

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

SPO ADVISORY CORP
Form SC 13D/A
August 05, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

CABOT CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

127055101
(CUSIP Number)

SPO Advisory Corp.
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, California 90067-1725
(310) 712-6600

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

August 3, 2009
(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 that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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).

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

1. NAME OF REPORTING PERSON
SPO Partners II, L.P.

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

3. SEC Use Only

4. SOURCE OF FUNDS
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7. SOLE VOTING POWER 4,419,200 (1)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 4,419,200 (1)
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,419,200

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%

14. TYPE OF REPORTING PERSON
PN

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

Page 3 of 37 pages

CUSIP No. 127055101

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

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
4,419,200 (1) (2)

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
4,419,200 (1) (2)

10. SHARED DISPOSITIVE POWER
-0-

Number Of Shares
Beneficially Owned By
Each Reporting Person
With

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,419,200

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%

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.

Page 4 of 37 pages

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
SPO Advisory Corp.

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
4,419,200 (1) (2)

8. SHARED VOTING POWER
-0-

Number Of Shares
Beneficially Owned By

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Each Reporting Person -----
 With 9. SOLE DISPOSITIVE POWER
 4,419,200 (1) (2)

 10. SHARED DISPOSITIVE POWER
 -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,419,200

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

 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 6.8%

 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 4,419,200 of such shares.
- (2) Power is exercised through its four controlling persons, John H. Scully, William E. Oberndorf, William J. Patterson and Edward H. McDermott.

Page 5 of 37 pages

CUSIP No. 127055101

 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 (d) OR 2 (e) []

 6. CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

7. SOLE VOTING POWER
 -0-

 Number Of Shares 8. SHARED VOTING POWER
 Beneficially Owned By 4,419,200 (1)
 Each Reporting Person
 With 9. SOLE DISPOSITIVE POWER
 -0-

 10. SHARED DISPOSITIVE POWER
 4,419,200 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,419,200

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%

14. TYPE OF REPORTING PERSON
IN

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

Page 6 of 37 pages

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
William E. Oberndorf

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable and PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7. SOLE VOTING POWER
159,900 (1)

Number Of Shares
Beneficially Owned By
Each Reporting Person
With

8. SHARED VOTING POWER
4,752,850 (2)

9. SOLE DISPOSITIVE POWER
159,900 (1)

10. SHARED DISPOSITIVE POWER
4,752,850 (2)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,912,750

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.5%

14. TYPE OF REPORTING PERSON
IN

(1) Of these shares, 49,900 shares are held in William E. Oberndorf's

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Individual Retirement Account, which is self-directed, 100,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as sole general partner of Oberndorf Family Partners, a family partnership, and 10,000 shares are owned by Mr. Oberndorf solely in his capacity as trustee for the account of his children.

(2) Of these shares, 4,419,200 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of the four controlling persons of SPO Advisory Corp., and 333,650 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee of the William and Susan Oberndorf Trust, dated 10/19/98.

Page 7 of 37 pages

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
William and Susan Oberndorf Trust, dated 10/19/98

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

3. SEC Use Only

4. SOURCE OF FUNDS
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

7. SOLE VOTING POWER
333,650 (1)

Number Of Shares Beneficially Owned By
Each Reporting Person With
8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
333,650 (1)

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
333,650 (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
OO

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

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Page 8 of 37 pages

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
Oberndorf Family Partners

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

3. SEC Use Only

4. SOURCE OF FUNDS
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

	7. SOLE VOTING POWER 100,000 (1)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 100,000 (1)
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100,000 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14. TYPE OF REPORTING PERSON
PN

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

Page 9 of 37 pages

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
William J. Patterson

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

3. SEC Use Only

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

4. SOURCE OF FUNDS
Not Applicable
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA
-
7. SOLE VOTING POWER
-0-
-
8. SHARED VOTING POWER
4,429,200 (1)
-
9. SOLE DISPOSITIVE POWER
-0-
-
10. SHARED DISPOSITIVE POWER
4,429,200 (1)
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,429,200
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%
-
14. TYPE OF REPORTING PERSON
IN

(1) Of these shares, 4,419,200 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of the four controlling persons of SPO Advisory Corp. and 10,000 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as a controlling person, director and executive officer of the Elizabeth R. & William J. Patterson Foundation.

Page 10 of 37 pages

CUSIP No. 127055101

-
1. NAME OF REPORTING PERSON
The Elizabeth R. & William J. Patterson Foundation
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)
-
3. SEC Use Only
-
4. SOURCE OF FUNDS
WC
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA
-

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

	7.	SOLE VOTING POWER 10,000 (1)

Number Of Shares Beneficially Owned By Each Reporting Person With	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 10,000 (1)
	10.	SHARED DISPOSITIVE POWER -0-

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,000	

12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	

13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) **0.1%	

14.	TYPE OF REPORTING PERSON CO	

** Denotes less than.

(1) Power is exercised through its controlling persons, directors and executive officers, William J. Patterson and Elizabeth R. Patterson.

Page 11 of 37 pages

CUSIP No. 127055101

1.	NAME OF REPORTING PERSON Edward H. McDermot		

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a)	<input type="checkbox"/>
		(b)	<input checked="" type="checkbox"/>

3.	SEC Use Only		

4.	SOURCE OF FUNDS Not Applicable		

5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		

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 4,419,200 (1)	
	9.	SOLE DISPOSITIVE POWER -0-	

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

10. SHARED DISPOSITIVE POWER
4,419,200 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,419,200

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%

14. TYPE OF REPORTING PERSON
IN

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

Page 12 of 37 pages

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
Ian R. McGuire

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

3. SEC Use Only

4. SOURCE OF FUNDS
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

7. SOLE VOTING POWER
475

Number Of Shares
Beneficially Owned By
Each Reporting Person
With

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
475

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
475

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
**0.1%

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

14. TYPE OF REPORTING PERSON
IN

** Denotes less than.

Page 13 of 37 pages

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
Betty Jane Weimer

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

3. SEC Use Only

4. SOURCE OF FUNDS
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

7. SOLE VOTING POWER
5,000

Number Of Shares
Beneficially Owned By
Each Reporting Person
With

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
5,000

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,000

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
**0.1%

14. TYPE OF REPORTING PERSON
IN

** Denotes less than.

Page 14 of 37 pages

This Amendment No. 11 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on August 29, 2005 and as amended on September 14, 2005, September 26, 2005, October 20, 2005, November 8, 2005, January 12, 2006, June 20, 2006, December 18, 2007, January 4, 2008,

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

August 12, 2008 and June 1, 2009. 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 2. IDENTITY AND BACKGROUND.

