

Edgar Filing: LIBERTY MEDIA INTERNATIONAL INC - Form SC 13D

LIBERTY MEDIA INTERNATIONAL INC  
Form SC 13D  
May 02, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

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

LIBERTY MEDIA INTERNATIONAL, INC.  
(Name of Issuer)

SERIES A COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

530719103  
(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)

APRIL 22, 2005  
(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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CUSIP No. 530719103

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  
8,425,377 (1) (2)

8. SHARED VOTING POWER  
- 0 -

9. SOLE DISPOSITIVE POWER  
8,425,377 (1) (2)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

10. SHARED DISPOSITIVE POWER  
- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,425,377 (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)  
5.1%

14. TYPE OF REPORTING PERSON  
PN

- (1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.  
(2) Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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CUSIP No. 530719103

-----  
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

-----  
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  
8,425,377 (1) (2) (3)

-----  
8. SHARED VOTING POWER  
- 0 -

-----  
9. SOLE DISPOSITIVE POWER  
8,425,377 (1) (2) (3)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

-----  
10. SHARED DISPOSITIVE POWER  
- 0 -

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,425,377 (1) (2) (3)

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

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.1%

-----  
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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(3) Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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CUSIP No. 530719103

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  
547,444 (1)

8. SHARED VOTING POWER  
- 0 -

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

9. SOLE DISPOSITIVE POWER  
547,444 (1)

10. SHARED DISPOSITIVE POWER  
- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
547,444 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

14. TYPE OF REPORTING PERSON  
PN

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

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CUSIP No. 530719103

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  
547,444 (1) (2)

8. SHARED VOTING POWER  
- 0 -

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

9. SOLE DISPOSITIVE POWER  
547,444 (1) (2)

10. SHARED DISPOSITIVE POWER  
- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
547,444 (1) (2)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

14. TYPE OF REPORTING PERSON  
PN

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- (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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CUSIP No. 530719103

-----  
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  
8,972,821 (1) (2) (3)

-----  
8. SHARED VOTING POWER  
- 0 -

-----  
9. SOLE DISPOSITIVE POWER  
8,972,821 (1) (2) (3)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

-----  
10. SHARED DISPOSITIVE POWER  
- 0 -

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,972,821 (1) (2) (3)

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

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.4%

-----  
14. TYPE OF REPORTING PERSON

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CO

- 
- (1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 8,425,377 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 547,444 of such shares.
  - (2) Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.
  - (3) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

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CUSIP No. 530719103

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1. NAME OF REPORTING PERSON  
Cranberry Lake Partners, 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  
167,834(1)

---

8. SHARED VOTING POWER  
- 0 -

---

9. SOLE DISPOSITIVE POWER  
167,834(1)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

---

10. SHARED DISPOSITIVE POWER  
- 0 -

---

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
167,834(1)

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-----  
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  
PN  
-----

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

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CUSIP No. 530719103

-----  
1. NAME OF REPORTING PERSON  
Netcong Newton Partners, 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  
181,938 (1)  
-----

8. SHARED VOTING POWER  
- 0 -  
-----

9. SOLE DISPOSITIVE POWER  
181,938 (1)  
-----

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

10. SHARED DISPOSITIVE POWER  
- 0 -  
-----



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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
181,938 (1)

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

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

14. TYPE OF REPORTING PERSON  
PN

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

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CUSIP No. 530719103

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 (e) OR 2 (f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
California

7. SOLE VOTING POWER  
44,812 (1)

8. SHARED VOTING POWER  
- 0 -

Number Of Shares  
Beneficially Owned By  
Each Reporting Person

9. SOLE DISPOSITIVE POWER  
44,812 (1)

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With 10. SHARED DISPOSITIVE POWER  
- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
44,812 (1)

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

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

14. TYPE OF REPORTING PERSON  
CO

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

\*\* Denotes less than.

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CUSIP No. 530719103

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  
PF and 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  
284,806 (1)

8. SHARED VOTING POWER  
9,154,759 (2) (3)

9. SOLE DISPOSITIVE POWER  
284,806 (1)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

10. SHARED DISPOSITIVE POWER  
9,154,759 (2) (3)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,439,565 (1) (2) (3)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.7%  
-----

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

- (1) Of these shares, 71,560 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee for The John H. Scully Living Trust, dated 10/1/03, 44,812 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., 167,834 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as a trustee for the general partner of Cranberry Lake Partners, L.P., and 600 shares are held in John H. Scully's Individual Retirement Accounts, which are self-directed.
- (2) Of these shares, 8,972,821 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp., and 181,938 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of the general partners of Netcong Newton Partners, L.P.
- (3) Includes 5,067 shares of Series B common stock, which is convertible at the option of the holder, into Series A common stock.

