

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

SPO ADVISORY CORP  
Form SC 13D/A  
August 12, 2009

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

Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

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 10, 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  
3,450,350 (1)  
-----  
8. SHARED VOTING POWER  
-0-  
-----  
9. SOLE DISPOSITIVE POWER  
3,450,350 (1)  
-----  
10. SHARED DISPOSITIVE POWER  
-0-  
-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,450,350  
-----  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES   
-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.3%  
-----  
14. TYPE OF REPORTING PERSON  
PN  
-----

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

Page 3 of 39 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  
3,450,350 (1) (2)

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

9. SOLE DISPOSITIVE POWER  
3,450,350 (1) (2)

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,450,350

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.3%

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 39 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  
3,450,350 (1) (2)

Number Of Shares Beneficially Owned By  
8. SHARED VOTING POWER  
-0-

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

Each Reporting Person -----  
 With 9. SOLE DISPOSITIVE POWER  
 3,450,350 (1) (2)  
 -----  
 10. SHARED DISPOSITIVE POWER  
 -0-  
 -----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,450,350  
 -----  
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES [ ]  
 -----  
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 5.3%  
 -----  
 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 3,450,350 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 39 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 3,450,350 (1)  
 Each Reporting Person  
 With 9. SOLE DISPOSITIVE POWER  
 -0-  
 -----  
 10. SHARED DISPOSITIVE POWER  
 3,450,350 (1)  
 -----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,450,350  
 -----

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)  
5.3%

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 39 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  
149,000 (1)

8. SHARED VOTING POWER  
3,784,000 (2)

9. SOLE DISPOSITIVE POWER  
149,000 (1)

10. SHARED DISPOSITIVE POWER  
3,784,000 (2)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,933,000

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.0%

14. TYPE OF REPORTING PERSON  
IN

(1) Of these shares, 39,000 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, 3,450,350 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 39 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)	<input type="checkbox"/>
		(b)	<input checked="" type="checkbox"/>
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) <input type="checkbox"/>		
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 <input type="checkbox"/>		
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 39 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 39 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-           |
|                       | <hr/>                        |               |
| Number Of Shares      | 8. SHARED VOTING POWER       | 3,458,050 (1) |
| Beneficially Owned By | <hr/>                        |               |
| Each Reporting Person | 9. SOLE DISPOSITIVE POWER    | -0-           |
| With                  | <hr/>                        |               |
|                       | 10. SHARED DISPOSITIVE POWER | 3,458,050 (1) |
- 
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,458,050
- 
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
- 
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.3%
- 
14. TYPE OF REPORTING PERSON  
IN
- 

(1) Of these shares, 3,450,350 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 7,700 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 39 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 7,700 (1)
-----		
Number Of Shares Beneficially Owned By Each Reporting Person With	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 7,700 (1)
	10.	SHARED DISPOSITIVE POWER -0-
-----		
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,700	
-----		
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 39 pages

CUSIP No. 127055101

1.	NAME OF REPORTING PERSON Edward H. McDermott		
-----			
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 3,450,350 (1)	
	9.	SOLE DISPOSITIVE POWER -0-	
-----			

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

10. SHARED DISPOSITIVE POWER  
3,450,350 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,450,350

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.3%

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 39 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 39 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 39 pages

This Amendment No. 12 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, June 1, 2009 and August 5, 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 39 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	\$206,787,558
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)	\$ 4,199,953
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	\$ 476,291
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 65,382,796 total outstanding shares of Common Stock as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on August 10, 2009.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 3,450,350 Shares, which constitutes approximately 5.3% 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 3,450,350 Shares, which constitutes approximately 5.3% 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 3,450,350 Shares in the aggregate, which constitutes approximately 5.3% 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 3,450,350 Shares, which constitutes approximately 5.3% 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 3,933,000 Shares in the aggregate, which constitutes approximately 6.0% of the outstanding Shares.

Page 16 of 39 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 3,458,050 Shares, which constitutes approximately 5.3% 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 3,450,350 Shares, which constitutes approximately 5.3% 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 7,700, 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 3,450,350 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 3,450,350 Shares.

Page 17 of 39 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 3,450,350 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 3,450,350 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 3,450,350 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 39,000 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 3,450,350 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 7,700 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 3,450,350 Shares held by SPO.

Page 18 of 39 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 7,700 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) Since the most recent filing on Schedule 13D, 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 since the most recent filing on Schedule 13D.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, 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 39 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 12, 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



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

filed with the Securities and  
Exchange Commission.