Item 2(a) is hereby amended and restated in its entirety as follows:

(a) The undersigned hereby file this Schedule 13D Statement on behalf of SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), Edward H. McDermott ("EHM"), the William and Susan Oberndorf Trust, dated 10/19/98 ("Oberndorf Trust"), Oberndorf Family Partners, a California limited partnership ("OFP"), the Elizabeth R. & William J. Patterson Foundation, a California corporation ("Patterson Foundation"), Ian R. McGuire ("IRM") and Betty Jane Weimer ("BJW"). SPO, SPO Advisory Partners, SPO Advisory Corp., JHS, WEO, WJP, EHM, the Oberndorf Trust, OFP, Patterson Foundation, IRM and BJW 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.

Page 15 of 37 pages

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	SOURCE OF FUNDS	AMOUNT OF FUNDS
-----	-----	-----
SPO	Contributions from Partners	\$225,835,940
SPO Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable	Not Applicable
WEO	Not Applicable and Personal Funds (1)	\$ 4,414,285
WJP	Not Applicable	Not Applicable
EHM	Not Applicable	Not Applicable
Oberndorf Trust	Personal Funds (1)	\$ 12,237,424
OFP	Contribution from Partners	\$ 3,635,448
Patterson Foundation	Contributions from Shareholders	\$ 521,488
IRM	Personal Funds (1)	\$16,877
BJW	Personal Funds (1)	\$ 186,594

 (1) As used herein, the term "Personal Funds" includes sums borrowed from banks and brokerage firm margin accounts, none of which were borrowed or otherwise obtained for the specified purpose of acquiring, holding, trading or voting Shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

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 65,401,025 total outstanding shares of Common Stock as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on May 11, 2009.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 4,419,200 Shares, which constitutes approximately 6.8% 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 4,419,200 Shares, which constitutes approximately 6.8% of the outstanding Shares.

SPO Advisory Corp.

Because of its position as the sole general partner of SPO Advisory Partners, SPO Advisory Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 4,419,200 Shares in the aggregate, which constitutes approximately 6.8% 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 4,419,200 Shares, which constitutes approximately 6.8% of the outstanding Shares.

WEO

Individually, and because of his positions as a control person of SPO Advisory Corp., a trustee of the Oberndorf Trust and sole general partner of OFP and as trustee for the account of his children, WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 4,912,750 Shares in the aggregate, which constitutes approximately 7.5% of the outstanding Shares.

Page 16 of 37 pages

WJP

Because of his position as a control person of SPO Advisory Corp. and as a control person, director and executive officer of Patterson Foundation, WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 4,429,200 Shares, which constitutes approximately 6.8% of the outstanding Shares.

EHM

Because of his position as a control person of SPO Advisory Corp., EHM may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 4,419,200 Shares, which constitutes approximately 6.8% of the outstanding Shares.

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Oberndorf Trust

The aggregate number of Shares that the Oberndorf Trust owns beneficially, pursuant to Rule 13d-3 of the Act, is 333,650 Shares, which constitutes approximately 0.5% of the outstanding Shares.

OFP

The aggregate number of Shares that OFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 100,000 Shares, which constitutes approximately 0.2% of the outstanding Shares.

Patterson Foundation

The aggregate number of Shares that Patterson Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 10,000, which constitutes less than 0.1% of the outstanding Shares.

IRM

The aggregate number of Shares that IRM owns beneficially, pursuant to Rule 13d-3 of the Act, is 475 Shares, which constitutes less than 0.1% of the outstanding Shares.

BJW

The aggregate number of Shares that BJW owns beneficially, pursuant to Rule 13d-3 of the Act, is 5,000 Shares, which constitutes less than 0.1% 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 4,419,200 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 4,419,200 Shares.

Page 17 of 37 pages

SPO Advisory Corp.

Acting through its controlling persons and in its capacity as the sole general partner of SPO 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 4,419,200 Shares in the aggregate.

JHS

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

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

direct the disposition of 4,419,200 Shares held by SPO.

WEO

As one of four controlling persons of SPO Advisory Corp., which is the sole general partner of SPO Advisory Partners, WEO may be deemed to have shared power with JHS, WJP and EHM to vote or to direct the vote and to dispose or to direct the disposition of 4,419,200 Shares held by SPO. WEO may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 333,650 Shares held in the Oberndorf Trust. Individually, and because of his position as the sole general partner of OFP, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 49,900 Shares held in WEO's Individual Retirement Account, which is self directed, and 100,000 Shares held by OFP. Solely in his capacity as trustee for the account of his children, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 10,000 shares owned by his children.

WJP

As one of four controlling persons of SPO Advisory Corp., which is the sole general partner of SPO Advisory Partners, WJP may be deemed to have shared power with JHS, WEO and EHM to vote or to direct the vote and to dispose or to direct the disposition of 4,419,200 Shares held by SPO. WJP may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 10,000 Shares held by the Patterson Foundation.

EHM

As one of four controlling persons of SPO Advisory Corp., which is the sole general partner of SPO Advisory Partners, EHM may be deemed to have shared power with JHS, WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 4,419,200 Shares held by SPO.

Page 18 of 37 pages

Oberndorf Trust

Acting through its trustees, Oberndorf Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 333,650 Shares in the aggregate.

OFP

OFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 100,000 Shares.

Patterson Foundation

Acting through its two controlling persons, directors and executive officers, Patterson Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 10,000 Shares.

IRM

IRM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 475 Shares.

BJW

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

BJW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 5,000 Shares.

(c) During the past 60 days, the Reporting Persons sold Shares in open market transactions 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 during the past 60 days.

(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, Shares owned by such Reporting Person.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended and restated in its entirety as follows:

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

Page 19 of 37 pages

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.

Dated August 5, 2009

By: /s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P.(1)
SPO ADVISORY PARTNERS, L.P.(1)
SPO ADVISORY CORP.(1)
JOHN H. SCULLY(1)
WILLIAM E. OBERNDORF(1)
WILLIAM J. PATTERSON(1)
EDWARD H. MCDERMOTT(1)
WILLIAM AND SUSAN OBERNDORF TRUST,
DATED 10/19/98 (1)
OBERNDORF FAMILY PARTNERS (1)
THE ELIZABETH R. & WILLIAM J.
PATTERSON FOUNDATION (1)
IAN R. MCGUIRE (1)
BETTY JANE WEIMER (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.