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CUSIP No. 530719103

-----  
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  
PF and 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  
200,000 (1)

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-----  
8. SHARED VOTING POWER  
9,072,822 (2) (3)  
-----  
9. SOLE DISPOSITIVE POWER  
200,000 (1)  
-----  
Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With  
-----  
10. SHARED DISPOSITIVE POWER  
9,072,822 (2) (3)  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,272,822 (1) (2) (3)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.6%

14. TYPE OF REPORTING PERSON  
IN

- 
- (1) These shares are held in William E. Oberndorf's Individual Retirement Accounts, which are self-directed.
  - (2) Of these shares, 8,972,821 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., 1 share may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee for the William and Susan Oberndorf Trust, dated 10/19/98 and 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.
  - (3) Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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CUSIP No. 530719103

-----  
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

-----  
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  
USA

7. SOLE VOTING POWER  
- 0 -

8. SHARED VOTING POWER  
8,979,821 (1) (2)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

9. SOLE DISPOSITIVE POWER  
- 0 -

10. SHARED DISPOSITIVE POWER  
8,979,821 (1) (2)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,979,821 (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)  
5.4%

14. TYPE OF REPORTING PERSON  
IN

(1) Of these shares, 8,972,821 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 7,000 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as a controlling person, director and executive officer of The Elizabeth R. & William J. Patterson Foundation.

(2) Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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CUSIP No. 530719103

1. NAME OF REPORTING PERSON  
The John H. Scully Living Trust, dated 10/1/03

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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(e) OR 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
California

7. SOLE VOTING POWER  
239,394 (1) (3)

8. SHARED VOTING POWER  
181,938 (2) (3)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

9. SOLE DISPOSITIVE POWER  
239,394 (1) (2)

10. SHARED DISPOSITIVE POWER  
181,938 (2) (3)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
421,332 (1) (2) (3)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

14. TYPE OF REPORTING PERSON  
OO

- (1) Solely in its capacity as the sole general partner of Cranberry Lake Partners, L.P. with respect to 167,834 of such shares and directly with respect to 71,560 of such shares.
- (2) Solely in its capacity as one of the general partners of Netcong Newton Partners, L.P. with respect to 181,938 shares.
- (3) Power is exercised through its trustee, John H. Scully.

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CUSIP No. 530719103

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

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

3. SEC Use Only

4. SOURCE OF FUNDS  
PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
California

7. SOLE VOTING POWER  
1 (1)

8. SHARED VOTING POWER  
- 0 -

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

9. SOLE DISPOSITIVE POWER  
1 (1)

10. SHARED DISPOSITIVE POWER  
- 0 -

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

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

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

14. TYPE OF REPORTING PERSON  
OO

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

\*\* Denotes less than.

CUSIP No. 530719103

-----  
 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(e) OR 2(f)

-----  
 6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 California

-----  
 7. SOLE VOTING POWER  
 100,000 (1)

-----  
 8. SHARED VOTING POWER  
 - 0 -

Number Of Shares  
 Beneficially Owned By  
 Each Reporting Person  
 With

-----  
 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)  
 0.1%

-----  
 14. TYPE OF REPORTING PERSON  
 PN



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

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CUSIP No. 530719103

-----  
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(e) OR 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
California  
-----

7. SOLE VOTING POWER  
7,000 (1)  
-----

8. SHARED VOTING POWER  
- 0 -  
-----

9. SOLE DISPOSITIVE POWER  
7,000 (1)  
-----

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

10. SHARED DISPOSITIVE POWER  
- 0 -  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,000 (1)  
-----

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

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

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

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

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CUSIP No. 530719103

1. NAME OF REPORTING PERSON  
Edward H. McDermott

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(e) OR 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7. SOLE VOTING POWER  
160

8. SHARED VOTING POWER  
- 0 -

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With 9. SOLE DISPOSITIVE POWER  
160

10. SHARED DISPOSITIVE POWER  
- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
160

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

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-----  
\*\* Denotes less than.

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CUSIP No. 530719103

-----  
1. NAME OF REPORTING PERSON  
Vincent Scully

-----  
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(e) OR 2(f)

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

-----  
7. SOLE VOTING POWER  
240

-----  
8. SHARED VOTING POWER  
- 0 -

-----  
9. SOLE DISPOSITIVE POWER  
240

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

-----  
10. SHARED DISPOSITIVE POWER  
- 0 -

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
240

-----  
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

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IN

\*\* Denotes less than.

