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LAMAR ADVERTISING CO/NEW
Form SC 13D/A
July 31, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

LAMAR ADVERTISING COMPANY
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

512815101
(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)

JULY 26, 2007
(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).

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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)

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 8,727,100 (1) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8. SHARED VOTING POWER -0- |
| | 9. SOLE DISPOSITIVE POWER 8,727,100 (1) |
| | 10. SHARED DISPOSITIVE POWER -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,727,100 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.55%

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)

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

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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 OWNED
BY EACH REPORTING
PERSON WITH

7. SOLE VOTING POWER
8,727,100 (1) (2)

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
8,727,100 (1) (2)

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,727,100 (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)
10.55%

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 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(e) OR 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

7. SOLE VOTING POWER
461,130 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED

8. SHARED VOTING POWER
-0-

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BY EACH REPORTING PERSON WITH -----
 9. SOLE DISPOSITIVE POWER
 461,130 (1)

 10. SHARED DISPOSITIVE POWER
 -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 461,130 (1)

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

 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.56%

 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)

 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
 461,130 (1) (2)

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 8. SHARED VOTING POWER
 -0-

 9. SOLE DISPOSITIVE POWER
 461,130 (1) (2)

 10. SHARED DISPOSITIVE POWER
 -0-

 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 461,130 (1) (2)

 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)
 0.56%

 14. TYPE OF REPORTING PERSON
 PN

- (1) Solely in its capacity as the sole general partner of San Francisco 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
 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(e) OR 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

7. SOLE VOTING POWER
 9,188,230 (1)

NUMBER OF SHARES
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON WITH

8. SHARED VOTING POWER
 -0-

9. SOLE DISPOSITIVE POWER
 9,188,230 (1)

10. SHARED DISPOSITIVE POWER
 -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,188,230 (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)
 11.11%

 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 8,727,100 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P.

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with respect to 461,130 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 Scully |
| ----- | |
| 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(e) OR 2(f) <input type="checkbox"/> |
| ----- | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION USA |
| ----- | |
| | 7. SOLE VOTING POWER 139,000 (1) |
| ----- | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8. SHARED VOTING POWER 9,188,230 (2) |
| ----- | |
| | 9. SOLE DISPOSITIVE POWER 139,000 (1) |
| ----- | |
| | 10. SHARED DISPOSITIVE POWER 9,188,230 (2) |
| ----- | |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,327,230 (1) (2) |
| ----- | |
| 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) 11.28% |
| ----- | |
| 14. | TYPE OF REPORTING PERSON IN |
| ----- | |

- (1) Of these shares, 1,600 shares are held in the John H. Scully Individual Retirement Accounts, which are self-directed, and 137,400 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.
- (2) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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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)

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 9,188,230 (1) |
| | 9. SOLE DISPOSITIVE POWER -0- |
| | 10. SHARED DISPOSITIVE POWER 9,188,230 (1) |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,188,230 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.11%

14. TYPE OF REPORTING PERSON
IN

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

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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)

3. SEC Use Only

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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-
-
8. SHARED VOTING POWER
9,194,830 (1)
-
9. SOLE DISPOSITIVE POWER
-0-
-
10. SHARED DISPOSITIVE POWER
9,194,830 (1)
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,194,830 (1)
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.12%
-
14. TYPE OF REPORTING PERSON
IN

(1) Of these shares, 9,188,230 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of three controlling persons of SPO Advisory Corp. and 6,600 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.

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-
1. NAME OF REPORTING PERSON
Phoebe Snow Foundation, Inc.
-
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

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California

| | | |
|--|---|---------------------------------------|
| | 7. | SOLE VOTING POWER 137,400 (1) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8. | SHARED VOTING POWER -0- |
| | 9. | SOLE DISPOSITIVE POWER 137,400 (1) |
| | 10. | SHARED DISPOSITIVE POWER -0- |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 137,400 (1) | |
| 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) 0.17% | |
| 14. | TYPE OF REPORTING PERSON CO | |

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

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| | | | |
|--|---|-------------------------------------|-------------------------------------|
| 1. | NAME OF REPORTING PERSON The Elizabeth R. & William J. Patterson Foundation | | |
| 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 WC | | |
| 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 California | | |
| | 7. | SOLE VOTING POWER 6,600 (1) | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8. | SHARED VOTING POWER -0- | |
| | 9. | SOLE DISPOSITIVE POWER 6,600 (1) | |

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10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,600 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.01%**

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.