Page 20 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE
SPO Partners II, L.P.	08/05/09	Sell	99	19.07
SPO Partners II, L.P.	08/05/09	Sell	198	19.08
SPO Partners II, L.P.	08/05/09	Sell	99	19.09
SPO Partners II, L.P.	08/05/09	Sell	296	19.10
SPO Partners II, L.P.	08/05/09	Sell	1,184	19.11
SPO Partners II, L.P.	08/05/09	Sell	1,086	19.12
SPO Partners II, L.P.	08/05/09	Sell	2,369	19.13
SPO Partners II, L.P.	08/05/09	Sell	2,270	19.14
SPO Partners II, L.P.	08/05/09	Sell	3,568	19.15
SPO Partners II, L.P.	08/05/09	Sell	8,371	19.16
SPO Partners II, L.P.	08/05/09	Sell	6,747	19.17
SPO Partners II, L.P.	08/05/09	Sell	6,563	19.18
SPO Partners II, L.P.	08/05/09	Sell	30,518	19.19
SPO Partners II, L.P.	08/05/09	Sell	100,748	19.20
SPO Partners II, L.P.	08/05/09	Sell	14,204	19.21
SPO Partners II, L.P.	08/05/09	Sell	11,921	19.22
SPO Partners II, L.P.	08/05/09	Sell	18,137	19.23
SPO Partners II, L.P.	08/05/09	Sell	5,818	19.24
SPO Partners II, L.P.	08/05/09	Sell	3,978	19.25
SPO Partners II, L.P.	08/05/09	Sell	2,763	19.26
SPO Partners II, L.P.	08/05/09	Sell	2,565	19.27
SPO Partners II, L.P.	08/05/09	Sell	592	19.28
SPO Partners II, L.P.	08/05/09	Sell	12,631	19.29
SPO Partners II, L.P.	08/05/09	Sell	1,480	19.30
SPO Partners II, L.P.	08/05/09	Sell	1,382	19.31
SPO Partners II, L.P.	08/05/09	Sell	789	19.32
SPO Partners II, L.P.	08/05/09	Sell	1,382	19.33
SPO Partners II, L.P.	08/05/09	Sell	1,382	19.34
SPO Partners II, L.P.	08/05/09	Sell	296	19.35
SPO Partners II, L.P.	08/05/09	Sell	395	19.36
SPO Partners II, L.P.	08/05/09	Sell	690	19.37
SPO Partners II, L.P.	08/05/09	Sell	493	19.38
SPO Partners II, L.P.	08/05/09	Sell	987	19.39
SPO Partners II, L.P.	08/05/09	Sell	1,283	19.40
SPO Partners II, L.P.	08/05/09	Sell	493	19.41
SPO Partners II, L.P.	08/05/09	Sell	296	19.42
SPO Partners II, L.P.	08/05/09	Sell	198	19.43
SPO Partners II, L.P.	08/05/09	Sell	198	19.44
SPO Partners II, L.P.	08/05/09	Sell	198	19.47
SPO Partners II, L.P.	08/05/09	Sell	493	19.50
SPO Partners II, L.P.	08/05/09	Sell	99	19.52
SPO Partners II, L.P.	08/05/09	Sell	99	19.53
SPO Partners II, L.P.	08/05/09	Sell	99	19.56

## SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
SPO Partners II, L.P.	08/05/09	Sell	296	19.57
SPO Partners II, L.P.	08/05/09	Sell	99	19.58
SPO Partners II, L.P.	08/05/09	Sell	99	19.59
SPO Partners II, L.P.	08/05/09	Sell	395	19.62
SPO Partners II, L.P.	08/05/09	Sell	99	19.63
SPO Partners II, L.P.	08/05/09	Sell	198	19.64
SPO Partners II, L.P.	08/05/09	Sell	296	19.65
SPO Partners II, L.P.	08/05/09	Sell	198	19.66
SPO Partners II, L.P.	08/05/09	Sell	198	19.67
SPO Partners II, L.P.	08/05/09	Sell	493	19.68
SPO Partners II, L.P.	08/05/09	Sell	99	19.69
SPO Partners II, L.P.	08/05/09	Sell	493	19.70
SPO Partners II, L.P.	08/05/09	Sell	493	19.71
SPO Partners II, L.P.	08/05/09	Sell	395	19.72
SPO Partners II, L.P.	08/05/09	Sell	296	19.73
SPO Partners II, L.P.	08/05/09	Sell	99	19.74
SPO Partners II, L.P.	08/05/09	Sell	493	19.75
SPO Partners II, L.P.	08/05/09	Sell	395	19.76
SPO Partners II, L.P.	08/05/09	Sell	592	19.77
SPO Partners II, L.P.	08/05/09	Sell	99	19.78
SPO Partners II, L.P.	08/05/09	Sell	296	19.79
SPO Partners II, L.P.	08/05/09	Sell	99	19.80
SPO Partners II, L.P.	08/05/09	Sell	69	19.81
SPO Partners II, L.P.	08/05/09	Sell	198	19.82
SPO Partners II, L.P.	08/05/09	Sell	99	19.83
SPO Partners II, L.P.	08/05/09	Sell	99	19.85
SPO Partners II, L.P.	08/05/09	Sell	198	19.86
SPO Partners II, L.P.	08/05/09	Sell	592	19.87
SPO Partners II, L.P.	08/05/09	Sell	326	19.88
SPO Partners II, L.P.	08/05/09	Sell	296	19.89
SPO Partners II, L.P.	08/05/09	Sell	46	19.90
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.10
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	3	19.11
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	3	19.12
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	6	19.13
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	5	19.14