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	07/24/09	Sell	134,157	16.00
SPO Partners II, L.P.	07/24/09	Sell	17,410	16.01
SPO Partners II, L.P.	07/24/09	Sell	12,391	16.02
SPO Partners II, L.P.	07/24/09	Sell	9,086	16.03
SPO Partners II, L.P.	07/24/09	Sell	702	16.04
SPO Partners II, L.P.	07/24/09	Sell	1,480	16.15
SPO Partners II, L.P.	07/24/09	Sell	1,184	16.16
SPO Partners II, L.P.	07/24/09	Sell	787	16.17
SPO Partners II, L.P.	07/24/09	Sell	3	16.18
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	303	16.00
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	39	16.01
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	28	16.02
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	21	16.03
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	2	16.04
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	3	16.15
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	3	16.16
The Elizabeth R. and William J. Patterson Foundation	07/24/09	Sell	1	16.17
William E. Oberndorf IRA	07/24/09	Sell	1,514	16.00
William E. Oberndorf IRA	07/24/09	Sell	196	16.01
William E. Oberndorf IRA	07/24/09	Sell	140	16.02
William E. Oberndorf IRA	07/24/09	Sell	103	16.03
William E. Oberndorf IRA	07/24/09	Sell	8	16.04
William E. Oberndorf IRA	07/24/09	Sell	17	16.15
William E. Oberndorf IRA	07/24/09	Sell	13	16.16
William E. Oberndorf IRA	07/24/09	Sell	9	16.17
SPO Partners II, L.P.	07/27/09	Sell	89,931	16.00
SPO Partners II, L.P.	07/27/09	Sell	987	16.01
SPO Partners II, L.P.	07/27/09	Sell	1,440	16.02
SPO Partners II, L.P.	07/27/09	Sell	1,184	16.03
SPO Partners II, L.P.	07/27/09	Sell	3,454	16.04
SPO Partners II, L.P.	07/27/09	Sell	494	16.05
SPO Partners II, L.P.	07/27/09	Sell	198	16.06
SPO Partners II, L.P.	07/27/09	Sell	296	16.07
SPO Partners II, L.P.	07/27/09	Sell	198	16.08
SPO Partners II, L.P.	07/27/09	Sell	198	16.09
SPO Partners II, L.P.	07/27/09	Sell	25,853	16.10
SPO Partners II, L.P.	07/27/09	Sell	4,638	16.11
SPO Partners II, L.P.	07/27/09	Sell	4,539	16.12
SPO Partners II, L.P.	07/27/09	Sell	5,921	16.13
SPO Partners II, L.P.	07/27/09	Sell	4,243	16.14

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	07/27/09	Sell	4,243	16.15
SPO Partners II, L.P.	07/27/09	Sell	2,171	16.16
SPO Partners II, L.P.	07/27/09	Sell	2,664	16.17
SPO Partners II, L.P.	07/27/09	Sell	1,678	16.18
SPO Partners II, L.P.	07/27/09	Sell	4,341	16.19
SPO Partners II, L.P.	07/27/09	Sell	2,763	16.20
SPO Partners II, L.P.	07/27/09	Sell	1,085	16.21
SPO Partners II, L.P.	07/27/09	Sell	981	16.22
SPO Partners II, L.P.	07/27/09	Sell	200	16.23
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	220	16.00
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	2	16.01
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	4	16.02
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	3	16.03
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	8	16.04
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	1	16.05
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	1	16.07
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	63	16.10
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	11	16.11
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	11	16.12
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	14	16.13
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	10	16.14
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	10	16.15
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	5	16.16
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	7	16.17
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	4	16.18
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	11	16.19
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	7	16.20
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	3	16.21
The Elizabeth R. and William J. Patterson Foundation	07/27/09	Sell	5	16.22

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Foundation

William E. Oberndorf IRA	07/27/09	Sell	989	16.00
William E. Oberndorf IRA	07/27/09	Sell	11	16.01
William E. Oberndorf IRA	07/27/09	Sell	16	16.02
William E. Oberndorf IRA	07/27/09	Sell	13	16.03
William E. Oberndorf IRA	07/27/09	Sell	38	16.04
William E. Oberndorf IRA	07/27/09	Sell	5	16.05
William E. Oberndorf IRA	07/27/09	Sell	2	16.06
William E. Oberndorf IRA	07/27/09	Sell	3	16.07
William E. Oberndorf IRA	07/27/09	Sell	2	16.08
William E. Oberndorf IRA	07/27/09	Sell	2	16.09
William E. Oberndorf IRA	07/27/09	Sell	284	16.10

Page 22 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
William E. Oberndorf IRA	07/27/09	Sell	51	16.11
William E. Oberndorf IRA	07/27/09	Sell	50	16.12
William E. Oberndorf IRA	07/27/09	Sell	65	16.13
William E. Oberndorf IRA	07/27/09	Sell	47	16.14
William E. Oberndorf IRA	07/27/09	Sell	47	16.15
William E. Oberndorf IRA	07/27/09	Sell	24	16.16
William E. Oberndorf IRA	07/27/09	Sell	29	16.17
William E. Oberndorf IRA	07/27/09	Sell	18	16.18
William E. Oberndorf IRA	07/27/09	Sell	48	16.19
William E. Oberndorf IRA	07/27/09	Sell	30	16.20
William E. Oberndorf IRA	07/27/09	Sell	12	16.21
William E. Oberndorf IRA	07/27/09	Sell	14	16.22
SPO Partners II, L.P.	07/28/09	Sell	24,651	16.00
SPO Partners II, L.P.	07/28/09	Sell	2,766	16.01
SPO Partners II, L.P.	07/28/09	Sell	3,556	16.02
SPO Partners II, L.P.	07/28/09	Sell	2,173	16.03
SPO Partners II, L.P.	07/28/09	Sell	4,253	16.04
SPO Partners II, L.P.	07/28/09	Sell	1,383	16.05
SPO Partners II, L.P.	07/28/09	Sell	1,868	16.06
SPO Partners II, L.P.	07/28/09	Sell	1,489	16.07
SPO Partners II, L.P.	07/28/09	Sell	791	16.08
SPO Partners II, L.P.	07/28/09	Sell	1,087	16.09
SPO Partners II, L.P.	07/28/09	Sell	593	16.10
SPO Partners II, L.P.	07/28/09	Sell	1,091	16.11
SPO Partners II, L.P.	07/28/09	Sell	198	16.12
SPO Partners II, L.P.	07/28/09	Sell	1,185	16.13
SPO Partners II, L.P.	07/28/09	Sell	692	16.14
SPO Partners II, L.P.	07/28/09	Sell	494	16.15
SPO Partners II, L.P.	07/28/09	Sell	395	16.16
SPO Partners II, L.P.	07/28/09	Sell	206	16.18
SPO Partners II, L.P.	07/28/09	Sell	296	16.19
SPO Partners II, L.P.	07/28/09	Sell	889	16.20
SPO Partners II, L.P.	07/28/09	Sell	300	16.21
SPO Partners II, L.P.	07/28/09	Sell	593	16.22
SPO Partners II, L.P.	07/28/09	Sell	395	16.23
SPO Partners II, L.P.	07/28/09	Sell	198	16.24

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

SPO Partners II, L.P.	07/28/09	Sell	99	16.25
SPO Partners II, L.P.	07/28/09	Sell	889	16.27
SPO Partners II, L.P.	07/28/09	Sell	99	16.28
SPO Partners II, L.P.	07/28/09	Sell	692	16.29