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CUSIP No. 530719103

1. NAME OF REPORTING PERSON  
Jeff S. Green

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 (e) OR 2 (f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7. SOLE VOTING POWER  
180

8. SHARED VOTING POWER  
- 0 -

Number Of Shares Beneficially Owned By  
Each Reporting Person With  
9. SOLE DISPOSITIVE POWER  
180

10. SHARED DISPOSITIVE POWER  
- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
180

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%

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### 14. TYPE OF REPORTING PERSON IN

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\*\* Denotes less than.

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#### ITEM 1. SECURITY AND ISSUER.

This statement relates to the shares of Series A common stock, par value \$0.01 per share ("Shares"), of Liberty Media International, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 12300 Liberty Boulevard, Englewood, Colorado 80112.

#### ITEM 2. IDENTITY AND BACKGROUND.

(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."), Cranberry Lake Partners, L.P., a California limited partnership ("CLP"), Netcong Newton Partners, L.P., a California limited partnership ("NNP"), Phoebe Snow Foundation, Inc., a California corporation ("PS Foundation"), John H. Scully ("JHS"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), The John H. Scully Living Trust, dated 10/1/03 ("JHS Trust"), the William and Susan Oberndorf Trust, dated 10/19/98 ("Oberndorf Trust"), Oberndorf Family Partners, a California partnership ("OFP"), The Elizabeth R. & William J. Patterson Foundation, a California corporation ("Patterson Foundation"), Edward H. McDermott ("EHM"), Vincent Scully ("VS") and Jeff S. Green ("JSG"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., CLP, NNP, PS Foundation, JHS, WEO, WJP, JHS Trust, Oberndorf Trust, OFP, Patterson Foundation, EHM, VS and JSG 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 Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b) - (c)

SPO

SPO is a Delaware limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SPO, 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 Securities Exchange Act of 1934, as amended (the "Act"), certain information with respect to SPO Advisory Partners, the sole general partner of SPO, is set forth below.

SPO ADVISORY PARTNERS

SPO Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SPO. The principal business address of SPO Advisory Partners, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941.

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Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the sole general partner of SPO Advisory Partners, is set forth below.

### SFP

SFP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SFP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California

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94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SF Advisory Partners, the sole general partner of SFP, is set forth below.

### SF ADVISORY PARTNERS

SF Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SFP. The principal business address of SF Advisory Partners, 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 SPO Advisory Corp., the sole general partner of SF Advisory Partners, is set forth below.

### SPO ADVISORY CORP.

SPO Advisory Corp. is a Delaware corporation, the principal business of which is serving as the sole general partner of each of SPO Advisory Partners and SF Advisory Partners. The principal business address of SPO Advisory Corp., 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, WEO and WJP, the three controlling persons of SPO Advisory Corp., is set forth below.

### CLP

CLP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of CLP, 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 Trust, the sole general partner of CLP, is set forth below.

### NNP

NNP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of NNP, 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 Trust, one of the general partners of NNP, is set forth below.

### PS Foundation

PS Foundation is a California corporation, the principal purpose of which is to be a private, grant-making charitable entity. The principal business

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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, executive officer and controlling person of PS Foundation, is set forth below.

### JHS

JHS' business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co., a Delaware corporation. The principal business of SPO Partners & Co. is operating as an investment firm. The principal business address of SPO Partners & Co., which serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is one of three controlling persons of SPO

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Advisory Corp., the sole general partner of each of SPO Advisory Partners and SF Advisory Partners. JHS is also the trustee for the JHS Trust.

### WEO

WEO's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co. WEO is one of three controlling persons of SPO Advisory Corp., the sole general partner of SPO Advisory Partners and SF Advisory Partners. WEO is also a trustee for the Oberndorf Trust and the sole general partner of OFP.

### WJP

WJP's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co. WJP is one of three controlling persons of SPO Advisory Corp., the sole general partner of SPO Advisory Partners and SF Advisory Partners. WJP is also a controlling person, director and executive officer of the Patterson Foundation.

### JHS TRUST

JHS Trust is a living trust, established for the benefit of JHS. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, the trustee for JHS Trust, is set forth above. The principal business address of JHS Trust, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941.

### OBERNDORF TRUST

Oberndorf Trust is a living trust, established for the benefit of WEO and his wife, Susan C. Oberndorf. WEO and Ms. Oberndorf are the trustees of Oberndorf Trust. The principal business address of Oberndorf Trust, 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 WEO is set forth above. Ms. Obendorf's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Oberndorf's present principal occupation is homemaker.

