700 Shares in the aggregate, which constitutes approximately 4.7% of the outstanding Shares.

JHS  
---

Because of his position as a control person of SPO Advisory Corp., JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,847,700 Shares in the aggregate, which constitutes approximately 4.7% of the outstanding Shares.

WEO  
---

Because of his position as a control person of SPO Advisory Corp., WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,847,700 Shares in the aggregate, which constitutes approximately 4.7% of the outstanding Shares.

WJP

---

Because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,847,700 Shares in the aggregate, which constitutes approximately 4.7% of the outstanding Shares.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 hereof is the beneficial owner of any Shares.

(b)

SPO

---

Acting through its sole general partner, SPO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,662,700 Shares.

SPO Advisory Partners

-----

Acting through its sole general partner and in its capacity as the sole general partner of SPO, SPO Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,662,700 Shares held by SPO.

SFP

---

Acting through its sole general partner, SFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 185,000 Shares.

SF Advisory Partners

-----

Acting through its sole general partner and in its capacity as the sole general partner of SFP, SF Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 185,000 Shares held by SFP.

SPO Advisory Corp.

-----

Acting through its controlling persons and in its capacities as the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,847,700 Shares held by SPO and SFP in the aggregate.

JHS

---

As one of three controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and WJP to vote or to direct the

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vote and to dispose or to direct the disposition of 1,847,700 Shares held by SPO and SFP in the aggregate.

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WEO  
---

As one of three controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 1,847,700 Shares held by SPO and SFP in the aggregate.

WJP  
---

As one of the controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS and WEO to vote or to direct the vote and to dispose or to direct the disposition of 1,847,700 Shares held by SPO and SFP in the aggregate.

(c) Since the most recent filing on Schedule 13D, the Reporting Persons sold Shares in open market transactions on the New York Stock Exchange ("the "NYSE") as set forth on Schedule I attached hereto.

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Shares since the most recent filing on Schedule 13D.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) The Reporting Persons ceased to be the holders of more than 5% of the outstanding Shares of the Issuer on December 10, 2004.

Item 7. Material to be Filed as Exhibits.  
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Item 7 is hereby amended and restated in its entirety as follows:

Exhibit A - Agreement pursuant to Rule 13d-1 (k)

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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.

DATED: December 10, 2004

/s/ Kim M. Silva

-----  
Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. \*  
SPO ADVISORY PARTNERS, L.P.\*  
SAN FRANCISCO PARTNERS, L.P. \*  
SF ADVISORY PARTNERS, L.P.\*  
SPO ADVISORY CORP.\*  
JOHN H. SCULLY\*  
WILLIAM E. OBERNDORF\*  
WILLIAM J. PATTERSON\*

\* 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.

SCHEDULE I TO  
SCHEDULE 13D  
AMENDMENT NO. 6

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
SPO Partners II, L.P.	12/3/2004	Sell	180	19.18	Op
SPO Partners II, L.P.	12/3/2004	Sell	450	19.20	Ma Op
SPO Partners II, L.P.	12/3/2004	Sell	630	19.21	Ma Op
SPO Partners II, L.P.	12/3/2004	Sell	360	19.22	Ma Op
SPO Partners II, L.P.	12/3/2004	Sell	540	19.23	Ma Op
SPO Partners II, L.P.	12/3/2004	Sell	1,710	19.24	Ma Op
SPO Partners II, L.P.	12/3/2004	Sell	1,710	19.25	Ma Op

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SPO Partners II, L.P.	12/3/2004	Sell	990	19.26
SPO Partners II, L.P.	12/3/2004	Sell	270	19.26
SPO Partners II, L.P.	12/3/2004	Sell	360	19.27
SPO Partners II, L.P.	12/3/2004	Sell	990	19.27
SPO Partners II, L.P.	12/3/2004	Sell	1,890	19.28
SPO Partners II, L.P.	12/3/2004	Sell	270	19.28
SPO Partners II, L.P.	12/3/2004	Sell	360	19.29
SPO Partners II, L.P.	12/3/2004	Sell	2,610	19.29
SPO Partners II, L.P.	12/3/2004	Sell	270	19.30
SPO Partners II, L.P.	12/3/2004	Sell	900	19.30
SPO Partners II, L.P.	12/3/2004	Sell	1,170	19.31
SPO Partners II, L.P.	12/3/2004	Sell	180	19.31
SPO Partners II, L.P.	12/3/2004	Sell	180	19.32
SPO Partners II, L.P.	12/3/2004	Sell	1,620	19.32
SPO Partners II, L.P.	12/3/2004	Sell	90	19.33
SPO Partners II, L.P.	12/3/2004	Sell	90	19.33
SPO Partners II, L.P.	12/3/2004	Sell	1,350	19.33
SPO Partners II, L.P.	12/3/2004	Sell	90	19.34
SPO Partners II, L.P.	12/3/2004	Sell	270	19.34
SPO Partners II, L.P.	12/3/2004	Sell	270	19.35
SPO Partners II, L.P.	12/3/2004	Sell	360	19.35
SPO Partners II, L.P.	12/3/2004	Sell	270	19.36
SPO Partners II, L.P.	12/3/2004	Sell	450	19.37
SPO Partners II, L.P.	12/3/2004	Sell	1,890	19.38
SPO Partners II, L.P.	12/3/2004	Sell	90	19.38
SPO Partners II, L.P.	12/3/2004	Sell	90	19.38