Page 23 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
-----	-----	---	-----	-----
SPO Partners II, L.P.	07/28/09	Sell	198	16.30
SPO Partners II, L.P.	07/28/09	Sell	491	16.31
SPO Partners II, L.P.	07/28/09	Sell	198	16.32
SPO Partners II, L.P.	07/28/09	Sell	593	16.33
SPO Partners II, L.P.	07/28/09	Sell	417	16.34
SPO Partners II, L.P.	07/28/09	Sell	494	16.35
SPO Partners II, L.P.	07/28/09	Sell	395	16.36
SPO Partners II, L.P.	07/28/09	Sell	99	16.38
SPO Partners II, L.P.	07/28/09	Sell	94	16.41
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	44	16.00
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	5	16.01
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	6	16.02
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	4	16.03
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	8	16.04
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	2	16.05
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	3	16.06
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	3	16.07
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1	16.08
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	2	16.09
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1	16.10
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	2	16.11
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	2	16.13
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1	16.14
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1	16.15
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1	16.16
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1	16.19
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	2	16.20

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Foundation					
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.21
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.22
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.23
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	2		16.27
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.29
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.31
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.33
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.34
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.35
The Elizabeth R. and William J. Patterson Foundation	07/28/09	Sell	1		16.36
William E. Oberndorf IRA	07/28/09	Sell	263		16.00
William E. Oberndorf IRA	07/28/09	Sell	29		16.01
William E. Oberndorf IRA	07/28/09	Sell	38		16.02

Page 24 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
William E. Oberndorf IRA	07/28/09	Sell	23	16.03
William E. Oberndorf IRA	07/28/09	Sell	45	16.04
William E. Oberndorf IRA	07/28/09	Sell	15	16.05
William E. Oberndorf IRA	07/28/09	Sell	20	16.06
William E. Oberndorf IRA	07/28/09	Sell	16	16.07
William E. Oberndorf IRA	07/28/09	Sell	8	16.08
William E. Oberndorf IRA	07/28/09	Sell	12	16.09
William E. Oberndorf IRA	07/28/09	Sell	6	16.10
William E. Oberndorf IRA	07/28/09	Sell	12	16.11
William E. Oberndorf IRA	07/28/09	Sell	2	16.12
William E. Oberndorf IRA	07/28/09	Sell	13	16.13
William E. Oberndorf IRA	07/28/09	Sell	7	16.14
William E. Oberndorf IRA	07/28/09	Sell	5	16.15
William E. Oberndorf IRA	07/28/09	Sell	4	16.16
William E. Oberndorf IRA	07/28/09	Sell	2	16.18
William E. Oberndorf IRA	07/28/09	Sell	3	16.19
William E. Oberndorf IRA	07/28/09	Sell	9	16.20
William E. Oberndorf IRA	07/28/09	Sell	3	16.21
William E. Oberndorf IRA	07/28/09	Sell	6	16.22
William E. Oberndorf IRA	07/28/09	Sell	4	16.23
William E. Oberndorf IRA	07/28/09	Sell	2	16.24
William E. Oberndorf IRA	07/28/09	Sell	1	16.25
William E. Oberndorf IRA	07/28/09	Sell	9	16.27
William E. Oberndorf IRA	07/28/09	Sell	1	16.28

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

William E. Oberndorf IRA	07/28/09	Sell	7	16.29
William E. Oberndorf IRA	07/28/09	Sell	2	16.30
William E. Oberndorf IRA	07/28/09	Sell	5	16.31
William E. Oberndorf IRA	07/28/09	Sell	2	16.32
William E. Oberndorf IRA	07/28/09	Sell	6	16.33
William E. Oberndorf IRA	07/28/09	Sell	4	16.34
William E. Oberndorf IRA	07/28/09	Sell	5	16.35
William E. Oberndorf IRA	07/28/09	Sell	4	16.36
William E. Oberndorf IRA	07/28/09	Sell	1	16.38
William E. Oberndorf IRA	07/28/09	Sell	6	16.41
SPO Partners II, L.P.	07/29/09	Sell	10,192	16.00
SPO Partners II, L.P.	07/29/09	Sell	99	16.00
SPO Partners II, L.P.	07/29/09	Sell	99	16.01
SPO Partners II, L.P.	07/29/09	Sell	1,582	16.01
SPO Partners II, L.P.	07/29/09	Sell	1,879	16.02
SPO Partners II, L.P.	07/29/09	Sell	791	16.03

Page 25 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
-----	-----	----	-----	-----
SPO Partners II, L.P.	07/29/09	Sell	2,960	16.04
SPO Partners II, L.P.	07/29/09	Sell	98	16.06
William E. Oberndorf IRA	07/29/09	Sell	115	16.00
William E. Oberndorf IRA	07/29/09	Sell	1	16.00
William E. Oberndorf IRA	07/29/09	Sell	1	16.01
William E. Oberndorf IRA	07/29/09	Sell	18	16.01
William E. Oberndorf IRA	07/29/09	Sell	21	16.02
William E. Oberndorf IRA	07/29/09	Sell	9	16.03
William E. Oberndorf IRA	07/29/09	Sell	33	16.04
William E. Oberndorf IRA	07/29/09	Sell	2	16.06
SPO Partners II, L.P.	07/30/09	Sell	44,865	18.50
SPO Partners II, L.P.	07/30/09	Sell	2,859	18.51
SPO Partners II, L.P.	07/30/09	Sell	5,659	18.52
SPO Partners II, L.P.	07/30/09	Sell	2,661	18.53
SPO Partners II, L.P.	07/30/09	Sell	2,859	18.54
SPO Partners II, L.P.	07/30/09	Sell	5,717	18.55
SPO Partners II, L.P.	07/30/09	Sell	2,563	18.56
SPO Partners II, L.P.	07/30/09	Sell	2,563	18.57
SPO Partners II, L.P.	07/30/09	Sell	2,760	18.58
SPO Partners II, L.P.	07/30/09	Sell	2,168	18.59
SPO Partners II, L.P.	07/30/09	Sell	2,711	18.60
SPO Partners II, L.P.	07/30/09	Sell	6,014	18.61
SPO Partners II, L.P.	07/30/09	Sell	5,027	18.62
SPO Partners II, L.P.	07/30/09	Sell	4,436	18.63
SPO Partners II, L.P.	07/30/09	Sell	8,478	18.64
SPO Partners II, L.P.	07/30/09	Sell	7,098	18.65
SPO Partners II, L.P.	07/30/09	Sell	3,155	18.66
SPO Partners II, L.P.	07/30/09	Sell	985	18.67
SPO Partners II, L.P.	07/30/09	Sell	1,774	18.68
SPO Partners II, L.P.	07/30/09	Sell	2,168	18.69
SPO Partners II, L.P.	07/30/09	Sell	1,680	18.70
The Elizabeth R. and William J. Patterson	07/30/09	Sell	114	18.50

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Foundation					
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	7		18.51
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	14		18.52
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	7		18.53
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	7		18.54
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	15		18.55
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	7		18.56
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	7		18.57
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	7		18.58
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	6		18.59
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	7		18.60