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

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	8	19.15
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	19	19.16
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	16	19.17
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	15	19.18
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	71	19.19
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	235	19.20
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	33	19.21
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	28	19.22
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	42	19.23
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	14	19.24
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	9	19.25
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	6	19.26
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	6	19.27
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.28
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	29	19.29
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	3	19.30
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	3	19.31
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	2	19.32
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	3	19.33
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	3	19.34
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.35

Page 23 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J.	08/05/09	Sell	1	19.36

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

Patterson Foundation				
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	2	19.37
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.38
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	2	19.39
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	3	19.40
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.41
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.42
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.50
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.57
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.62
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.65
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.68
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.70
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.71
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.72
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.73
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.75
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.76
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.77
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.79
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.87

Page 24 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.88
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	1	19.89
The Elizabeth R. and William J. Patterson Foundation	08/05/09	Sell	8	19.90
William E. Oberndorf IRA	08/05/09	Sell	1	19.07
William E. Oberndorf IRA	08/05/09	Sell	2	19.08

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

William E. Oberndorf IRA	08/05/09	Sell	1	19.09
William E. Oberndorf IRA	08/05/09	Sell	3	19.10
William E. Oberndorf IRA	08/05/09	Sell	13	19.11
William E. Oberndorf IRA	08/05/09	Sell	12	19.12
William E. Oberndorf IRA	08/05/09	Sell	27	19.13
William E. Oberndorf IRA	08/05/09	Sell	26	19.14
William E. Oberndorf IRA	08/05/09	Sell	40	19.15
William E. Oberndorf IRA	08/05/09	Sell	94	19.16
William E. Oberndorf IRA	08/05/09	Sell	76	19.17
William E. Oberndorf IRA	08/05/09	Sell	74	19.18
William E. Oberndorf IRA	08/05/09	Sell	344	19.19
William E. Oberndorf IRA	08/05/09	Sell	1,134	19.20
William E. Oberndorf IRA	08/05/09	Sell	160	19.21
William E. Oberndorf IRA	08/05/09	Sell	134	19.22
William E. Oberndorf IRA	08/05/09	Sell	204	19.23
William E. Oberndorf IRA	08/05/09	Sell	65	19.24
William E. Oberndorf IRA	08/05/09	Sell	45	19.25
William E. Oberndorf IRA	08/05/09	Sell	31	19.26
William E. Oberndorf IRA	08/05/09	Sell	29	19.27
William E. Oberndorf IRA	08/05/09	Sell	7	19.28
William E. Oberndorf IRA	08/05/09	Sell	142	19.29
William E. Oberndorf IRA	08/05/09	Sell	17	19.30
William E. Oberndorf IRA	08/05/09	Sell	16	19.31
William E. Oberndorf IRA	08/05/09	Sell	9	19.32
William E. Oberndorf IRA	08/05/09	Sell	16	19.33
William E. Oberndorf IRA	08/05/09	Sell	16	19.34
William E. Oberndorf IRA	08/05/09	Sell	3	19.35
William E. Oberndorf IRA	08/05/09	Sell	4	19.36
William E. Oberndorf IRA	08/05/09	Sell	8	19.37
William E. Oberndorf IRA	08/05/09	Sell	6	19.38
William E. Oberndorf IRA	08/05/09	Sell	11	19.39
William E. Oberndorf IRA	08/05/09	Sell	14	19.40
William E. Oberndorf IRA	08/05/09	Sell	6	19.41
William E. Oberndorf IRA	08/05/09	Sell	3	19.42

Page 25 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
William E. Oberndorf IRA	08/05/09	Sell	2	19.43
William E. Oberndorf IRA	08/05/09	Sell	2	19.44
William E. Oberndorf IRA	08/05/09	Sell	2	19.47
William E. Oberndorf IRA	08/05/09	Sell	6	19.50
William E. Oberndorf IRA	08/05/09	Sell	1	19.52
William E. Oberndorf IRA	08/05/09	Sell	1	19.53
William E. Oberndorf IRA	08/05/09	Sell	1	19.56
William E. Oberndorf IRA	08/05/09	Sell	3	19.57
William E. Oberndorf IRA	08/05/09	Sell	1	19.58
William E. Oberndorf IRA	08/05/09	Sell	1	19.59
William E. Oberndorf IRA	08/05/09	Sell	4	19.62
William E. Oberndorf IRA	08/05/09	Sell	1	19.63
William E. Oberndorf IRA	08/05/09	Sell	2	19.64
William E. Oberndorf IRA	08/05/09	Sell	3	19.65
William E. Oberndorf IRA	08/05/09	Sell	2	19.66