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1. NAME OF REPORTING PERSON
Eli J. Weinberg

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(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7. SOLE VOTING POWER
120

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
120

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
120

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)
**0.01%

14. TYPE OF REPORTING PERSON
IN

** Denotes less than.

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This Amendment No. 3 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on August 22, 2005 and as amended on May 10, 2006 and July 19, 2006. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used therein 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"), San Francisco Partners II, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), Phoebe Snow Foundation, Inc., a California corporation ("PS Foundation"), The Elizabeth R. & William J. Patterson Foundation, a California corporation ("Patterson Foundation") and Eli J. Weinberg ("EJW"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, WEO, WJP, PS Foundation, Patterson Foundation and EJW 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.

The following subsections are hereby added to Item 2(b)-(c) in appropriate alphabetical order as follows:

PATTERSON FOUNDATION

Patterson Foundation is a California corporation, the principal purpose of which is to be a private, grant-making charitable entity. WJP and his wife, Elizabeth R. Patterson, are the controlling persons, directors and executive officers of Patterson Foundation. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to WJP is set forth herein. The principal business address of Patterson Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Patterson's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Patterson's present principal occupation is homemaker.

PS FOUNDATION

PS Foundation is a California corporation, whose principal purpose of

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which is to be a private, grant-making charitable entity. The principal business address of PS Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, sole director and controlling person of PS Foundation, is set forth herein.

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EJW

EJW's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as a principal for SPO Partners & Co.

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 | \$396,252,898 |
| SPO Advisory Partners | Not Applicable | Not Applicable |
| SFP | Contributions from Partners | \$20,047,591 |
| SF Advisory Partners | Not Applicable | Not Applicable |
| SPO Advisory Corp. | Not Applicable | Not Applicable |
| JHS | Not Applicable and Personal Funds | \$93,010 |
| WEO | Not Applicable | Not Applicable |
| WJP | Not Applicable | Not Applicable |
| PS Foundation | Contributions from Shareholders | \$7,988,193 |
| Patterson Foundation | Contributions from Shareholders | \$383,717 |
| EJW | Personal Funds | \$5,282 |

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 82,701,402 total outstanding shares of Class A common stock as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on May 10, 2007.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 8,727,100 Shares, which constitutes approximately 10.55% 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 8,727,100 Shares, which constitutes approximately 10.55% of the outstanding Shares.

SFP

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The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 461,130 Shares, which constitutes approximately 0.56% of the outstanding Shares.

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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 461,130 Shares, which constitutes approximately 0.56% of the outstanding Shares.

SPO Advisory Corp.

Because of its positions as the sole 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 9,188,230 Shares in the aggregate, which constitutes approximately 11.11% of the outstanding Shares.

JHS

Individually, and because of his positions as a control person of SPO Advisory Corp. and controlling person, sole director and executive officer of PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 9,327,230 Shares, which constitutes approximately 11.28% 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 9,188,230 Shares, which constitutes approximately 11.11% of the outstanding Shares.

WJP

Individually and 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 9,194,830 Shares, which constitutes approximately 11.12% of the outstanding Shares.

PS FOUNDATION

The aggregate number of Shares that PS Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 137,400 Shares, which constitutes approximately 0.17% of the outstanding Shares.

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PATTERSON FOUNDATION

The aggregate number of Shares that Patterson Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 6,600 Shares, which constitutes less than 0.01% of the outstanding Shares.

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EJW

The aggregate number of Shares that EJW owns beneficially, pursuant to Rule 13d-3 of the Act, is 120 Shares, which constitutes less than 0.01% 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 8,727,100 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 8,727,100 Shares.

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 461,130 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 461,130 Shares.

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 9,188,230 Shares in the aggregate.

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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 vote and to dispose or to direct the disposition of 9,188,230 Shares held by SPO and SFP in the aggregate. In addition, JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,600 Shares held in the John H. Scully Individual Retirement Accounts, which are self-directed individual retirement accounts, and 137,400 Shares held by the PS Foundation, for which JHS is the controlling person, sole director and executive officer.

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

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vote and to dispose or to direct the disposition of 9,188,230 Shares held by SPO and SFP in the aggregate.

WJP

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, 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 9,188,230 Shares held by SPO and SFP in the aggregate. In addition, WJP may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 6,600 Shares held by the Patterson Foundation.

PS FOUNDATION

Acting through its controlling person, PS Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 137,400 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 6,600 Shares.

EJW

EJW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 120 Shares.

(c) Within the past 60 days of the date of this statement, Reporting Persons purchased Shares in open market transactions on the Nasdaq Global Select Market as set forth on Schedule I attached hereto.

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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)

Exhibit B: Power of Attorney

Page 18 of 26 pages

SIGNATURE

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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 July 30, 2007

By: /s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P.(1)
SPO ADVISORY PARTNERS, L.P.(1)
SAN FRANCISCO PARTNERS II, L.P.(1)
SF ADVISORY PARTNERS, L.P.(1)
SPO ADVISORY CORP.(1)
JOHN H. SCULLY(1)
WILLIAM E. OBERNDORF(1)
WILLIAM J. PATTERSON(1)
PHOEBE SNOW FOUNDATION, INC.(2)
THE ELIZABETH R. & WILLIAM J.
PATTERSON FOUNDATION(2)
ELI J. WEINBERG(2)

(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.