Page 26 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	15	18.61
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	13	18.62
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	11	18.63
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	22	18.64
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	18	18.65
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	8	18.66
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	3	18.67
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	5	18.68
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	6	18.69
The Elizabeth R. and William J. Patterson Foundation	07/30/09	Sell	1	18.70
William E. Oberndorf IRA	07/30/09	Sell	531	18.50
William E. Oberndorf IRA	07/30/09	Sell	34	18.51
William E. Oberndorf IRA	07/30/09	Sell	67	18.52
William E. Oberndorf IRA	07/30/09	Sell	32	18.53
William E. Oberndorf IRA	07/30/09	Sell	34	18.54
William E. Oberndorf IRA	07/30/09	Sell	68	18.55
William E. Oberndorf IRA	07/30/09	Sell	30	18.56

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

William E. Oberndorf IRA	07/30/09	Sell	30	18.57
William E. Oberndorf IRA	07/30/09	Sell	33	18.58
William E. Oberndorf IRA	07/30/09	Sell	26	18.59
William E. Oberndorf IRA	07/30/09	Sell	32	18.60
William E. Oberndorf IRA	07/30/09	Sell	71	18.61
William E. Oberndorf IRA	07/30/09	Sell	60	18.62
William E. Oberndorf IRA	07/30/09	Sell	53	18.63
William E. Oberndorf IRA	07/30/09	Sell	100	18.64
William E. Oberndorf IRA	07/30/09	Sell	84	18.65
William E. Oberndorf IRA	07/30/09	Sell	37	18.66
William E. Oberndorf IRA	07/30/09	Sell	12	18.67
William E. Oberndorf IRA	07/30/09	Sell	21	18.68
William E. Oberndorf IRA	07/30/09	Sell	26	18.69
William E. Oberndorf IRA	07/30/09	Sell	19	18.70
SPO Partners II, L.P.	07/31/09	Sell	19,827	18.50
SPO Partners II, L.P.	07/31/09	Sell	1,579	18.51
SPO Partners II, L.P.	07/31/09	Sell	394	18.52
The Elizabeth R. and William J. Patterson Foundation	07/31/09	Sell	91	18.50
The Elizabeth R. and William J. Patterson Foundation	07/31/09	Sell	7	18.51
The Elizabeth R. and William J. Patterson Foundation	07/31/09	Sell	2	18.52
William E. Oberndorf IRA	07/31/09	Sell	182	18.50
William E. Oberndorf IRA	07/31/09	Sell	14	18.51
William E. Oberndorf IRA	07/31/09	Sell	4	18.52
SPO Partners II, L.P.	08/03/09	Sell	2,170	18.00
SPO Partners II, L.P.	08/03/09	Sell	1,184	18.01
SPO Partners II, L.P.	08/03/09	Sell	1,578	18.02

Page 27 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	08/03/09	Sell	1,282	18.03
SPO Partners II, L.P.	08/03/09	Sell	982	18.04
SPO Partners II, L.P.	08/03/09	Sell	597	18.05
SPO Partners II, L.P.	08/03/09	Sell	1,776	18.06
SPO Partners II, L.P.	08/03/09	Sell	1,184	18.07
SPO Partners II, L.P.	08/03/09	Sell	1,974	18.08
SPO Partners II, L.P.	08/03/09	Sell	1,229	18.09
SPO Partners II, L.P.	08/03/09	Sell	1,282	18.10
SPO Partners II, L.P.	08/03/09	Sell	888	18.11
SPO Partners II, L.P.	08/03/09	Sell	1,480	18.12
SPO Partners II, L.P.	08/03/09	Sell	1,776	18.13
SPO Partners II, L.P.	08/03/09	Sell	1,941	18.14
SPO Partners II, L.P.	08/03/09	Sell	2,203	18.15
SPO Partners II, L.P.	08/03/09	Sell	2,170	18.16
SPO Partners II, L.P.	08/03/09	Sell	987	18.17
SPO Partners II, L.P.	08/03/09	Sell	592	18.18
SPO Partners II, L.P.	08/03/09	Sell	99	18.19
SPO Partners II, L.P.	08/03/09	Sell	1,549	18.20
SPO Partners II, L.P.	08/03/09	Sell	99	18.21

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

SPO Partners II, L.P.	08/03/09	Sell	106,309	18.22
SPO Partners II, L.P.	08/03/09	Sell	2,071	18.24
SPO Partners II, L.P.	08/03/09	Sell	1,705	18.25
SPO Partners II, L.P.	08/03/09	Sell	198	18.26
SPO Partners II, L.P.	08/03/09	Sell	651	18.27
SPO Partners II, L.P.	08/03/09	Sell	99	18.28
SPO Partners II, L.P.	08/03/09	Sell	861	18.29
SPO Partners II, L.P.	08/03/09	Sell	199,750	18.30
SPO Partners II, L.P.	08/03/09	Sell	2,170	18.31
SPO Partners II, L.P.	08/03/09	Sell	1,086	18.32
SPO Partners II, L.P.	08/03/09	Sell	99	18.33
SPO Partners II, L.P.	08/03/09	Sell	198	18.34
SPO Partners II, L.P.	08/03/09	Sell	49	18.35
SPO Partners II, L.P.	08/03/09	Sell	49	18.38
SPO Partners II, L.P.	08/03/09	Sell	99	18.39
SPO Partners II, L.P.	08/03/09	Sell	1,875	18.40
SPO Partners II, L.P.	08/03/09	Sell	1,282	18.41
SPO Partners II, L.P.	08/03/09	Sell	1,974	18.42
SPO Partners II, L.P.	08/03/09	Sell	4,439	18.43
SPO Partners II, L.P.	08/03/09	Sell	6,019	18.44
SPO Partners II, L.P.	08/03/09	Sell	6,610	18.45
SPO Partners II, L.P.	08/03/09	Sell	1,381	18.46
SPO Partners II, L.P.	08/03/09	Sell	3,887	18.47
SPO Partners II, L.P.	08/03/09	Sell	1,293	18.48

Page 28 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	08/03/09	Sell	4,931	18.49
SPO Partners II, L.P.	08/03/09	Sell	3,552	18.50
SPO Partners II, L.P.	08/03/09	Sell	2,170	18.51
SPO Partners II, L.P.	08/03/09	Sell	888	18.52
SPO Partners II, L.P.	08/03/09	Sell	1,282	18.53
SPO Partners II, L.P.	08/03/09	Sell	4,733	18.54
SPO Partners II, L.P.	08/03/09	Sell	5,131	18.55
SPO Partners II, L.P.	08/03/09	Sell	2,271	18.56
SPO Partners II, L.P.	08/03/09	Sell	4,735	18.57
SPO Partners II, L.P.	08/03/09	Sell	5,306	18.58
SPO Partners II, L.P.	08/03/09	Sell	9,854	18.59
SPO Partners II, L.P.	08/03/09	Sell	60,279	18.60
SPO Partners II, L.P.	08/03/09	Sell	3,650	18.61
SPO Partners II, L.P.	08/03/09	Sell	3,340	18.62
SPO Partners II, L.P.	08/03/09	Sell	2,664	18.63
SPO Partners II, L.P.	08/03/09	Sell	4,045	18.64
SPO Partners II, L.P.	08/03/09	Sell	293	18.65
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	5	18.00
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3	18.01
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4	18.02
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3	18.03