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
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SPO Partners II, L.P.	12/3/2004	Sell	90	19.38	Op
SPO Partners II, L.P.	12/3/2004	Sell	90	19.38	Ma
SPO Partners II, L.P.	12/3/2004	Sell	990	19.39	Op
SPO Partners II, L.P.	12/3/2004	Sell	180	19.39	Ma
SPO Partners II, L.P.	12/3/2004	Sell	180	19.40	Op
SPO Partners II, L.P.	12/3/2004	Sell	2,970	19.40	Ma
SPO Partners II, L.P.	12/3/2004	Sell	270	19.41	Op
SPO Partners II, L.P.	12/3/2004	Sell	90	19.41	Ma
SPO Partners II, L.P.	12/3/2004	Sell	180	19.42	Op
SPO Partners II, L.P.	12/3/2004	Sell	3,600	19.42	Ma
SPO Partners II, L.P.	12/3/2004	Sell	90	19.43	Op
SPO Partners II, L.P.	12/3/2004	Sell	1,170	19.43	Ma
SPO Partners II, L.P.	12/3/2004	Sell	90	19.43	Op
SPO Partners II, L.P.	12/3/2004	Sell	90	19.43	Ma
SPO Partners II, L.P.	12/3/2004	Sell	90	19.43	Op
SPO Partners II, L.P.	12/3/2004	Sell	540	19.44	Ma
SPO Partners II, L.P.	12/3/2004	Sell	540	19.45	Op
SPO Partners II, L.P.	12/3/2004	Sell	90	19.45	Ma
SPO Partners II, L.P.	12/3/2004	Sell	1,350	19.46	Op
SPO Partners II, L.P.	12/3/2004	Sell	90	19.47	Ma
SPO Partners II, L.P.	12/3/2004	Sell	2,700	19.47	Op
SPO Partners II, L.P.	12/3/2004	Sell	270	19.49	Ma
SPO Partners II, L.P.	12/3/2004	Sell	90	19.50	Op
SPO Partners II, L.P.	12/3/2004	Sell	1,080	19.50	Ma
SPO Partners II, L.P.	12/3/2004	Sell	630	19.52	Op
San Francisco Partners, L.P.	12/3/2004	Sell	20	19.18	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	50	19.20	Op
San Francisco Partners, L.P.	12/3/2004	Sell	70	19.21	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	40	19.22	Op
San Francisco Partners, L.P.	12/3/2004	Sell	60	19.23	Ma

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San Francisco Partners, L.P.	12/3/2004	Sell	190	19.24	Op
San Francisco Partners, L.P.	12/3/2004	Sell	190	19.25	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	110	19.26	Op
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.26	Ma

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
San Francisco Partners, L.P.	12/3/2004	Sell	40	19.27	Op
San Francisco Partners, L.P.	12/3/2004	Sell	110	19.27	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	210	19.28	Op
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.28	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	40	19.29	Op
San Francisco Partners, L.P.	12/3/2004	Sell	290	19.29	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.30	Op
San Francisco Partners, L.P.	12/3/2004	Sell	100	19.30	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	130	19.31	Op
San Francisco Partners, L.P.	12/3/2004	Sell	20	19.31	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	20	19.32	Op
San Francisco Partners, L.P.	12/3/2004	Sell	180	19.32	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.33	Op
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.33	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	150	19.33	Op
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.34	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.34	Op
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.35	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	40	19.35	Op
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.36	Ma
San Francisco Partners, L.P.	12/3/2004	Sell	50	19.37	Op
San Francisco Partners, L.P.	12/3/2004	Sell	210	19.38	Ma