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

William E. Oberndorf IRA	08/05/09	Sell	2	19.67
William E. Oberndorf IRA	08/05/09	Sell	6	19.68
William E. Oberndorf IRA	08/05/09	Sell	1	19.69
William E. Oberndorf IRA	08/05/09	Sell	6	19.70
William E. Oberndorf IRA	08/05/09	Sell	6	19.71
William E. Oberndorf IRA	08/05/09	Sell	4	19.72
William E. Oberndorf IRA	08/05/09	Sell	3	19.73
William E. Oberndorf IRA	08/05/09	Sell	1	19.74
William E. Oberndorf IRA	08/05/09	Sell	6	19.75
William E. Oberndorf IRA	08/05/09	Sell	4	19.76
William E. Oberndorf IRA	08/05/09	Sell	7	19.77
William E. Oberndorf IRA	08/05/09	Sell	1	19.78
William E. Oberndorf IRA	08/05/09	Sell	3	19.79
William E. Oberndorf IRA	08/05/09	Sell	1	19.80
William E. Oberndorf IRA	08/05/09	Sell	1	19.81
William E. Oberndorf IRA	08/05/09	Sell	2	19.82
William E. Oberndorf IRA	08/05/09	Sell	1	19.83
William E. Oberndorf IRA	08/05/09	Sell	1	19.85
William E. Oberndorf IRA	08/05/09	Sell	2	19.86
William E. Oberndorf IRA	08/05/09	Sell	7	19.87
William E. Oberndorf IRA	08/05/09	Sell	4	19.88
William E. Oberndorf IRA	08/05/09	Sell	3	19.89
William E. Oberndorf IRA	08/05/09	Sell	3	19.90
SPO Partners II, L.P.	08/06/09	Sell	887	19.10
SPO Partners II, L.P.	08/06/09	Sell	768	19.11
SPO Partners II, L.P.	08/06/09	Sell	789	19.12
SPO Partners II, L.P.	08/06/09	Sell	1,771	19.13

Page 26 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
SPO Partners II, L.P.	08/06/09	Sell	1,391	19.14
SPO Partners II, L.P.	08/06/09	Sell	690	19.15
SPO Partners II, L.P.	08/06/09	Sell	888	19.16
SPO Partners II, L.P.	08/06/09	Sell	789	19.17
SPO Partners II, L.P.	08/06/09	Sell	690	19.18
SPO Partners II, L.P.	08/06/09	Sell	6,216	19.19
SPO Partners II, L.P.	08/06/09	Sell	8,757	19.20
SPO Partners II, L.P.	08/06/09	Sell	4,244	19.21
SPO Partners II, L.P.	08/06/09	Sell	1,548	19.22
SPO Partners II, L.P.	08/06/09	Sell	493	19.23
SPO Partners II, L.P.	08/06/09	Sell	99	19.24
SPO Partners II, L.P.	08/06/09	Sell	198	19.25
SPO Partners II, L.P.	08/06/09	Sell	99	19.26
SPO Partners II, L.P.	08/06/09	Sell	888	19.27
SPO Partners II, L.P.	08/06/09	Sell	1,184	19.28
SPO Partners II, L.P.	08/06/09	Sell	198	19.29
SPO Partners II, L.P.	08/06/09	Sell	1,776	19.30
SPO Partners II, L.P.	08/06/09	Sell	2,072	19.31
SPO Partners II, L.P.	08/06/09	Sell	987	19.32
SPO Partners II, L.P.	08/06/09	Sell	2,862	19.33
SPO Partners II, L.P.	08/06/09	Sell	760	19.34
SPO Partners II, L.P.	08/06/09	Sell	2,101	19.35

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

SPO Partners II, L.P.	08/06/09	Sell	1,382	19.36
SPO Partners II, L.P.	08/06/09	Sell	493	19.37
SPO Partners II, L.P.	08/06/09	Sell	493	19.38
SPO Partners II, L.P.	08/06/09	Sell	493	19.39
SPO Partners II, L.P.	08/06/09	Sell	2,763	19.40
SPO Partners II, L.P.	08/06/09	Sell	2,547	19.41
SPO Partners II, L.P.	08/06/09	Sell	494	19.42
SPO Partners II, L.P.	08/06/09	Sell	1,283	19.43
SPO Partners II, L.P.	08/06/09	Sell	2,565	19.44
SPO Partners II, L.P.	08/06/09	Sell	2,647	19.45
SPO Partners II, L.P.	08/06/09	Sell	2,072	19.46
SPO Partners II, L.P.	08/06/09	Sell	1,293	19.47
SPO Partners II, L.P.	08/06/09	Sell	1,366	19.48
SPO Partners II, L.P.	08/06/09	Sell	2,069	19.49
SPO Partners II, L.P.	08/06/09	Sell	296	19.50
SPO Partners II, L.P.	08/06/09	Sell	99	19.51
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	3	19.10
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.11

Page 27 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.12
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	5	19.13
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	4	19.14
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.15
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	3	19.16
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.17
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.18
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	19	19.19
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	27	19.20
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	13	19.21
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	5	19.22
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.23
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	1	19.25
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	3	19.27
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	4	19.28