### OFP

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OFFP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of OFFP, 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 WEO, the sole general partner of OFFP, is set forth above.

### 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. The principal business address of Patterson 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 WJP, is set forth above. Ms. Patterson's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Patterson's present principal occupation is homemaker.

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### EHM

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

### VS

VS' business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. He is presently self-employed.

### JSG

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

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All of the natural persons identified in this Item 2 are citizens of the United States of America.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

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	\$295,544,738



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SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$19,117,032
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
CLP	Contributions from Partners	\$6,063,029
NNP	Contributions from Partners	\$6,732,336
PS Foundation	Contributions from Shareholders	\$1,478,149
JHS	Personal Funds (1)	\$24,810
WEO	Personal Funds (1)	\$8,282,827
WJP	Not Applicable	Not Applicable
JHS Trust	Personal Funds(1)	\$2,754,499
Oberndorf Trust	Personal Funds(1)	\$2,891
OFP	Contributions from Partners	\$4,147,744
Patterson Foundation	Contributions from Shareholders	\$209,591
EHM	Personal Funds(1)	\$2,311
VS	Personal Funds(1)	\$7,578
JSG	Personal Funds(1)	\$5,702

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- (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 specific purpose of acquiring, holding, trading or voting Shares.

#### ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons have acquired the Shares reported herein for investment purposes. Consistent with such purpose, the Reporting Persons have had, and may have in the future, discussions with management of the Issuer and may make suggestions concerning the Issuer's operations, prospects, business and financial strategies, assets and liabilities, business and financing alternatives and such other matters as the Reporting Persons may deem relevant to their investments in the Shares and other securities of the Issuer. Each Reporting Person expects that it will, from time to time, review its investment position in the Issuer and may, depending on market and other conditions, increase or decrease its investment position in the Shares or other securities of the Issuer.

Whether the Reporting Persons purchase any additional Shares or other securities of the Issuer or dispose of any Shares or other securities of the Issuer, and the amount and timing of any such transactions, will depend upon the Reporting Persons' individual continuing assessments of pertinent factors, including the availability of Shares or other securities of the Issuer for purchase at particular price levels, the Issuer's and the particular Reporting Person's business and prospects, other business investment opportunities available to the particular Reporting Person, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Issuer, the availability and nature of opportunities to dispose of the particular Reporting Person's interest in the Issuer, to realize trading profits or minimize trading losses, and other plans and requirements of the particular Reporting Person. Depending upon its individual assessments of these factors from time to time, each Reporting Person may change its present intentions as stated above, including determining to acquire additional Shares or other securities of the Issuer (by means of open market or privately negotiated purchases) or to dispose of some or all of the Shares or other securities of the Issuer held by or under the control of such Reporting Person. In addition, each Reporting Person may from time to time enter into equity swap or other derivative transactions with respect to its investment in the Shares or other securities of the Issuer.

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Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Act.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 165,514,962 total outstanding shares of Series A common stock as reported on the Issuer's 10-K/A filed with the Securities and Exchange Commission on April 28, 2005.

#### SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 8,425,377 Shares\*\*, which constitutes approximately 5.1% of the outstanding Shares.

\*\* Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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#### 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 8,425,377 Shares\*\*, which constitutes approximately 5.1% of the outstanding Shares.

#### SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 547,444 Shares, which constitutes approximately 0.3% of the outstanding Shares.

#### SF Advisory Partners

Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 547,444 Shares, which constitutes approximately 0.3% 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 8,972,821 Shares\*\* in the aggregate, which constitutes approximately 5.4% of the outstanding Shares.

#### CLP

The aggregate number of Shares that CLP owns beneficially, pursuant to Rule 13d-3 of the Act, is 167,834 Shares, which constitutes approximately 0.1% of the outstanding Shares.

#### NNP

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The aggregate number of Shares that NNP owns beneficially, pursuant to Rule 13d-3 of the Act, is 181,938 Shares, which constitutes approximately 0.1% 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 44,812 Shares, which constitutes less than 0.1% of the outstanding Shares.

### JHS

Individually, and because of his positions as a control person of SPO Advisory Corp. and the trustee for JHS Trust, which serves as the sole general partner of CLP and a general partner of NNP, and controlling person, sole director and officer of PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 9,439,565 Shares\*\*, which constitutes approximately 5.7% of the outstanding Shares.

\*\* Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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### 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, WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 9,272,822 Shares\*\* in the aggregate, which constitutes approximately 5.6% of the outstanding Shares.

### WJP

Because of his position as a control person of SPO Advisory Corp. and a controlling 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 8,979,821 Shares\*\* in the aggregate, which constitutes approximately 5.4% of the outstanding Shares.