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San Francisco Partners, L.P.	12/3/2004	Sell	10	19.38
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.38
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.38
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.38
San Francisco Partners, L.P.	12/3/2004	Sell	110	19.39
San Francisco Partners, L.P.	12/3/2004	Sell	20	19.39
San Francisco Partners, L.P.	12/3/2004	Sell	20	19.40
San Francisco Partners, L.P.	12/3/2004	Sell	330	19.40
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.41
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.41
San Francisco Partners, L.P.	12/3/2004	Sell	20	19.42
San Francisco Partners, L.P.	12/3/2004	Sell	400	19.42

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.43
San Francisco Partners, L.P.	12/3/2004	Sell	130	19.43
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.43
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.43
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.43
San Francisco Partners, L.P.	12/3/2004	Sell	60	19.44
San Francisco Partners, L.P.	12/3/2004	Sell	60	19.45
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.45
San Francisco Partners, L.P.	12/3/2004	Sell	150	19.46
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.47
San Francisco Partners, L.P.	12/3/2004	Sell	300	19.47
San Francisco Partners, L.P.	12/3/2004	Sell	30	19.49
San Francisco Partners, L.P.	12/3/2004	Sell	10	19.50

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San Francisco Partners, L.P.	12/3/2004	Sell	120	19.50	Op
San Francisco Partners, L.P.	12/3/2004	Sell	70	19.52	Ma
SPO Partners II, L.P.	12/6/2004	Sell	180	19.10	Op
SPO Partners II, L.P.	12/6/2004	Sell	360	19.12	Ma
SPO Partners II, L.P.	12/6/2004	Sell	1,260	19.13	Op
SPO Partners II, L.P.	12/6/2004	Sell	450	19.14	Ma
SPO Partners II, L.P.	12/6/2004	Sell	630	19.16	Op
SPO Partners II, L.P.	12/6/2004	Sell	450	19.17	Ma
SPO Partners II, L.P.	12/6/2004	Sell	540	19.17	Op
SPO Partners II, L.P.	12/6/2004	Sell	450	19.19	Ma
SPO Partners II, L.P.	12/6/2004	Sell	2,340	19.20	Op
SPO Partners II, L.P.	12/6/2004	Sell	450	19.21	Ma
SPO Partners II, L.P.	12/6/2004	Sell	1,530	19.21	Op
SPO Partners II, L.P.	12/6/2004	Sell	2,880	19.22	Ma
SPO Partners II, L.P.	12/6/2004	Sell	1,080	19.23	Op
SPO Partners II, L.P.	12/6/2004	Sell	1,800	19.24	Ma
SPO Partners II, L.P.	12/6/2004	Sell	720	19.26	Op
SPO Partners II, L.P.	12/6/2004	Sell	720	19.27	Ma
SPO Partners II, L.P.	12/6/2004	Sell	900	19.30	Op
SPO Partners II, L.P.	12/6/2004	Sell	1,660	19.50	Ma

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
San Francisco Partners, L.P.	12/6/2004	Sell	20	19.10	Op
San Francisco Partners, L.P.	12/6/2004	Sell	40	19.12	Ma
San Francisco Partners, L.P.	12/6/2004	Sell	140	19.13	Op
San Francisco Partners, L.P.	12/6/2004	Sell	50	19.14	Ma
San Francisco Partners, L.P.	12/6/2004	Sell	70	19.16	Op
San Francisco Partners, L.P.	12/6/2004	Sell	50	19.17	Ma

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San Francisco Partners, L.P.	12/6/2004	Sell	60	19.17
San Francisco Partners, L.P.	12/6/2004	Sell	50	19.19
San Francisco Partners, L.P.	12/6/2004	Sell	260	19.20
San Francisco Partners, L.P.	12/6/2004	Sell	50	19.21
San Francisco Partners, L.P.	12/6/2004	Sell	170	19.21
San Francisco Partners, L.P.	12/6/2004	Sell	320	19.22
San Francisco Partners, L.P.	12/6/2004	Sell	120	19.23
San Francisco Partners, L.P.	12/6/2004	Sell	200	19.24
San Francisco Partners, L.P.	12/6/2004	Sell	80	19.26
San Francisco Partners, L.P.	12/6/2004	Sell	80	19.27
San Francisco Partners, L.P.	12/6/2004	Sell	100	19.30
San Francisco Partners, L.P.	12/6/2004	Sell	140	19.50
SPO Partners II, L.P.	12/7/2004	Sell	3,960	19.20
SPO Partners II, L.P.	12/7/2004	Sell	7,110	19.21
SPO Partners II, L.P.	12/7/2004	Sell	7,200	19.22
SPO Partners II, L.P.	12/7/2004	Sell	10,080	19.23
SPO Partners II, L.P.	12/7/2004	Sell	15,300	19.24
SPO Partners II, L.P.	12/7/2004	Sell	37,620	19.25
SPO Partners II, L.P.	12/7/2004	Sell	9,450	19.26
SPO Partners II, L.P.	12/7/2004	Sell	17,460	19.27
SPO Partners II, L.P.	12/7/2004	Sell	5,850	19.28
SPO Partners II, L.P.	12/7/2004	Sell	12,420	19.29
SPO Partners II, L.P.	12/7/2004	Sell	28,800	19.30
SPO Partners II, L.P.	12/7/2004	Sell	11,070	19.31
SPO Partners II, L.P.	12/7/2004	Sell	3,690	19.32
SPO Partners II, L.P.	12/7/2004	Sell	1,800	19.33
SPO Partners II, L.P.	12/7/2004	Sell	2,700	19.34
SPO Partners II, L.P.	12/7/2004	Sell	270	19.35