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Foundation				
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	2	18.04
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	1	18.05
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4	18.06
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3	18.07
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4	18.08
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3	18.09
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3	18.10
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	2	18.11
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3	18.12
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4	18.13
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4	18.14
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	5	18.15
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	5	18.16
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	2	18.17
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	1	18.18
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3	18.20
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	238	18.22
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	5	18.24
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4	18.25
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	1	18.27
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	2	18.29
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	446	18.30

Page 29 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
-----	-----	----	-----	-----
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	5	18.31
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	2	18.32

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

Foundation					
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4		18.40
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3		18.41
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	4		18.42
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	10		18.43
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	13		18.44
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	15		18.45
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3		18.46
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	9		18.47
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3		18.48
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	11		18.49
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	8		18.50
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	5		18.51
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	2		18.52
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3		18.53
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	11		18.54
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	11		18.55
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	5		18.56
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	11		18.57
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	12		18.58
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	22		18.59
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	135		18.60
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	8		18.61
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	7		18.62
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	6		18.63
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	9		18.64
The Elizabeth R. and William J. Patterson Foundation	08/03/09	Sell	3		18.65
William E. Oberndorf IRA	08/03/09	Sell	25		18.00
William E. Oberndorf IRA	08/03/09	Sell	13		18.01
William E. Oberndorf IRA	08/03/09	Sell	18		18.02
William E. Oberndorf IRA	08/03/09	Sell	15		18.03
William E. Oberndorf IRA	08/03/09	Sell	11		18.04
William E. Oberndorf IRA	08/03/09	Sell	7		18.05
William E. Oberndorf IRA	08/03/09	Sell	20		18.06
William E. Oberndorf IRA	08/03/09	Sell	13		18.07
William E. Oberndorf IRA	08/03/09	Sell	22		18.08

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

William E. Oberndorf IRA	08/03/09	Sell	14	18.09
William E. Oberndorf IRA	08/03/09	Sell	15	18.10
William E. Oberndorf IRA	08/03/09	Sell	10	18.11
William E. Oberndorf IRA	08/03/09	Sell	17	18.12
William E. Oberndorf IRA	08/03/09	Sell	20	18.13
William E. Oberndorf IRA	08/03/09	Sell	22	18.14

Page 30 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
William E. Oberndorf IRA	08/03/09	Sell	25	18.15
William E. Oberndorf IRA	08/03/09	Sell	25	18.16
William E. Oberndorf IRA	08/03/09	Sell	11	18.17
William E. Oberndorf IRA	08/03/09	Sell	7	18.18
William E. Oberndorf IRA	08/03/09	Sell	1	18.19
William E. Oberndorf IRA	08/03/09	Sell	18	18.20
William E. Oberndorf IRA	08/03/09	Sell	1	18.21
William E. Oberndorf IRA	08/03/09	Sell	1,209	18.22
William E. Oberndorf IRA	08/03/09	Sell	24	18.24
William E. Oberndorf IRA	08/03/09	Sell	19	18.25
William E. Oberndorf IRA	08/03/09	Sell	2	18.26
William E. Oberndorf IRA	08/03/09	Sell	7	18.27
William E. Oberndorf IRA	08/03/09	Sell	1	18.28
William E. Oberndorf IRA	08/03/09	Sell	10	18.29
William E. Oberndorf IRA	08/03/09	Sell	2,272	18.30
William E. Oberndorf IRA	08/03/09	Sell	25	18.31
William E. Oberndorf IRA	08/03/09	Sell	12	18.32
William E. Oberndorf IRA	08/03/09	Sell	1	18.33
William E. Oberndorf IRA	08/03/09	Sell	2	18.34
William E. Oberndorf IRA	08/03/09	Sell	1	18.35
William E. Oberndorf IRA	08/03/09	Sell	1	18.38
William E. Oberndorf IRA	08/03/09	Sell	1	18.39
William E. Oberndorf IRA	08/03/09	Sell	21	18.40
William E. Oberndorf IRA	08/03/09	Sell	15	18.41
William E. Oberndorf IRA	08/03/09	Sell	22	18.42
William E. Oberndorf IRA	08/03/09	Sell	51	18.43
William E. Oberndorf IRA	08/03/09	Sell	68	18.44
William E. Oberndorf IRA	08/03/09	Sell	75	18.45
William E. Oberndorf IRA	08/03/09	Sell	16	18.46
William E. Oberndorf IRA	08/03/09	Sell	44	18.47
William E. Oberndorf IRA	08/03/09	Sell	15	18.48
William E. Oberndorf IRA	08/03/09	Sell	56	18.49
William E. Oberndorf IRA	08/03/09	Sell	40	18.50
William E. Oberndorf IRA	08/03/09	Sell	25	18.51
William E. Oberndorf IRA	08/03/09	Sell	10	18.52
William E. Oberndorf IRA	08/03/09	Sell	15	18.53
William E. Oberndorf IRA	08/03/09	Sell	54	18.54
William E. Oberndorf IRA	08/03/09	Sell	58	18.55
William E. Oberndorf IRA	08/03/09	Sell	26	18.56
William E. Oberndorf IRA	08/03/09	Sell	54	18.57
William E. Oberndorf IRA	08/03/09	Sell	60	18.58
William E. Oberndorf IRA	08/03/09	Sell	112	18.59