(2) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed as Exhibit B.

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SCHEDULE I TO
SCHEDULE 13D FOR SPO PARTNERS II, L.P.

| REPORTING PERSON | DATE OF TRANSACTION | TYPE | NUMBER OF SHARES | PRICE PER SHARE (\$) | WHE TRANSACTIONS |
|-----------------------|---------------------|------|------------------|----------------------|---------------------|
| ----- | ----- | ---- | ----- | ----- | ----- |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 7,083 | 58.0000 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 24 | 58.0100 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 433 | 58.0200 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 289 | 58.0300 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 457 | 58.0400 | Open Ma |

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| | | | | | |
|-----------------------|-----------|-----|--------|---------|---------|
| SPO Partners II, L.P. | 7/26/2007 | Buy | 96 | 58.0600 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 96 | 58.0700 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 72 | 58.0800 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 553 | 58.0900 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 404 | 58.1000 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 808 | 58.1100 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 1,203 | 58.1150 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 20,194 | 58.1200 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 289 | 58.1225 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 1,781 | 58.1300 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 813 | 58.1400 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 5,417 | 58.1500 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 1,604 | 58.1600 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 994 | 58.1700 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 576 | 58.1800 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 1,084 | 58.1900 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 192 | 58.1950 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 1,905 | 58.2000 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 24 | 58.2050 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 1,683 | 58.2100 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 1,316 | 58.2200 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 2,269 | 58.2300 | Open Ma |

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SCHEDULE I TO
SCHEDULE 13D FOR SPO PARTNERS II, L.P.

| REPORTING PERSON | DATE OF TRANSACTION | TYPE | NUMBER OF SHARES | PRICE PER SHARE (\$) | WHE TRANSAC |
|-----------------------|---------------------|------|------------------|----------------------|----------------|
| ----- | ----- | --- | ----- | ----- | ----- |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 873 | 58.2400 | Open Ma |
| SPO Partners II, L.P. | 7/26/2007 | Buy | 3,268 | 58.2500 | Open Ma |

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| | | | | | |
|---------------------------------|-----------|-----|--------|---------|---------|
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 4,392 | 58.0000 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 15 | 58.0100 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 268 | 58.0200 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 179 | 58.0300 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 283 | 58.0400 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 60 | 58.0600 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 60 | 58.0700 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 45 | 58.0800 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 343 | 58.0900 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 251 | 58.1000 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 501 | 58.1100 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 746 | 58.1150 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 12,522 | 58.1200 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 179 | 58.1225 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 1,104 | 58.1300 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 504 | 58.1400 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 3,359 | 58.1500 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 995 | 58.1600 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 616 | 58.1700 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 357 | 58.1800 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 672 | 58.1900 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 119 | 58.1950 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 1,181 | 58.2000 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 15 | 58.2050 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 1,044 | 58.2100 | Open Ma |

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SCHEDULE I TO
SCHEDULE 13D FOR SPO PARTNERS II, L.P.

| REPORTING PERSON | DATE OF TRANSACTION | TYPE | NUMBER OF SHARES | PRICE PER SHARE (\$) | WHE TRANSA |
|------------------|---------------------|------|------------------|----------------------|---------------|
| ----- | ----- | ---- | ----- | ----- | ----- |

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| | | | | | |
|---------------------------------|-----------|-----|--------|---------|---------|
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 816 | 58.2200 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 1,407 | 58.2300 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 542 | 58.2400 | Open Ma |
| San Francisco Partners II, L.P. | 7/26/2007 | Buy | 2,025 | 58.2500 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 16,960 | 58.0000 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 57 | 58.0100 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 1,036 | 58.0200 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 690 | 58.0300 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 1,095 | 58.0400 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 230 | 58.0600 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 230 | 58.0700 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 173 | 58.0800 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 1,324 | 58.0900 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 967 | 58.1000 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 1,935 | 58.1100 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 2,879 | 58.1150 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 48,349 | 58.1200 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 690 | 58.1225 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 4,264 | 58.1300 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 1,947 | 58.1400 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 12,968 | 58.1500 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 3,840 | 58.1600 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 2,379 | 58.1700 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 1,380 | 58.1800 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 2,597 | 58.1900 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 462 | 58.1950 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 4,562 | 58.2000 | Open Ma |

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SCHEDULE 13D FOR SPO PARTNERS II, L.P.