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REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
SPO Partners II, L.P.	12/7/2004	Sell	5,220	19.36	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	440	19.20	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	790	19.21	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	800	19.22	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	1,120	19.23	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	1,700	19.24	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	4,180	19.25	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	1,050	19.26	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	1,940	19.27	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	650	19.28	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	1,380	19.29	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	3,200	19.30	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	1,230	19.31	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	410	19.32	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	200	19.33	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	300	19.34	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	30	19.35	Op Ma
San Francisco Partners, L.P.	12/7/2004	Sell	580	19.36	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	2,340	19.45	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	1,260	19.48	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	2,340	19.49	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	7,290	19.50	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	1,080	19.51	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	90	19.52	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	360	19.53	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	1,350	19.55	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	1,170	19.60	Op Ma
SPO Partners II, L.P.	12/8/2004	Sell	720	19.64	Op Ma

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SPO Partners II, L.P.	12/8/2004	Sell	4,410	19.65	Op
SPO Partners II, L.P.	12/8/2004	Sell	90	19.70	Ma
SPO Partners II, L.P.	12/8/2004	Sell	1,440	19.80	Op
SPO Partners II, L.P.	12/8/2004	Sell	4,500	19.81	Ma

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
SPO Partners II, L.P.	12/8/2004	Sell	6,120	19.82	Op
SPO Partners II, L.P.	12/8/2004	Sell	1,980	19.83	Ma
SPO Partners II, L.P.	12/8/2004	Sell	6,120	19.84	Op
SPO Partners II, L.P.	12/8/2004	Sell	36,540	19.85	Ma
SPO Partners II, L.P.	12/8/2004	Sell	8,550	19.86	Op
SPO Partners II, L.P.	12/8/2004	Sell	10,170	19.87	Ma
SPO Partners II, L.P.	12/8/2004	Sell	14,040	19.88	Op
SPO Partners II, L.P.	12/8/2004	Sell	14,310	19.89	Ma
SPO Partners II, L.P.	12/8/2004	Sell	47,070	19.90	Op
SPO Partners II, L.P.	12/8/2004	Sell	4,590	19.91	Ma
SPO Partners II, L.P.	12/8/2004	Sell	10,710	19.92	Op
SPO Partners II, L.P.	12/8/2004	Sell	8,550	19.93	Ma
SPO Partners II, L.P.	12/8/2004	Sell	6,840	19.94	Op
SPO Partners II, L.P.	12/8/2004	Sell	15,300	19.95	Ma
SPO Partners II, L.P.	12/8/2004	Sell	38,340	19.96	Op
SPO Partners II, L.P.	12/8/2004	Sell	4,770	19.97	Ma
SPO Partners II, L.P.	12/8/2004	Sell	3,960	19.98	Op
SPO Partners II, L.P.	12/8/2004	Sell	3,600	19.99	Ma
SPO Partners II, L.P.	12/8/2004	Sell	4,320	20.08	Op
SPO Partners II, L.P.	12/8/2004	Sell	26,100	20.09	Ma
SPO Partners II, L.P.	12/8/2004	Sell	136,620	20.10	Op
SPO Partners II, L.P.	12/8/2004	Sell	1,350	20.12	Ma

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SPO Partners II, L.P.	12/8/2004	Sell	4,230	20.13
SPO Partners II, L.P.	12/8/2004	Sell	12,420	20.14
SPO Partners II, L.P.	12/8/2004	Sell	63,810	20.15
SPO Partners II, L.P.	12/8/2004	Sell	4,770	20.16
SPO Partners II, L.P.	12/8/2004	Sell	18,360	20.17
SPO Partners II, L.P.	12/8/2004	Sell	10,710	20.18
SPO Partners II, L.P.	12/8/2004	Sell	5,940	20.19
SPO Partners II, L.P.	12/8/2004	Sell	10,530	20.20
SPO Partners II, L.P.	12/8/2004	Sell	4,770	20.21
SPO Partners II, L.P.	12/8/2004	Sell	1,440	20.22
SPO Partners II, L.P.	12/8/2004	Sell	630	20.23
SPO Partners II, L.P.	12/8/2004	Sell	9,000	20.25