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

William E. Oberndorf IRA 08/03/09 Sell 686 18.60

Page 31 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
William E. Oberndorf IRA	08/03/09	Sell	42	18.61
William E. Oberndorf IRA	08/03/09	Sell	38	18.62
William E. Oberndorf IRA	08/03/09	Sell	30	18.63
William E. Oberndorf IRA	08/03/09	Sell	46	18.64
William E. Oberndorf IRA	08/03/09	Sell	4	18.65
SPO Partners II, L.P.	08/04/09	Sell	99	19.25
SPO Partners II, L.P.	08/04/09	Sell	789	19.26
SPO Partners II, L.P.	08/04/09	Sell	1,184	19.27
SPO Partners II, L.P.	08/04/09	Sell	690	19.28
SPO Partners II, L.P.	08/04/09	Sell	690	19.29
SPO Partners II, L.P.	08/04/09	Sell	198	19.30
SPO Partners II, L.P.	08/04/09	Sell	1,086	19.31
SPO Partners II, L.P.	08/04/09	Sell	690	19.32
SPO Partners II, L.P.	08/04/09	Sell	1,480	19.33
SPO Partners II, L.P.	08/04/09	Sell	592	19.34
SPO Partners II, L.P.	08/04/09	Sell	1,086	19.35
SPO Partners II, L.P.	08/04/09	Sell	2,085	19.36
SPO Partners II, L.P.	08/04/09	Sell	1,382	19.37
SPO Partners II, L.P.	08/04/09	Sell	1,480	19.38
SPO Partners II, L.P.	08/04/09	Sell	2,369	19.39
SPO Partners II, L.P.	08/04/09	Sell	30,560	19.40
SPO Partners II, L.P.	08/04/09	Sell	3,567	19.41
SPO Partners II, L.P.	08/04/09	Sell	1,677	19.42
SPO Partners II, L.P.	08/04/09	Sell	1,776	19.43
SPO Partners II, L.P.	08/04/09	Sell	2,171	19.44
SPO Partners II, L.P.	08/04/09	Sell	18,461	19.45
SPO Partners II, L.P.	08/04/09	Sell	12,436	19.46
SPO Partners II, L.P.	08/04/09	Sell	3,072	19.47
SPO Partners II, L.P.	08/04/09	Sell	28,547	19.48
SPO Partners II, L.P.	08/04/09	Sell	13,059	19.49
SPO Partners II, L.P.	08/04/09	Sell	9,572	19.50
SPO Partners II, L.P.	08/04/09	Sell	1,395	19.51
SPO Partners II, L.P.	08/04/09	Sell	690	19.52
SPO Partners II, L.P.	08/04/09	Sell	198	19.53
SPO Partners II, L.P.	08/04/09	Sell	296	19.54
SPO Partners II, L.P.	08/04/09	Sell	99	19.55
SPO Partners II, L.P.	08/04/09	Sell	888	19.56
SPO Partners II, L.P.	08/04/09	Sell	1,283	19.57
SPO Partners II, L.P.	08/04/09	Sell	592	19.58
SPO Partners II, L.P.	08/04/09	Sell	1,182	19.59
SPO Partners II, L.P.	08/04/09	Sell	493	19.60
SPO Partners II, L.P.	08/04/09	Sell	1,283	19.61
SPO Partners II, L.P.	08/04/09	Sell	989	19.62

Page 32 of 37 pages

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	08/04/09	Sell	1,086	19.63
SPO Partners II, L.P.	08/04/09	Sell	2,270	19.64
SPO Partners II, L.P.	08/04/09	Sell	12,425	19.65
SPO Partners II, L.P.	08/04/09	Sell	44,433	19.66
SPO Partners II, L.P.	08/04/09	Sell	56,492	19.67
SPO Partners II, L.P.	08/04/09	Sell	7,009	19.68
SPO Partners II, L.P.	08/04/09	Sell	6,908	19.69
SPO Partners II, L.P.	08/04/09	Sell	21,626	19.70
SPO Partners II, L.P.	08/04/09	Sell	3,965	19.71
SPO Partners II, L.P.	08/04/09	Sell	6,841	19.72
SPO Partners II, L.P.	08/04/09	Sell	10,064	19.73
SPO Partners II, L.P.	08/04/09	Sell	7,554	19.74
SPO Partners II, L.P.	08/04/09	Sell	4,371	19.75
SPO Partners II, L.P.	08/04/09	Sell	3,326	19.76
SPO Partners II, L.P.	08/04/09	Sell	1,924	19.77
SPO Partners II, L.P.	08/04/09	Sell	2,761	19.78
SPO Partners II, L.P.	08/04/09	Sell	2,936	19.79
SPO Partners II, L.P.	08/04/09	Sell	1,086	19.80
SPO Partners II, L.P.	08/04/09	Sell	687	19.81
SPO Partners II, L.P.	08/04/09	Sell	793	19.82
SPO Partners II, L.P.	08/04/09	Sell	2,843	19.83
SPO Partners II, L.P.	08/04/09	Sell	1,974	19.84
SPO Partners II, L.P.	08/04/09	Sell	2,369	19.85
SPO Partners II, L.P.	08/04/09	Sell	2,270	19.86
SPO Partners II, L.P.	08/04/09	Sell	3,030	19.87
SPO Partners II, L.P.	08/04/09	Sell	3,750	19.88
SPO Partners II, L.P.	08/04/09	Sell	6,512	19.89
SPO Partners II, L.P.	08/04/09	Sell	7,689	19.90
SPO Partners II, L.P.	08/04/09	Sell	4,440	19.91
SPO Partners II, L.P.	08/04/09	Sell	2,565	19.92
SPO Partners II, L.P.	08/04/09	Sell	5,238	19.93
SPO Partners II, L.P.	08/04/09	Sell	4,211	19.94
SPO Partners II, L.P.	08/04/09	Sell	4,046	19.95
SPO Partners II, L.P.	08/04/09	Sell	3,465	19.96
SPO Partners II, L.P.	08/04/09	Sell	2,369	19.97
SPO Partners II, L.P.	08/04/09	Sell	2,369	19.98
SPO Partners II, L.P.	08/04/09	Sell	2,960	19.99
SPO Partners II, L.P.	08/04/09	Sell	13,778	20.00
SPO Partners II, L.P.	08/04/09	Sell	1,516	20.01
SPO Partners II, L.P.	08/04/09	Sell	1,086	20.02
SPO Partners II, L.P.	08/04/09	Sell	1,875	20.03
SPO Partners II, L.P.	08/04/09	Sell	3,194	20.04
SPO Partners II, L.P.	08/04/09	Sell	7,302	20.05

Page 33 of 37 pages

SCHEDULE I TO SCHEDULE 13D

DATE OF	NUMBER OF	PRICE PER
---------	-----------	-----------

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

REPORTING PERSON	TRANSACTION	TYPE	SHARES	SHARE (\$)
SPO Partners II, L.P.	08/04/09	Sell	2,270	20.06
SPO Partners II, L.P.	08/04/09	Sell	2,600	20.07
SPO Partners II, L.P.	08/04/09	Sell	2,536	20.08
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.26
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.27
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.28
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.29
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.31
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.32
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.33
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	1	19.34
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.35
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.36
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.37
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.38
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.39
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	68	19.40
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	8	19.41
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	4	19.42
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	4	19.43
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.44
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	41	19.45
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	28	19.46
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	7	19.47
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	64	19.48
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	29	19.49
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	21	19.50
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.51
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.52
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	1	19.54
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.56

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.57
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	1	19.58
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.59
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	1	19.60
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	19.61
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.62
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.63
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.64
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	28	19.65
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	99	19.66
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	126	19.67
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	16	19.68

Page 34 of 37 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	15	19.69
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	48	19.70
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	9	19.71
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	15	19.72
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	23	19.73
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	17	19.74
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	10	19.75
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	7	19.76
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	4	19.77
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	6	19.78
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	7	19.79
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.80