### JHS Trust

Individually, and because of its position as the sole general partner of CLP and a general partner of NNP, JHS Trust may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 421,332 Shares, which constitutes approximately 0.3% of the outstanding Shares.

### Oberndorf Trust

The aggregate number of Shares that Oberndorf Trust owns beneficially, pursuant to Rule 13d-3 of the Act, is 1 Share, which constitutes less than 0.1% 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 0.1% of the outstanding Shares.

### Patterson Foundation

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The aggregate number of Shares that Patterson Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 7,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

EHM

The aggregate number of Shares that EHM owns beneficially, pursuant to Rule 13d-3 of the Act, is 160 Shares, which constitutes less than 0.1% of the outstanding Shares.

VS

The aggregate number of Shares that VS owns beneficially, pursuant to Rule 13d-3 of the Act, is 240 Shares, which constitutes less than 0.1% of the outstanding Shares.

JSG

The aggregate number of Shares that JSG owns beneficially, pursuant to Rule 13d-3 of the Act, is 180 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 8,425,337 Shares\*\*.

\*\* Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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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 8,425,377 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 547,444 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 547,444 Shares.

SPO Advisory Corp.

Acting through its controlling persons and in its capacities as the

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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 8,972,821 Shares\*\* in the aggregate.

### CLP

Acting through its sole general partner, CLP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 167,834 Shares.

### NNP

Acting through a general partner, NNP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 181,938 Shares.

### 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 44,812 Shares.

### 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 8,972,821 Shares\*\* held by SPO and SFP in the aggregate. Because of his position as the trustee for JHS Trust, which serves as the sole general partner of CLP, JHS may be deemed to have sole power to vote or to direct the vote and to dispose or to direct the disposition of 167,834 Shares held by CLP. Because of his position as the trustee for JHS Trust, which serves as a general partner of NNP, JHS may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 181,938 Shares held by NNP. JHS may be deemed to have the sole power to vote or to direct the vote and to dispose or to direct the disposition of 71,560 Shares held by JHS Trust, 600 Shares held in the John H. Scully Individual Retirement Accounts, which are self-directed individual retirement accounts, and 44,812 Shares held by the PS Foundation, for which JHS is the controlling person, sole director and officer.

\*\* Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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### WEO

As one of three controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 8,972,821 Shares\*\* held by SPO and SFP in the aggregate. WEO may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 1 Share held in the Oberndorf Trust. Individually, and because of his position as the sole general partner of OFFP, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 100,000 Shares held by OFFP and 200,000 Shares held in Mr. Oberndorf's Individual Retirement Accounts, which are self-directed.

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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 8,972,821 Shares\*\* held by SPO and SFP in the aggregate. WJP may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 7,000 Shares held by the Patterson Foundation.

JHS Trust

Acting through its trustee and in its capacity as the sole general partner of CLP, JHS Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 239,394 Shares in the aggregate. Acting through its trustee and in its capacity as a general partner of NNP, JHS Trust has the shared power to vote or to direct the vote and to dispose or to direct the disposition of 181,938 Shares.

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 1 Share 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 7,000 Shares.

EHM

EHM has the sole power to vote or to direct the vote and to dispose or direct the disposition of 160 Shares.

VS

VS has the sole power to vote or to direct the vote and to dispose or direct the disposition of 240 Shares.

JSG

JSG has the sole power to vote or to direct the vote and to dispose or direct the disposition of 180 Shares.

\*\* Includes 5,067 shares of Series B common stock, which is convertible, at the option of the holder, into Series A common stock.

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(c) Within the past 60 days of the date of this statement, Reporting Persons purchased Shares in open market transactions on the Nasdaq National 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 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as set forth herein or in the Exhibits filed herewith, there are no other contracts, arrangements, understandings or relationships of the type required to be disclosed in response to Item 6 of Schedule 13D of the Act with respect to the Shares owned by the Reporting Persons.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A: Agreement pursuant to Rule 13d-1 (k)  
Exhibit B: Power of Attorney

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SIGNATURE

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

Dated May 2, 2005

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)  
CRANBERRY LAKE PARTNERS, L.P.(1)  
NETCONG NEWTON PARTNERS, L.P.(1)  
PHOEBE SNOW FOUNDATION, INC.(1)  
JOHN H. SCULLY(1)  
WILLIAM E. OBERNDORF(1)  
WILLIAM J. PATTERSON(1)  
THE JOHN H. SCULLY LIVING TRUST,