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
San Francisco Partners, L.P.	12/8/2004	Sell	260	19.45
San Francisco Partners, L.P.	12/8/2004	Sell	140	19.48
San Francisco Partners, L.P.	12/8/2004	Sell	260	19.49
San Francisco Partners, L.P.	12/8/2004	Sell	810	19.50
San Francisco Partners, L.P.	12/8/2004	Sell	120	19.51
San Francisco Partners, L.P.	12/8/2004	Sell	10	19.52
San Francisco Partners, L.P.	12/8/2004	Sell	40	19.53
San Francisco Partners, L.P.	12/8/2004	Sell	150	19.55
San Francisco Partners, L.P.	12/8/2004	Sell	130	19.60
San Francisco Partners, L.P.	12/8/2004	Sell	80	19.64
San Francisco Partners, L.P.	12/8/2004	Sell	490	19.65
San Francisco Partners, L.P.	12/8/2004	Sell	10	19.70
San Francisco Partners, L.P.	12/8/2004	Sell	160	19.80

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San Francisco Partners, L.P.	12/8/2004	Sell	500	19.81	Op
San Francisco Partners, L.P.	12/8/2004	Sell	680	19.82	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	220	19.83	Op
San Francisco Partners, L.P.	12/8/2004	Sell	680	19.84	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	4,060	19.85	Op
San Francisco Partners, L.P.	12/8/2004	Sell	950	19.86	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	1,130	19.87	Op
San Francisco Partners, L.P.	12/8/2004	Sell	1,560	19.88	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	1,590	19.89	Op
San Francisco Partners, L.P.	12/8/2004	Sell	5,230	19.90	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	510	19.91	Op
San Francisco Partners, L.P.	12/8/2004	Sell	1,190	19.92	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	950	19.93	Op
San Francisco Partners, L.P.	12/8/2004	Sell	760	19.94	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	1,700	19.95	Op
San Francisco Partners, L.P.	12/8/2004	Sell	4,260	19.96	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	530	19.97	Op
San Francisco Partners, L.P.	12/8/2004	Sell	440	19.98	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	400	19.99	Op
San Francisco Partners, L.P.	12/8/2004	Sell	480	20.08	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	2,900	20.09	Op

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
San Francisco Partners, L.P.	12/8/2004	Sell	15,180	20.10	Op
San Francisco Partners, L.P.	12/8/2004	Sell	150	20.12	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	470	20.13	Op
San Francisco Partners, L.P.	12/8/2004	Sell	1,380	20.14	Ma
San Francisco Partners, L.P.	12/8/2004	Sell	7,090	20.15	Op

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San Francisco Partners, L.P.	12/8/2004	Sell	530	20.16
San Francisco Partners, L.P.	12/8/2004	Sell	2,040	20.17
San Francisco Partners, L.P.	12/8/2004	Sell	1,190	20.18
San Francisco Partners, L.P.	12/8/2004	Sell	660	20.19
San Francisco Partners, L.P.	12/8/2004	Sell	1,170	20.20
San Francisco Partners, L.P.	12/8/2004	Sell	530	20.21
San Francisco Partners, L.P.	12/8/2004	Sell	160	20.22
San Francisco Partners, L.P.	12/8/2004	Sell	70	20.23
San Francisco Partners, L.P.	12/8/2004	Sell	1,000	20.25
SPO Partners II, L.P.	12/9/2004	Sell	6,750	20.15
SPO Partners II, L.P.	12/9/2004	Sell	3,960	20.16
SPO Partners II, L.P.	12/9/2004	Sell	3,060	20.17
SPO Partners II, L.P.	12/9/2004	Sell	14,220	20.18
SPO Partners II, L.P.	12/9/2004	Sell	8,100	20.19
SPO Partners II, L.P.	12/9/2004	Sell	13,860	20.20
SPO Partners II, L.P.	12/9/2004	Sell	990	20.21
SPO Partners II, L.P.	12/9/2004	Sell	2,880	20.22
SPO Partners II, L.P.	12/9/2004	Sell	1,710	20.23
SPO Partners II, L.P.	12/9/2004	Sell	3,420	20.24
SPO Partners II, L.P.	12/9/2004	Sell	9,270	20.25
SPO Partners II, L.P.	12/9/2004	Sell	8,730	20.26
SPO Partners II, L.P.	12/9/2004	Sell	4,590	20.27
SPO Partners II, L.P.	12/9/2004	Sell	4,860	20.28
SPO Partners II, L.P.	12/9/2004	Sell	4,500	20.29
SPO Partners II, L.P.	12/9/2004	Sell	13,050	20.30
SPO Partners II, L.P.	12/9/2004	Sell	5,580	20.31
SPO Partners II, L.P.	12/9/2004	Sell	4,230	20.32
SPO Partners II, L.P.	12/9/2004	Sell	2,430	20.33