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

Patterson Foundation					
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	1	19.29	
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	5	19.30	
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	6	19.31	
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	3	19.32	
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	9	19.33	
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.34	

Page 28 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	6	19.35
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	4	19.36
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.37
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.38
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.39
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	8	19.40
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	8	19.41
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	2	19.42
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	4	19.43
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	8	19.44
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	8	19.45
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	6	19.46
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	4	19.47
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	4	19.48
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	6	19.49
The Elizabeth R. and William J. Patterson Foundation	08/06/09	Sell	1	19.50
William E. Oberndorf IRA	08/06/09	Sell	9	19.10
William E. Oberndorf IRA	08/06/09	Sell	8	19.11
William E. Oberndorf IRA	08/06/09	Sell	8	19.12



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

William E. Oberndorf IRA	08/06/09	Sell	19	19.13
William E. Oberndorf IRA	08/06/09	Sell	15	19.14
William E. Oberndorf IRA	08/06/09	Sell	7	19.15
William E. Oberndorf IRA	08/06/09	Sell	9	19.16
William E. Oberndorf IRA	08/06/09	Sell	8	19.17
William E. Oberndorf IRA	08/06/09	Sell	7	19.18
William E. Oberndorf IRA	08/06/09	Sell	66	19.19

Page 29 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
William E. Oberndorf IRA	08/06/09	Sell	94	19.20
William E. Oberndorf IRA	08/06/09	Sell	45	19.21
William E. Oberndorf IRA	08/06/09	Sell	17	19.22
William E. Oberndorf IRA	08/06/09	Sell	5	19.23
William E. Oberndorf IRA	08/06/09	Sell	1	19.24
William E. Oberndorf IRA	08/06/09	Sell	2	19.25
William E. Oberndorf IRA	08/06/09	Sell	1	19.26
William E. Oberndorf IRA	08/06/09	Sell	9	19.27
William E. Oberndorf IRA	08/06/09	Sell	13	19.28
William E. Oberndorf IRA	08/06/09	Sell	2	19.29
William E. Oberndorf IRA	08/06/09	Sell	19	19.30
William E. Oberndorf IRA	08/06/09	Sell	22	19.31
William E. Oberndorf IRA	08/06/09	Sell	11	19.32
William E. Oberndorf IRA	08/06/09	Sell	31	19.33
William E. Oberndorf IRA	08/06/09	Sell	8	19.34
William E. Oberndorf IRA	08/06/09	Sell	22	19.35
William E. Oberndorf IRA	08/06/09	Sell	15	19.36
William E. Oberndorf IRA	08/06/09	Sell	5	19.37
William E. Oberndorf IRA	08/06/09	Sell	5	19.38
William E. Oberndorf IRA	08/06/09	Sell	5	19.39
William E. Oberndorf IRA	08/06/09	Sell	30	19.40
William E. Oberndorf IRA	08/06/09	Sell	27	19.41
William E. Oberndorf IRA	08/06/09	Sell	5	19.42
William E. Oberndorf IRA	08/06/09	Sell	14	19.43
William E. Oberndorf IRA	08/06/09	Sell	27	19.44
William E. Oberndorf IRA	08/06/09	Sell	28	19.45
William E. Oberndorf IRA	08/06/09	Sell	22	19.46
William E. Oberndorf IRA	08/06/09	Sell	14	19.47
William E. Oberndorf IRA	08/06/09	Sell	15	19.48
William E. Oberndorf IRA	08/06/09	Sell	22	19.49
William E. Oberndorf IRA	08/06/09	Sell	3	19.50
William E. Oberndorf IRA	08/06/09	Sell	5	19.51
SPO Partners II, L.P.	08/07/09	Sell	2,270	19.90
SPO Partners II, L.P.	08/07/09	Sell	2,565	19.91
SPO Partners II, L.P.	08/07/09	Sell	2,128	19.92
SPO Partners II, L.P.	08/07/09	Sell	621	19.93
SPO Partners II, L.P.	08/07/09	Sell	2,369	19.94
SPO Partners II, L.P.	08/07/09	Sell	11,545	19.95
SPO Partners II, L.P.	08/07/09	Sell	9,868	19.96
SPO Partners II, L.P.	08/07/09	Sell	6,511	19.97
SPO Partners II, L.P.	08/07/09	Sell	3,765	19.98
SPO Partners II, L.P.	08/07/09	Sell	5,822	19.99

## SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
SPO Partners II, L.P.	08/07/09	Sell	7,400	20.00
SPO Partners II, L.P.	08/07/09	Sell	3,059	20.01
SPO Partners II, L.P.	08/07/09	Sell	3,453	20.02
SPO Partners II, L.P.	08/07/09	Sell	1,283	20.03
SPO Partners II, L.P.	08/07/09	Sell	888	20.04
SPO Partners II, L.P.	08/07/09	Sell	789	20.05
SPO Partners II, L.P.	08/07/09	Sell	888	20.06
SPO Partners II, L.P.	08/07/09	Sell	3,848	20.07
SPO Partners II, L.P.	08/07/09	Sell	3,196	20.08
SPO Partners II, L.P.	08/07/09	Sell	2,317	20.09
SPO Partners II, L.P.	08/07/09	Sell	2,133	20.10
SPO Partners II, L.P.	08/07/09	Sell	1,578	20.11
SPO Partners II, L.P.	08/07/09	Sell	2,664	20.12
SPO Partners II, L.P.	08/07/09	Sell	1,076	20.13
SPO Partners II, L.P.	08/07/09	Sell	4,728	20.14
SPO Partners II, L.P.	08/07/09	Sell	151,432	20.15
SPO Partners II, L.P.	08/07/09	Sell	1,343	20.16
SPO Partners II, L.P.	08/07/09	Sell	3,158	20.17
SPO Partners II, L.P.	08/07/09	Sell	1,283	20.18
SPO Partners II, L.P.	08/07/09	Sell	1,283	20.19
SPO Partners II, L.P.	08/07/09	Sell	2,103	20.20
SPO Partners II, L.P.	08/07/09	Sell	1,578	20.21
SPO Partners II, L.P.	08/07/09	Sell	1,578	20.22
SPO Partners II, L.P.	08/07/09	Sell	2,270	20.23
SPO Partners II, L.P.	08/07/09	Sell	592	20.24
SPO Partners II, L.P.	08/07/09	Sell	99	20.26
SPO Partners II, L.P.	08/07/09	Sell	395	20.28
SPO Partners II, L.P.	08/07/09	Sell	198	20.29
SPO Partners II, L.P.	08/07/09	Sell	99	20.30
SPO Partners II, L.P.	08/07/09	Sell	296	20.31
SPO Partners II, L.P.	08/07/09	Sell	1,086	20.32
SPO Partners II, L.P.	08/07/09	Sell	888	20.33
SPO Partners II, L.P.	08/07/09	Sell	987	20.34
SPO Partners II, L.P.	08/07/09	Sell	1,382	20.35
SPO Partners II, L.P.	08/07/09	Sell	1,578	20.36
SPO Partners II, L.P.	08/07/09	Sell	2,466	20.37
SPO Partners II, L.P.	08/07/09	Sell	592	20.38
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	5	19.90
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	6	19.91

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

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	5	19.92
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	1	19.93
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	5	19.94
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	26	19.95
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	22	19.96
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	15	19.97
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	9	19.98
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	13	19.99
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	17	20.00
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	7	20.01
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	8	20.02
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	3	20.03
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.04
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.05
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.06
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	9	20.07
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	7	20.08
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	5	20.09
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	5	20.10
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	4	20.11
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	6	20.12

Page 32 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.13

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

The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	11	20.14
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	345	20.15
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	3	20.16
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	7	20.17
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	3	20.18
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	3	20.19
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	5	20.20
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	4	20.21
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	4	20.22
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	5	20.23
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	1	20.24
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	1	20.28
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	1	20.31
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.32
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.33
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.34
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	3	20.35
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	4	20.36
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	6	20.37
The Elizabeth R. and William J. Patterson Foundation	08/07/09	Sell	2	20.38

Page 33 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
William E. Oberndorf IRA	08/07/09	Sell	26	19.90
William E. Oberndorf IRA	08/07/09	Sell	29	19.91
William E. Oberndorf IRA	08/07/09	Sell	24	19.92
William E. Oberndorf IRA	08/07/09	Sell	7	19.93
William E. Oberndorf IRA	08/07/09	Sell	27	19.94
William E. Oberndorf IRA	08/07/09	Sell	131	19.95
William E. Oberndorf IRA	08/07/09	Sell	112	19.96
William E. Oberndorf IRA	08/07/09	Sell	74	19.97
William E. Oberndorf IRA	08/07/09	Sell	43	19.98

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

William E. Oberndorf IRA	08/07/09	Sell	66	19.99
William E. Oberndorf IRA	08/07/09	Sell	84	20.00
William E. Oberndorf IRA	08/07/09	Sell	35	20.01
William E. Oberndorf IRA	08/07/09	Sell	39	20.02
William E. Oberndorf IRA	08/07/09	Sell	15	20.03
William E. Oberndorf IRA	08/07/09	Sell	10	20.04
William E. Oberndorf IRA	08/07/09	Sell	9	20.05
William E. Oberndorf IRA	08/07/09	Sell	10	20.06
William E. Oberndorf IRA	08/07/09	Sell	44	20.07
William E. Oberndorf IRA	08/07/09	Sell	36	20.08
William E. Oberndorf IRA	08/07/09	Sell	26	20.09
William E. Oberndorf IRA	08/07/09	Sell	24	20.10
William E. Oberndorf IRA	08/07/09	Sell	18	20.11
William E. Oberndorf IRA	08/07/09	Sell	30	20.12
William E. Oberndorf IRA	08/07/09	Sell	12	20.13
William E. Oberndorf IRA	08/07/09	Sell	54	20.14
William E. Oberndorf IRA	08/07/09	Sell	1,725	20.15
William E. Oberndorf IRA	08/07/09	Sell	15	20.16
William E. Oberndorf IRA	08/07/09	Sell	36	20.17
William E. Oberndorf IRA	08/07/09	Sell	15	20.18
William E. Oberndorf IRA	08/07/09	Sell	15	20.19
William E. Oberndorf IRA	08/07/09	Sell	24	20.20
William E. Oberndorf IRA	08/07/09	Sell	18	20.21
William E. Oberndorf IRA	08/07/09	Sell	18	20.22
William E. Oberndorf IRA	08/07/09	Sell	26	20.23
William E. Oberndorf IRA	08/07/09	Sell	7	20.24
William E. Oberndorf IRA	08/07/09	Sell	1	20.26
William E. Oberndorf IRA	08/07/09	Sell	4	20.28
William E. Oberndorf IRA	08/07/09	Sell	2	20.29
William E. Oberndorf IRA	08/07/09	Sell	1	20.30
William E. Oberndorf IRA	08/07/09	Sell	3	20.31
William E. Oberndorf IRA	08/07/09	Sell	12	20.32
William E. Oberndorf IRA	08/07/09	Sell	10	20.33