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DATED 10/1/03(1)  
 WILLIAM AND SUSAN OBERNDORF TRUST,  
 DATED 10/19/98(1)  
 OBERNDORF FAMILY TRUST  
 THE ELIZABETH R. & WILLIAM J.  
 PATTERSON FOUNDATION(1)  
 EDWARD H. MCDERMOTT  
 VINCENT SCULLY(1)  
 JEFF S. GREEN(1)

(1) 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 (\$) -----	WHERE/HOW TRANSACTION EF -----
SPO Partners II, L.P.	4/13/2005	Buy	4700	42.87	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	11750	42.87	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	11750	42.88	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	63450	42.90	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	2350	42.93	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	9400	42.94	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	9400	42.94	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	9400	42.95	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	7050	42.96	Open Market/Br
SPO Partners II, L.P.	4/13/2005	Buy	11750	42.96	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	300	42.87	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	750	42.87	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	750	42.88	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	4050	42.90	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	150	42.93	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	600	42.94	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	600	42.94	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	600	42.95	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	450	42.96	Open Market/Br
San Francisco Partners, L.P.	4/13/2005	Buy	750	42.96	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	7,050	42.8380	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	1,330	42.8400	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	4,700	42.8490	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	19,319	42.8500	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	4,700	42.8520	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	7,050	42.8550	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	17,563	42.8600	Open Market/Br

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SPO Partners II, L.P.	4/14/2005	Buy	2,059	42.8700	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	9,400	42.8760	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	7,050	42.8790	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	5,998	42.8800	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	3,369	42.8900	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	7,050	42.8920	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	18,937	42.9000	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	6,448	42.9100	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	9,400	42.9120	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	12,933	42.9200	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	5,076	42.9300	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	14,100	42.9350	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	3,442	42.9400	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	30,426	42.9500	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	14,100	42.9910	Open Market/Br
SPO Partners II, L.P.	4/14/2005	Buy	23,500	43.0000	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	450	42.8380	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	85	42.8400	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	300	42.8490	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	1,233	42.8500	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	300	42.8520	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	450	42.8550	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	1,121	42.8600	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	131	42.8700	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	600	42.8760	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	450	42.8790	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	383	42.8800	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	215	42.8900	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	450	42.8920	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	1,209	42.9000	Open Market/Br

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San Francisco Partners, L.P.	4/14/2005	Buy	412	42.9100	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	600	42.9120	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	825	42.9200	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	324	42.9300	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	900	42.9350	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	220	42.9400	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	1,942	42.9500	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	900	42.9910	Open Market/Br
San Francisco Partners, L.P.	4/14/2005	Buy	1,500	43.0000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	209	42.0200	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	94	42.0500	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	3,052	42.0700	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	744	42.0800	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	2,750	42.0900	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	8,505	42.1000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	2,221	42.1100	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	192	42.1200	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	6,956	42.1300	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	1,685	42.1400	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	20,678	42.1500	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	1,026	42.1600	Open Market/Br

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SPO Partners II, L.P.	4/15/2005	Buy	2,233	42.1700	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	5,554	42.1800	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	1,947	42.1900	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	33,235	42.2000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	7,990	42.2100	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	2,840	42.2200	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	233	42.2300	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	2,084	42.2400	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	4,418	42.2500	Open Market/Br

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SPO Partners II, L.P.	4/15/2005	Buy	2,647	42.2600	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	2,422	42.2700	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	4,125	42.2800	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	2,692	42.2900	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	21,490	42.3000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	4,700	42.3100	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	927	42.3200	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	1,893	42.3300	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	16,630	42.4000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	3,760	42.4100	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	290	42.4200	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	3,680	42.5000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	138	42.5400	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	345	42.5600	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	1,282	42.5800	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	110	42.5900	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	1,629	42.6000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	188	42.6700	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	752	42.6900	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	6,768	42.7000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	1,222	42.7500	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	940	42.8000	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	94	42.8800	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	188	42.8900	Open Market/Br
SPO Partners II, L.P.	4/15/2005	Buy	442	42.9000	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	13	42.0200	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	6	42.0500	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	195	42.0700	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	47	42.0800	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	175	42.0900	Open Market/Br

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San Francisco Partners, L.P.	4/15/2005	Buy	543	42.1000	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	142	42.1100	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	12	42.1200	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	444	42.1300	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	108	42.1400	Open Market/Br
San Francisco Partners, L.P.	4/15/2005	Buy	1,320	42.1500	Open Market/Br