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REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
SPO Partners II, L.P.	12/9/2004	Sell	1,260	20.34	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	10,980	20.35	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	7,560	20.36	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	4,500	20.37	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	5,130	20.38	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	7,650	20.39	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	21,780	20.40	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	3,960	20.41	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	6,390	20.42	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	7,560	20.43	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	6,030	20.44	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	12,870	20.45	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	3,150	20.46	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	1,890	20.47	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	11,700	20.48	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	8,460	20.49	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	35,280	20.50	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	2,700	20.51	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	3,960	20.52	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	6,120	20.53	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	4,230	20.54	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	8,370	20.55	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	900	20.56	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	270	20.57	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	1,530	20.58	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	1,350	20.59	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	4,590	20.60	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	720	20.62	Op Ma

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SPO Partners II, L.P.	12/9/2004	Sell	90	20.63	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	2,970	20.64	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	3,420	20.65	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	1,980	20.67	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	540	20.68	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	2,430	20.75	Op Ma
SPO Partners II, L.P.	12/9/2004	Sell	5,890	20.79	Op Ma

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
San Francisco Partners, L.P.	12/9/2004	Sell	750	20.15	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	440	20.16	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	340	20.17	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	1,580	20.18	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	900	20.19	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	1,540	20.20	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	110	20.21	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	320	20.22	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	190	20.23	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	380	20.24	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	1,030	20.25	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	970	20.26	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	510	20.27	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	540	20.28	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	500	20.29	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	1,450	20.30	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	620	20.31	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	470	20.32	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	270	20.33	Op Ma

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San Francisco Partners, L.P.	12/9/2004	Sell	140	20.34	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	1,220	20.35	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	840	20.36	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	500	20.37	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	570	20.38	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	850	20.39	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	2,420	20.40	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	440	20.41	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	710	20.42	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	840	20.43	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	670	20.44	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	1,430	20.45	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	350	20.46	Ma Op
San Francisco Partners, L.P.	12/9/2004	Sell	210	20.47	Ma Op

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	WH TR EF
San Francisco Partners, L.P.	12/9/2004	Sell	1,300	20.48	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	940	20.49	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	3,920	20.50	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	300	20.51	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	440	20.52	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	680	20.53	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	470	20.54	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	930	20.55	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	100	20.56	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	30	20.57	Op Ma
San Francisco Partners, L.P.	12/9/2004	Sell	170	20.58	Op Ma

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San Francisco Partners, L.P.	12/9/2004	Sell	150	20.59	Op
San Francisco Partners, L.P.	12/9/2004	Sell	510	20.60	Ma
San Francisco Partners, L.P.	12/9/2004	Sell	80	20.62	Op
San Francisco Partners, L.P.	12/9/2004	Sell	10	20.63	Ma
San Francisco Partners, L.P.	12/9/2004	Sell	330	20.64	Op
San Francisco Partners, L.P.	12/9/2004	Sell	380	20.65	Ma
San Francisco Partners, L.P.	12/9/2004	Sell	220	20.67	Op
San Francisco Partners, L.P.	12/9/2004	Sell	60	20.68	Ma
San Francisco Partners, L.P.	12/9/2004	Sell	270	20.75	Op
San Francisco Partners, L.P.	12/9/2004	Sell	610	20.79	Ma
SPO Partners II, L.P.	12/10/2004	Sell	2,250	20.22	Op
SPO Partners II, L.P.	12/10/2004	Sell	180	20.23	Ma
SPO Partners II, L.P.	12/10/2004	Sell	360	20.24	Op
SPO Partners II, L.P.	12/10/2004	Sell	810	20.25	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,440	20.26	Op
SPO Partners II, L.P.	12/10/2004	Sell	630	20.27	Ma
SPO Partners II, L.P.	12/10/2004	Sell	3,060	20.28	Op
SPO Partners II, L.P.	12/10/2004	Sell	5,490	20.29	Ma
SPO Partners II, L.P.	12/10/2004	Sell	11,340	20.30	Op
SPO Partners II, L.P.	12/10/2004	Sell	3,690	20.31	Ma
SPO Partners II, L.P.	12/10/2004	Sell	3,510	20.32	Op
SPO Partners II, L.P.	12/10/2004	Sell	3,960	20.33	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,170	20.34	Op
SPO Partners II, L.P.	12/10/2004	Sell	12,780	20.35	Ma
SPO Partners II, L.P.	12/10/2004	Sell	5,850	20.36	Op
SPO Partners II, L.P.	12/10/2004	Sell	630	20.37	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,260	20.38	Op
SPO Partners II, L.P.	12/10/2004	Sell	2,340	20.39	Ma
SPO Partners II, L.P.	12/10/2004	Sell	3,510	20.40	Op
SPO Partners II, L.P.	12/10/2004	Sell	1,440	20.41	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,440	20.42	Op