Page 34 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
William E. Oberndorf IRA	08/07/09	Sell	11	20.34
William E. Oberndorf IRA	08/07/09	Sell	16	20.35
William E. Oberndorf IRA	08/07/09	Sell	18	20.36
William E. Oberndorf IRA	08/07/09	Sell	28	20.37
William E. Oberndorf IRA	08/07/09	Sell	10	20.38
SPO Partners II, L.P.	08/10/09	Sell	4,662	19.60
SPO Partners II, L.P.	08/10/09	Sell	6,692	19.61
SPO Partners II, L.P.	08/10/09	Sell	2,449	19.62
SPO Partners II, L.P.	08/10/09	Sell	6,161	19.63
SPO Partners II, L.P.	08/10/09	Sell	3,375	19.64
SPO Partners II, L.P.	08/10/09	Sell	9,176	19.65
SPO Partners II, L.P.	08/10/09	Sell	10,354	19.66
SPO Partners II, L.P.	08/10/09	Sell	5,729	19.67
SPO Partners II, L.P.	08/10/09	Sell	9,786	19.68
SPO Partners II, L.P.	08/10/09	Sell	18,002	19.69
SPO Partners II, L.P.	08/10/09	Sell	10,087	19.70

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

SPO Partners II, L.P.	08/10/09	Sell	10,952	19.71
SPO Partners II, L.P.	08/10/09	Sell	4,386	19.72
SPO Partners II, L.P.	08/10/09	Sell	2,581	19.73
SPO Partners II, L.P.	08/10/09	Sell	7,320	19.74
SPO Partners II, L.P.	08/10/09	Sell	13,516	19.75
SPO Partners II, L.P.	08/10/09	Sell	3,124	19.76
SPO Partners II, L.P.	08/10/09	Sell	2,605	19.77
SPO Partners II, L.P.	08/10/09	Sell	1,578	19.78
SPO Partners II, L.P.	08/10/09	Sell	480	19.79
SPO Partners II, L.P.	08/10/09	Sell	101	19.80
SPO Partners II, L.P.	08/10/09	Sell	100	19.81
SPO Partners II, L.P.	08/10/09	Sell	287	19.82
SPO Partners II, L.P.	08/10/09	Sell	149	19.83
SPO Partners II, L.P.	08/10/09	Sell	48	19.86
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	10	19.60
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	15	19.61
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	5	19.62
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	14	19.63
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	8	19.64
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	21	19.65

Page 35 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	23	19.66
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	13	19.67
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	22	19.68
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	40	19.69
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	23	19.70
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	25	19.71
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	10	19.72
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	6	19.73
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	16	19.74
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	30	19.75
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	7	19.76
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	6	19.77

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

Patterson Foundation				
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	4	19.78
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	1	19.79
The Elizabeth R. and William J. Patterson Foundation	08/10/09	Sell	1	19.82
William E. Oberndorf IRA	08/10/09	Sell	52	19.60
William E. Oberndorf IRA	08/10/09	Sell	75	19.61
William E. Oberndorf IRA	08/10/09	Sell	27	19.62
William E. Oberndorf IRA	08/10/09	Sell	69	19.63
William E. Oberndorf IRA	08/10/09	Sell	38	19.64
William E. Oberndorf IRA	08/10/09	Sell	103	19.65
William E. Oberndorf IRA	08/10/09	Sell	116	19.66
William E. Oberndorf IRA	08/10/09	Sell	64	19.67
William E. Oberndorf IRA	08/10/09	Sell	110	19.68
William E. Oberndorf IRA	08/10/09	Sell	202	19.69
William E. Oberndorf IRA	08/10/09	Sell	113	19.70
William E. Oberndorf IRA	08/10/09	Sell	123	19.71