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San Francisco Partners, L.P.	4/15/2005	Buy	65	42.1600	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	142	42.1700	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	354	42.1800	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	124	42.1900	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	2,121	42.2000	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	510	42.2100	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	181	42.2200	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	15	42.2300	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	133	42.2400	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	282	42.2500	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	169	42.2600	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	155	42.2700	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	263	42.2800	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	172	42.2900	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	1,372	42.3000	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	300	42.3100	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	59	42.3200	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	121	42.3300	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	1,062	42.4000	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	240	42.4100	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	18	42.4200	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	235	42.5000	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	9	42.5400	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	22	42.5600	Open Market/Bri

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San Francisco Partners, L.P.	4/15/2005	Buy	82	42.5800	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	7	42.5900	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	104	42.6000	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	12	42.6700	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	48	42.6900	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	432	42.7000	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	78	42.7500	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	60	42.8000	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	6	42.8800	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	12	42.8900	Open Market/Bri
San Francisco Partners, L.P.	4/15/2005	Buy	30	42.9000	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	2,068	41.9600	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	2,233	41.9900	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	24,172	42.0000	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	1,064	42.0100	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	4,489	42.0200	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	967	42.0300	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	6,606	42.0400	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	16,787	42.0500	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	10,386	42.0600	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	7,074	42.0700	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	3,444	42.0800	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	9,246	42.0900	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	2,643	42.1000	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	5,828	42.1100	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	188	42.1200	Open Market/Bri
SPO Partners II, L.P.	4/18/2005	Buy	1,705	42.1300	Open Market/Bri
San Francisco Partners, L.P.	4/18/2005	Buy	132	41.9600	Open Market/Bri
San Francisco Partners, L.P.	4/18/2005	Buy	142	41.9900	Open Market/Bri
San Francisco Partners, L.P.	4/18/2005	Buy	1,543	42.0000	Open Market/Bri

San Francisco Partners, L.P.	4/18/2005	Buy	68	42.0100	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	286	42.0200	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	62	42.0300	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	422	42.0400	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	1,072	42.0500	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	663	42.0600	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	452	42.0700	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	220	42.0800	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	590	42.0900	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	169	42.1000	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	372	42.1100	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	12	42.1200	Open Market/Br
San Francisco Partners, L.P.	4/18/2005	Buy	95	42.1300	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	4,512	41.7200	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	4,700	41.7500	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	13,016	41.7800	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	6,450	41.8000	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	6,153	41.8100	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	2,117	41.8300	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	1,316	41.8400	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	7,027	41.8500	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	3,078	41.8600	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	5,175	41.8700	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	10,837	41.8800	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	6,649	41.8900	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	12,104	41.9000	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	16,162	41.9100	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	14,435	41.9200	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	2,153	41.9300	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	12,226	41.9500	Open Market/Br

SPO Partners II, L.P.	4/19/2005	Buy	6,683	41.9600	Open Market/Br
SPO Partners II, L.P.	4/19/2005	Buy	1,307	41.9800	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	288	41.7200	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	300	41.7500	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	831	41.7800	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	412	41.8000	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	393	41.8100	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	135	41.8300	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	84	41.8400	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	448	41.8500	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	196	41.8600	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	330	41.8700	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	692	41.8800	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	424	41.8900	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	773	41.9000	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	1,032	41.9100	Open Market/Br

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San Francisco Partners, L.P.	4/19/2005	Buy	921	41.9200	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	137	41.9300	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	780	41.9500	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	427	41.9600	Open Market/Br
San Francisco Partners, L.P.	4/19/2005	Buy	97	41.9800	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	376	41.6000	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	94	41.6100	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	2,751	41.6200	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	5,280	41.6300	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	3,745	41.6400	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	2,904	41.6500	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	4,632	41.6700	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	3,838	41.6800	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	7,316	41.6900	Open Market/Br

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SPO Partners II, L.P.	4/20/2005	Buy	34,007	41.7000	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	854	41.7100	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	7,520	41.7200	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	2,528	41.7300	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	6,347	41.7400	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	1,989	41.7500	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	3,044	41.7600	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	1,433	41.7700	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	486	41.7800	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	1,686	41.7900	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	664	41.8000	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	1,167	41.8100	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	564	41.8200	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	1,128	41.8300	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	731	41.8400	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	1,316	41.8500	Open Market/Br
SPO Partners II, L.P.	4/20/2005	Buy	3,100	41.8600	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	24	41.6000	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	6	41.6100	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	176	41.6200	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	337	41.6300	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	239	41.6400	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	185	41.6500	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	296	41.6700	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	245	41.6800	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	467	41.6900	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	2,171	41.7000	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	55	41.7100	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	480	41.7200	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	161	41.7300	Open Market/Br