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SPO Partners II, L.P.	12/10/2004	Sell	2,250	20.43	Op
SPO Partners II, L.P.	12/10/2004	Sell	2,070	20.44	Ma
SPO Partners II, L.P.	12/10/2004	Sell	9,540	20.45	Op
SPO Partners II, L.P.	12/10/2004	Sell	5,670	20.46	Ma
SPO Partners II, L.P.	12/10/2004	Sell	2,790	20.47	Op
SPO Partners II, L.P.	12/10/2004	Sell	2,700	20.48	Ma
SPO Partners II, L.P.	12/10/2004	Sell	5,490	20.49	Op
SPO Partners II, L.P.	12/10/2004	Sell	1,440	20.50	Ma
SPO Partners II, L.P.	12/10/2004	Sell	990	20.52	Op
SPO Partners II, L.P.	12/10/2004	Sell	270	20.53	Ma
SPO Partners II, L.P.	12/10/2004	Sell	810	20.54	Op
SPO Partners II, L.P.	12/10/2004	Sell	90	20.56	Ma
SPO Partners II, L.P.	12/10/2004	Sell	990	20.57	Op
SPO Partners II, L.P.	12/10/2004	Sell	1,170	20.58	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,800	20.59	Op
SPO Partners II, L.P.	12/10/2004	Sell	1,980	20.60	Ma
SPO Partners II, L.P.	12/10/2004	Sell	360	20.61	Op
SPO Partners II, L.P.	12/10/2004	Sell	90	20.62	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,080	20.64	Op
SPO Partners II, L.P.	12/10/2004	Sell	2,340	20.65	Ma
SPO Partners II, L.P.	12/10/2004	Sell	2,250	20.66	Op
SPO Partners II, L.P.	12/10/2004	Sell	1,080	20.67	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,170	20.68	Op
SPO Partners II, L.P.	12/10/2004	Sell	2,520	20.70	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,260	20.71	Op
SPO Partners II, L.P.	12/10/2004	Sell	540	20.72	Ma
SPO Partners II, L.P.	12/10/2004	Sell	2,430	20.73	Op
SPO Partners II, L.P.	12/10/2004	Sell	1,530	20.74	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,440	20.75	Op
SPO Partners II, L.P.	12/10/2004	Sell	900	20.76	Ma
SPO Partners II, L.P.	12/10/2004	Sell	630	20.77	Op

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SPO Partners II, L.P.	12/10/2004	Sell	2,430	20.78	Op
SPO Partners II, L.P.	12/10/2004	Sell	2,250	20.79	Ma
SPO Partners II, L.P.	12/10/2004	Sell	41,670	20.80	Op
SPO Partners II, L.P.	12/10/2004	Sell	720	20.81	Ma
SPO Partners II, L.P.	12/10/2004	Sell	4,860	20.82	Op
SPO Partners II, L.P.	12/10/2004	Sell	2,430	20.83	Ma
SPO Partners II, L.P.	12/10/2004	Sell	3,330	20.84	Op
SPO Partners II, L.P.	12/10/2004	Sell	42,030	20.85	Ma
SPO Partners II, L.P.	12/10/2004	Sell	1,350	20.86	Op
SPO Partners II, L.P.	12/10/2004	Sell	4,590	20.87	Ma
SPO Partners II, L.P.	12/10/2004	Sell	2,070	20.88	Op
SPO Partners II, L.P.	12/10/2004	Sell	5,670	20.89	Ma
SPO Partners II, L.P.	12/10/2004	Sell	12,420	20.90	Op
SPO Partners II, L.P.	12/10/2004	Sell	1,440	20.91	Ma
SPO Partners II, L.P.	12/10/2004	Sell	4,320	20.92	Op
SPO Partners II, L.P.	12/10/2004	Sell	180	20.94	Ma
SPO Partners II, L.P.	12/10/2004	Sell	11,430	20.95	Op
San Francisco Partners, L.P.	12/10/2004	Sell	250	20.22	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	20	20.23	Op
San Francisco Partners, L.P.	12/10/2004	Sell	40	20.24	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	90	20.25	Op
San Francisco Partners, L.P.	12/10/2004	Sell	160	20.26	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	70	20.27	Op
San Francisco Partners, L.P.	12/10/2004	Sell	340	20.28	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	610	20.29	Op
San Francisco Partners, L.P.	12/10/2004	Sell	1,260	20.30	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	410	20.31	Op
San Francisco Partners, L.P.	12/10/2004	Sell	390	20.32	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	440	20.33	Op
San Francisco Partners, L.P.	12/10/2004	Sell	130	20.34	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	1,420	20.35	Op