Page 36 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
William E. Oberndorf IRA	08/10/09	Sell	49	19.72
William E. Oberndorf IRA	08/10/09	Sell	29	19.73
William E. Oberndorf IRA	08/10/09	Sell	82	19.74
William E. Oberndorf IRA	08/10/09	Sell	152	19.75
William E. Oberndorf IRA	08/10/09	Sell	35	19.76
William E. Oberndorf IRA	08/10/09	Sell	29	19.77
William E. Oberndorf IRA	08/10/09	Sell	18	19.78
William E. Oberndorf IRA	08/10/09	Sell	5	19.79
William E. Oberndorf IRA	08/10/09	Sell	1	19.80
William E. Oberndorf IRA	08/10/09	Sell	1	19.81
William E. Oberndorf IRA	08/10/09	Sell	3	19.82
William E. Oberndorf IRA	08/10/09	Sell	2	19.83
William E. Oberndorf IRA	08/10/09	Sell	2	19.86
SPO Partners II, L.P.	08/11/09	Sell	14,367	19.60
SPO Partners II, L.P.	08/11/09	Sell	6,332	19.61
SPO Partners II, L.P.	08/11/09	Sell	3,749	19.62
SPO Partners II, L.P.	08/11/09	Sell	6,922	19.63
SPO Partners II, L.P.	08/11/09	Sell	3,816	19.64
SPO Partners II, L.P.	08/11/09	Sell	9,330	19.65
SPO Partners II, L.P.	08/11/09	Sell	6,283	19.66
SPO Partners II, L.P.	08/11/09	Sell	6,657	19.67
SPO Partners II, L.P.	08/11/09	Sell	7,794	19.68
SPO Partners II, L.P.	08/11/09	Sell	14,507	19.69
SPO Partners II, L.P.	08/11/09	Sell	28,088	19.70
SPO Partners II, L.P.	08/11/09	Sell	13,752	19.71
SPO Partners II, L.P.	08/11/09	Sell	5,983	19.72
SPO Partners II, L.P.	08/11/09	Sell	7,159	19.73
SPO Partners II, L.P.	08/11/09	Sell	22,495	19.74
SPO Partners II, L.P.	08/11/09	Sell	42,740	19.75
SPO Partners II, L.P.	08/11/09	Sell	18,165	19.76

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

SPO Partners II, L.P.	08/11/09	Sell	16,570	19.77
SPO Partners II, L.P.	08/11/09	Sell	5,130	19.78
SPO Partners II, L.P.	08/11/09	Sell	3,551	19.79
SPO Partners II, L.P.	08/11/09	Sell	4,718	19.80
SPO Partners II, L.P.	08/11/09	Sell	492	19.81
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	35	19.60
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	15	19.61
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	9	19.62

Page 37 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	17	19.63
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	9	19.64
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	23	19.65
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	15	19.66
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	16	19.67
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	19	19.68
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	35	19.69
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	68	19.70
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	33	19.71
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	14	19.72
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	17	19.73
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	54	19.74
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	103	19.75
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	44	19.76
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	40	19.77
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	12	19.78
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	9	19.79
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	11	19.80
The Elizabeth R. and William J. Patterson Foundation	08/11/09	Sell	2	19.81



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

William E. Oberndorf IRA	08/11/09	Sell	162	19.60
William E. Oberndorf IRA	08/11/09	Sell	71	19.61
William E. Oberndorf IRA	08/11/09	Sell	42	19.62
William E. Oberndorf IRA	08/11/09	Sell	78	19.63

Page 38 of 39 pages

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE SHARE
-----	-----	---	-----	-----
William E. Oberndorf IRA	08/11/09	Sell	43	19.64
William E. Oberndorf IRA	08/11/09	Sell	105	19.65
William E. Oberndorf IRA	08/11/09	Sell	71	19.66
William E. Oberndorf IRA	08/11/09	Sell	75	19.67
William E. Oberndorf IRA	08/11/09	Sell	88	19.68
William E. Oberndorf IRA	08/11/09	Sell	163	19.69
William E. Oberndorf IRA	08/11/09	Sell	316	19.70
William E. Oberndorf IRA	08/11/09	Sell	155	19.71
William E. Oberndorf IRA	08/11/09	Sell	67	19.72
William E. Oberndorf IRA	08/11/09	Sell	81	19.73
William E. Oberndorf IRA	08/11/09	Sell	253	19.74
William E. Oberndorf IRA	08/11/09	Sell	481	19.75
William E. Oberndorf IRA	08/11/09	Sell	205	19.76
William E. Oberndorf IRA	08/11/09	Sell	187	19.77
William E. Oberndorf IRA	08/11/09	Sell	58	19.78
William E. Oberndorf IRA	08/11/09	Sell	40	19.79
William E. Oberndorf IRA	08/11/09	Sell	53	19.80
William E. Oberndorf IRA	08/11/09	Sell	6	19.81

Page 39 of 39 pages

EXHIBIT INDEX

EXHIBIT	DOCUMENT DESCRIPTION
-----	-----
A	Joint Filing Agreement