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.81
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	19.82
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	6	19.83
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	4	19.84
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.85
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.86
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	7	19.87
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	8	19.88
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	15	19.89
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	17	19.90
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	10	19.91
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	6	19.92
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	12	19.93
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	9	19.94
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	9	19.95
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	8	19.96
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.97
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	19.98
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	7	19.99
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	31	20.00
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	3	20.01
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	2	20.02
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	4	20.03
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	7	20.04
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	16	20.05
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	5	20.06
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	6	20.07
The Elizabeth R. and William J. Patterson Foundation	08/04/09	Sell	10	20.08
William E. Oberndorf IRA	08/04/09	Sell	1	19.25
William E. Oberndorf IRA	08/04/09	Sell	9	19.26
William E. Oberndorf IRA	08/04/09	Sell	13	19.27

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
William E. Oberndorf IRA	08/04/09	Sell	8	19.28
William E. Oberndorf IRA	08/04/09	Sell	8	19.29
William E. Oberndorf IRA	08/04/09	Sell	2	19.30
William E. Oberndorf IRA	08/04/09	Sell	12	19.31
William E. Oberndorf IRA	08/04/09	Sell	8	19.32
William E. Oberndorf IRA	08/04/09	Sell	17	19.33
William E. Oberndorf IRA	08/04/09	Sell	7	19.34
William E. Oberndorf IRA	08/04/09	Sell	12	19.35
William E. Oberndorf IRA	08/04/09	Sell	23	19.36
William E. Oberndorf IRA	08/04/09	Sell	15	19.37
William E. Oberndorf IRA	08/04/09	Sell	17	19.38
William E. Oberndorf IRA	08/04/09	Sell	26	19.39
William E. Oberndorf IRA	08/04/09	Sell	342	19.40
William E. Oberndorf IRA	08/04/09	Sell	40	19.41
William E. Oberndorf IRA	08/04/09	Sell	19	19.42
William E. Oberndorf IRA	08/04/09	Sell	20	19.43
William E. Oberndorf IRA	08/04/09	Sell	24	19.44
William E. Oberndorf IRA	08/04/09	Sell	206	19.45
William E. Oberndorf IRA	08/04/09	Sell	139	19.46
William E. Oberndorf IRA	08/04/09	Sell	34	19.47
William E. Oberndorf IRA	08/04/09	Sell	319	19.48
William E. Oberndorf IRA	08/04/09	Sell	146	19.49
William E. Oberndorf IRA	08/04/09	Sell	107	19.50
William E. Oberndorf IRA	08/04/09	Sell	16	19.51
William E. Oberndorf IRA	08/04/09	Sell	8	19.52
William E. Oberndorf IRA	08/04/09	Sell	2	19.53
William E. Oberndorf IRA	08/04/09	Sell	3	19.54
William E. Oberndorf IRA	08/04/09	Sell	1	19.55
William E. Oberndorf IRA	08/04/09	Sell	10	19.56
William E. Oberndorf IRA	08/04/09	Sell	14	19.57
William E. Oberndorf IRA	08/04/09	Sell	7	19.58
William E. Oberndorf IRA	08/04/09	Sell	13	19.59
William E. Oberndorf IRA	08/04/09	Sell	6	19.60
William E. Oberndorf IRA	08/04/09	Sell	14	19.61
William E. Oberndorf IRA	08/04/09	Sell	11	19.62
William E. Oberndorf IRA	08/04/09	Sell	12	19.63
William E. Oberndorf IRA	08/04/09	Sell	25	19.64
William E. Oberndorf IRA	08/04/09	Sell	139	19.65
William E. Oberndorf IRA	08/04/09	Sell	497	19.66
William E. Oberndorf IRA	08/04/09	Sell	632	19.67
William E. Oberndorf IRA	08/04/09	Sell	78	19.68
William E. Oberndorf IRA	08/04/09	Sell	77	19.69
William E. Oberndorf IRA	08/04/09	Sell	242	19.70

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
William E. Oberndorf IRA	08/04/09	Sell	44	19.71
William E. Oberndorf IRA	08/04/09	Sell	77	19.72
William E. Oberndorf IRA	08/04/09	Sell	113	19.73
William E. Oberndorf IRA	08/04/09	Sell	85	19.74
William E. Oberndorf IRA	08/04/09	Sell	49	19.75
William E. Oberndorf IRA	08/04/09	Sell	37	19.76
William E. Oberndorf IRA	08/04/09	Sell	22	19.77
William E. Oberndorf IRA	08/04/09	Sell	31	19.78
William E. Oberndorf IRA	08/04/09	Sell	33	19.79
William E. Oberndorf IRA	08/04/09	Sell	12	19.80
William E. Oberndorf IRA	08/04/09	Sell	8	19.81
William E. Oberndorf IRA	08/04/09	Sell	9	19.82
William E. Oberndorf IRA	08/04/09	Sell	32	19.83
William E. Oberndorf IRA	08/04/09	Sell	22	19.84
William E. Oberndorf IRA	08/04/09	Sell	26	19.85
William E. Oberndorf IRA	08/04/09	Sell	25	19.86
William E. Oberndorf IRA	08/04/09	Sell	34	19.87
William E. Oberndorf IRA	08/04/09	Sell	42	19.88
William E. Oberndorf IRA	08/04/09	Sell	73	19.89
William E. Oberndorf IRA	08/04/09	Sell	86	19.90
William E. Oberndorf IRA	08/04/09	Sell	50	19.91
William E. Oberndorf IRA	08/04/09	Sell	29	19.92
William E. Oberndorf IRA	08/04/09	Sell	59	19.93
William E. Oberndorf IRA	08/04/09	Sell	47	19.94
William E. Oberndorf IRA	08/04/09	Sell	45	19.95
William E. Oberndorf IRA	08/04/09	Sell	39	19.96
William E. Oberndorf IRA	08/04/09	Sell	26	19.97
William E. Oberndorf IRA	08/04/09	Sell	26	19.98
William E. Oberndorf IRA	08/04/09	Sell	33	19.99
William E. Oberndorf IRA	08/04/09	Sell	154	20.00
William E. Oberndorf IRA	08/04/09	Sell	17	20.01
William E. Oberndorf IRA	08/04/09	Sell	12	20.02
William E. Oberndorf IRA	08/04/09	Sell	21	20.03
William E. Oberndorf IRA	08/04/09	Sell	36	20.04
William E. Oberndorf IRA	08/04/09	Sell	82	20.05
William E. Oberndorf IRA	08/04/09	Sell	25	20.06
William E. Oberndorf IRA	08/04/09	Sell	29	20.07
William E. Oberndorf IRA	08/04/09	Sell	29	20.08

Page 37 of 37 pages

EXHIBIT INDEX

EXHIBIT	DOCUMENT DESCRIPTION
A	Agreement Pursuant to Rule 13d-1(k)