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San Francisco Partners, L.P.	4/20/2005	Buy	405	41.7400	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	127	41.7500	Open Market/Br

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San Francisco Partners, L.P.	4/20/2005	Buy	194	41.7600	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	91	41.7700	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	31	41.7800	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	108	41.7900	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	42	41.8000	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	75	41.8100	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	36	41.8200	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	72	41.8300	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	47	41.8400	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	84	41.8500	Open Market/Br
San Francisco Partners, L.P.	4/20/2005	Buy	146	41.8600	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	5,541	41.8500	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	102	41.9600	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	40	42.2000	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	4,862	42.2500	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	6,540	42.3000	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	2,099	42.3100	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	2,088	42.3200	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	4,317	42.3300	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	2,389	42.3400	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	3,490	42.3500	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	2,153	42.3600	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	9	42.3700	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	940	42.3800	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	20	42.4000	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	940	42.4100	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	3,423	42.4200	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	1,430	42.4300	Open Market/Br

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SPO Partners II, L.P.	4/21/2005	Buy	3,730	42.4400	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	4,751	42.4500	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	5,655	42.4600	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	376	42.4800	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	940	42.4900	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	376	42.7100	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	1,014	42.7200	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	542	42.7300	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	10,888	42.7400	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	10,209	42.7500	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	188	42.8100	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	11,101	42.8200	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	566	42.8300	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	2,448	42.8400	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	4,604	42.8500	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	7,268	42.8600	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	376	42.8800	Open Market/Br
SPO Partners II, L.P.	4/21/2005	Buy	85	42.8900	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	354	41.8500	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	7	41.9600	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	3	42.2000	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	310	42.2500	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	417	42.3000	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	134	42.3100	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	133	42.3200	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	276	42.3300	Open Market/Br

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San Francisco Partners, L.P.	4/21/2005	Buy	153	42.3400	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	223	42.3500	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	137	42.3600	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	1	42.3700	Open Market/Br

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San Francisco Partners, L.P.	4/21/2005	Buy	60	42.3800	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	1	42.4000	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	60	42.4100	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	219	42.4200	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	91	42.4300	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	238	42.4400	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	303	42.4500	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	361	42.4600	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	24	42.4800	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	60	42.4900	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	24	42.7100	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	65	42.7200	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	35	42.7300	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	695	42.7400	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	652	42.7500	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	12	42.8100	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	709	42.8200	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	36	42.8300	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	156	42.8400	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	294	42.8500	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	428	42.8600	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	24	42.8800	Open Market/Br
San Francisco Partners, L.P.	4/21/2005	Buy	5	42.8900	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	40	42.0400	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	2,207	42.0500	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	783	42.0900	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	376	42.1100	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	199	42.1200	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	94	42.1300	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	3,512	42.1400	Open Market/Br

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SPO Partners II, L.P.	4/22/2005	Buy	16,288	42.1500	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	94	42.1600	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	2,476	42.1900	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	1,127	42.2000	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	188	42.2100	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	752	42.2200	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	415	42.2300	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	7,168	42.2400	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	1,054	42.4400	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	1,510	42.4600	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	14,562	42.4700	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	94	42.4900	Open Market/Br

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SPO Partners II, L.P.	4/22/2005	Buy	6,674	42.5000	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	470	42.5100	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	189	42.5200	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	188	42.5300	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	2,583	42.5400	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	1,011	42.5500	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	120	42.5600	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	165	42.5700	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	470	42.5900	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	752	42.6100	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	1,550	42.6400	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	2,580	42.6500	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	1,794	42.6600	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	2,723	42.6700	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	564	42.6800	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	470	42.7200	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	728	42.7300	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	5,462	42.7400	Open Market/Br

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SPO Partners II, L.P.	4/22/2005	Buy	9,014	42.7500	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	3,210	42.7600	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	3,623	42.7700	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	13,485	42.7900	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	2,330	42.8100	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	470	42.8200	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	7,199	42.8400	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	151	42.8600	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	1,434	42.9000	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	2,542	42.9100	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	6,858	42.9200	Open Market/Br
SPO Partners II, L.P.	4/22/2005	Buy	4,552	42.9500	Open Market/Br
San Francisco Partners, L.P.	4/22/2005	Buy	3	42.0400	Open Market/Br
San Francisco Partners, L.P.	4/22/2005	Buy	141	42.0500	Open Market/Br
San Francisco Partners, L.P.	4/22/2005	Buy	50	42.0900	Open Market/Br
San Francisco Partners, L.P.	4/22/2005	Buy	24	42.1100	Open Market/Br
San Francisco Partners, L.P.	4/22				