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San Francisco Partners, L.P.	12/10/2004	Sell	650	20.36	Op
San Francisco Partners, L.P.	12/10/2004	Sell	70	20.37	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	140	20.38	Op
San Francisco Partners, L.P.	12/10/2004	Sell	260	20.39	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	390	20.40	Op
San Francisco Partners, L.P.	12/10/2004	Sell	160	20.41	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	160	20.42	Op
San Francisco Partners, L.P.	12/10/2004	Sell	250	20.43	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	230	20.44	Op
San Francisco Partners, L.P.	12/10/2004	Sell	1,060	20.45	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	630	20.46	Op
San Francisco Partners, L.P.	12/10/2004	Sell	310	20.47	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	300	20.48	Op
San Francisco Partners, L.P.	12/10/2004	Sell	610	20.49	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	160	20.50	Op
San Francisco Partners, L.P.	12/10/2004	Sell	110	20.52	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	30	20.53	Op
San Francisco Partners, L.P.	12/10/2004	Sell	90	20.54	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	10	20.56	Op
San Francisco Partners, L.P.	12/10/2004	Sell	110	20.57	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	130	20.58	Op
San Francisco Partners, L.P.	12/10/2004	Sell	200	20.59	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	220	20.60	Op
San Francisco Partners, L.P.	12/10/2004	Sell	40	20.61	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	10	20.62	Op
San Francisco Partners, L.P.	12/10/2004	Sell	120	20.64	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	260	20.65	Op
San Francisco Partners, L.P.	12/10/2004	Sell	250	20.66	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	120	20.67	Op
San Francisco Partners, L.P.	12/10/2004	Sell	130	20.68	Ma
San Francisco Partners, L.P.	12/10/2004	Sell	280	20.70	Op

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San Francisco Partners, L.P.	12/10/2004	Sell	140	20.71
San Francisco Partners, L.P.	12/10/2004	Sell	60	20.72
San Francisco Partners, L.P.	12/10/2004	Sell	270	20.73
San Francisco Partners, L.P.	12/10/2004	Sell	170	20.74
San Francisco Partners, L.P.	12/10/2004	Sell	160	20.75
San Francisco Partners, L.P.	12/10/2004	Sell	100	20.76
San Francisco Partners, L.P.	12/10/2004	Sell	70	20.77
San Francisco Partners, L.P.	12/10/2004	Sell	270	20.78
San Francisco Partners, L.P.	12/10/2004	Sell	250	20.79
San Francisco Partners, L.P.	12/10/2004	Sell	4,630	20.80
San Francisco Partners, L.P.	12/10/2004	Sell	80	20.81
San Francisco Partners, L.P.	12/10/2004	Sell	540	20.82
San Francisco Partners, L.P.	12/10/2004	Sell	270	20.83
San Francisco Partners, L.P.	12/10/2004	Sell	370	20.84
San Francisco Partners, L.P.	12/10/2004	Sell	4,670	20.85
San Francisco Partners, L.P.	12/10/2004	Sell	150	20.86
San Francisco Partners, L.P.	12/10/2004	Sell	510	20.87
San Francisco Partners, L.P.	12/10/2004	Sell	230	20.88
San Francisco Partners, L.P.	12/10/2004	Sell	630	20.89
San Francisco Partners, L.P.	12/10/2004	Sell	1,380	20.90
San Francisco Partners, L.P.	12/10/2004	Sell	160	20.91
San Francisco Partners, L.P.	12/10/2004	Sell	480	20.92
San Francisco Partners, L.P.	12/10/2004	Sell	20	20.94
San Francisco Partners, L.P.	12/10/2004	Sell	1,270	20.95

EXHIBIT INDEX

Exhibit	Document Description	Page No.
A	Agreement Pursuant to Rule 13d-1(k)	1