| REPORTING PERSON | DATE OF TRANSACTION | TYPE | NUMBER OF SHARES | PRICE PER SHARE (\$) | WHE TRANSACTIONS |
|--|---------------------|------|------------------|----------------------|---------------------|
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 57 | 58.2050 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 4,031 | 58.2100 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 3,152 | 58.2200 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 5,433 | 58.2300 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 2,091 | 58.2400 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/26/2007 | Buy | 7,821 | 58.2500 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 812 | 58.0000 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 3 | 58.0100 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 50 | 58.0200 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 33 | 58.0300 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 52 | 58.0400 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 11 | 58.0600 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 11 | 58.0700 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 8 | 58.0800 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 63 | 58.0900 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 46 | 58.1000 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 93 | 58.1100 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 138 | 58.1150 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 2,316 | 58.1200 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 33 | 58.1225 | Open Ma |

SCHEDULE I TO
SCHEDULE 13D FOR SPO PARTNERS II, L.P.

| REPORTING PERSON ----- | DATE OF TRANSACTION ----- | TYPE ---- | NUMBER OF SHARES ----- | PRICE PER SHARE (\$) ----- | WHE TRANSACT ----- |
|---|---------------------------------|--------------|------------------------------|----------------------------------|--------------------------|
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 204 | 58.1300 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 93 | 58.1400 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 621 | 58.1500 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 184 | 58.1600 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 114 | 58.1700 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 66 | 58.1800 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 124 | 58.1900 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 22 | 58.1950 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 219 | 58.2000 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 3 | 58.2050 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 193 | 58.2100 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 151 | 58.2200 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 260 | 58.2300 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 100 | 58.2400 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/26/2007 | Buy | 377 | 58.2500 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 13 | 58.0000 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.0200 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.0300 | Open Ma |

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| | | | | | |
|----------------------|-----------|-----|---|---------|---------|
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.0400 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.0900 | Open Ma |

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SCHEDULE I TO
SCHEDULE 13D FOR SPO PARTNERS II, L.P.

| REPORTING PERSON | DATE OF TRANSACTION | TYPE | NUMBER OF SHARES | PRICE PER SHARE (\$) | WHE TRANSAC |
|----------------------|---------------------|------|------------------|----------------------|----------------|
| ----- | ----- | --- | ----- | ----- | ----- |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.1000 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.1100 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 2 | 58.1150 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 36 | 58.1200 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.1225 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 3 | 58.1300 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.1400 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 10 | 58.1500 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 3 | 58.1600 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 2 | 58.1700 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.1800 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 2 | 58.1900 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 3 | 58.2000 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 3 | 58.2100 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 2 | 58.2200 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 4 | 58.2300 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 2 | 58.2400 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 6 | 58.2500 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 190 | 58.0000 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.0100 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 12 | 58.0200 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 8 | 58.0300 | Open Ma |

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| | | | | | |
|----------------------|-----------|-----|----|---------|---------|
| John H. Scully's IRA | 7/26/2007 | Buy | 12 | 58.0400 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 3 | 58.0600 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 3 | 58.0700 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 2 | 58.0800 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 15 | 58.0900 | Open Ma |

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SCHEDULE I TO
SCHEDULE 13D FOR SPO PARTNERS II, L.P.

| REPORTING PERSON | DATE OF TRANSACTION | TYPE | NUMBER OF SHARES | PRICE PER SHARE (\$) | WHE TRANSA |
|----------------------|---------------------|------|------------------|----------------------|---------------|
| ----- | ----- | ---- | ----- | ----- | ----- |
| John H. Scully's IRA | 7/26/2007 | Buy | 11 | 58.1000 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 22 | 58.1100 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 32 | 58.1150 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 543 | 58.1200 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 8 | 58.1225 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 48 | 58.1300 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 22 | 58.1400 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 146 | 58.1500 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 43 | 58.1600 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 27 | 58.1700 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 15 | 58.1800 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 29 | 58.1900 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 5 | 58.1950 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 51 | 58.2000 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 1 | 58.2050 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 45 | 58.2100 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 35 | 58.2200 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 61 | 58.2300 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 23 | 58.2400 | Open Ma |
| John H. Scully's IRA | 7/26/2007 | Buy | 87 | 58.2500 | Open Ma |

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| | | | | | |
|---|-----------|-----|-------|---------|---------|
| Phoebe Snow Foundation, Inc. | 7/27/2007 | Buy | 950 | 58.0000 | Open Ma |
| Phoebe Snow Foundation, Inc. | 7/27/2007 | Buy | 2,850 | 58.5000 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/27/2007 | Buy | 50 | 58.0000 | Open Ma |
| The Elizabeth R. & William J. Patterson Foundation | 7/27/2007 | Buy | 150 | 58.5000 | Open Ma |

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EXHIBIT INDEX

| EXHIBIT | DOCUMENT DESCRIPTION |
|---------|--------------------------------------|
| ----- | ----- |
| A | Agreement Pursuant to Rule 13d-1 (k) |
| B | Power of Attorney |