

LAMAR ADVERTISING CO/NEW
Form SC 13D/A
April 15, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

LAMAR ADVERTISING COMPANY
(Name of Issuer)

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

512815101
(CUSIP Number)

SPO Advisory Corp.
591 Redwood Highway, Suite 3215
Mill Valley, California 94941
(415) 383-6600

with a copy to:

Alison S. Ressler
Sullivan & Cromwell LLP
1888 Century Park East
Los Angeles, California 90067-1725
(310) 712-6600

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

April 11, 2008
(Date of Event which Requires Filing of This Statement)

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

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

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

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

3. SEC Use Only

4. SOURCE OF FUNDS WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
12,743,384 (1)

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

9. SOLE DISPOSITIVE POWER
12,743,384 (1)

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,743,384

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.3%

14. TYPE OF REPORTING PERSON
PN

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

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

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

3. SEC Use Only

4. SOURCE OF FUNDS Not Applicable

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

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 12,743,384 (1) (2)
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 12,743,384 (1) (2)
	10.	SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,743,384

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.3%

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.

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

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

3. SEC Use Only

4. SOURCE OF FUNDS
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 548,030 (1)
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 548,030 (1)

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10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
548,030

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.7%

14. TYPE OF REPORTING PERSON
PN

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

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

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
548,030 (1) (2)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
548,030 (1) (2)

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
548,030

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.7%

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14. TYPE OF REPORTING PERSON
PN

-
- (1) Solely in its capacity as the sole general partner of San Francisco Partners II, L.P.
 - (2) Power is exercised through its sole general partner, SPO Advisory Corp.

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1. NAME OF REPORTING PERSON
SPO Advisory Corp.

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
13,291,414 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
13,291,414 (1)

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,291,414

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.0%

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 12,743,384 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 548,030 of such shares.
 - (2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

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1. NAME OF REPORTING PERSON
John Scully

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

	7. SOLE VOTING POWER 236,300 (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER 13,291,414 (2)

	9. SOLE DISPOSITIVE POWER 236,300 (1)

	10. SHARED DISPOSITIVE POWER 13,291,414 (2)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,527,714

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.3%

14. TYPE OF REPORTING PERSON
IN

- (1) Of these shares, 5,200 shares are held in the John H. Scully Individual Retirement Accounts, which are self-directed, and 231,100 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.
- (2) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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1. NAME OF REPORTING PERSON
William E. Oberndorf

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

	7. SOLE VOTING POWER -0-
	8. SHARED VOTING POWER 13,291,414 (1)
	9. SOLE DISPOSITIVE POWER -0-
	10. SHARED DISPOSITIVE POWER 13,291,414 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,291,414

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.0%

14. TYPE OF REPORTING PERSON
IN

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

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1. NAME OF REPORTING PERSON
William J. Patterson

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

3. SEC Use Only

4. SOURCE OF FUNDS
Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

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ITEMS 2(e) OR 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7. SOLE VOTING POWER
1,300 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER
13,340,114 (2)

9. SOLE DISPOSITIVE POWER
1,300 (1)

10. SHARED DISPOSITIVE POWER
13,340,114 (2)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,341,414

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.0%

14. TYPE OF REPORTING PERSON
IN

(1) These shares are held in the William J. Patterson Individual Retirement Account, which is self directed.

(2) Of these shares, 13,291,414 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 48,700 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.

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

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

3. SEC Use Only

4. SOURCE OF FUNDS
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

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California

	7.	SOLE VOTING POWER 231,100 (1)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 231,100 (1)
	10.	SHARED DISPOSITIVE POWER -0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 231,100	
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) 0.3%	
14.	TYPE OF REPORTING PERSON CO	

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

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1.	NAME OF REPORTING PERSON The Elizabeth R. & William J. Patterson Foundation		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a)	<input type="checkbox"/>
		(b)	<input checked="" type="checkbox"/>
3.	SEC Use Only		
4.	SOURCE OF FUNDS WC		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION California		
	7.	SOLE VOTING POWER 48,700 (1)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER -0-	
	9.	SOLE DISPOSITIVE POWER 48,700 (1)	

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10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,700

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 persons, directors and executive officers, William J. Patterson and Elizabeth R. Patterson.

** Denotes less than.

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1. NAME OF REPORTING PERSON
Eli J. Weinberg

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

3. SEC Use Only

4. SOURCE OF FUNDS
PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7. SOLE VOTING POWER
126

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
126

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
126

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

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

14. TYPE OF REPORTING PERSON
 IN

** Denotes less than.

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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
 USA

7. SOLE VOTING POWER
 1,156 (1)

NUMBER OF SHARES
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON WITH

8. SHARED VOTING POWER
 -0-

9. SOLE DISPOSITIVE POWER
 1,156 (1)

10. SHARED DISPOSITIVE POWER
 -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,156

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.

(1) Of these shares, 256 shares are held in the Ian R. McGuire Individual Retirement Account, which is self-directed.

This Amendment No. 6 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on August 22, 2005 and as amended on May 10, 2006, July 19, 2006, July 31, 2007, October 2, 2007 and March 21, 2008. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used therein and not defined herein shall have the meanings ascribed thereto in the Original 13D.

ITEM 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	\$558,278,544
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$23,717,285
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable and Personal Funds	\$261,149
WEO	Not Applicable	Not Applicable
WJP	Not Applicable and Personal Funds	\$51,303
PS Foundation	Contributions from Shareholders	\$13,108,343
Patterson Foundation	Contributions from Shareholders	\$1,909,991
EJW	Personal Funds	\$5,672
IRM	Personal Funds	\$55,943

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 78,367,063 total outstanding shares of Class A common stock as reported on the Issuer's 10-K filed with the Securities and Exchange Commission on February 28, 2008.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 12,743,384 Shares, which constitutes approximately 16.3% 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 12,743,384 Shares, which constitutes approximately 16.3% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 548,030 Shares, which constitutes approximately 0.7% 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 548,030 Shares, which constitutes approximately 0.7% 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 13,291,414 Shares in the aggregate, which constitutes approximately 17.0% of the outstanding Shares.

JHS

Individually, and because of his positions as a control person of SPO Advisory Corp. and controlling person, sole director and executive officer of PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 13,527,714 Shares, which constitutes approximately 17.3% of the outstanding Shares.

WEO

Because of his position as a control person of SPO Advisory Corp., WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 13,291,414 Shares, which constitutes approximately 17.0% of the outstanding Shares.

WJP

Individually and because of his position as a control person of SPO Advisory Corp. and as a control person, director and executive officer of Patterson Foundation, WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 13,341,414 Shares, which constitutes approximately 17.0% 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 231,100 Shares, which constitutes approximately 0.3% 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 48,700 Shares, which constitutes less than 0.1% of the outstanding Shares.

EJW

The aggregate number of Shares that EJW owns beneficially, pursuant to Rule 13d-3 of the Act, is 126 Shares, which constitutes less than 0.1% of the outstanding Shares.

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IRM

The aggregate number of Shares that IRM owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,156 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 12,743,384 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 12,743,384 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 548,030 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 548,030 Shares.

SPO Advisory Corp.

Acting through its controlling persons and in its capacities as the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 13,291,414 Shares in the aggregate.

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JHS

As one of three controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 13,291,414 Shares held by SPO and SFP in the aggregate. In addition, JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 5,200 Shares held in the John H. Scully Individual Retirement Accounts, which are self-directed individual retirement accounts, and 231,100 Shares held by the PS Foundation, for which JHS is the controlling person, sole director and executive officer.

WEO

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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 13,291,414 Shares held by SPO and SFP in the aggregate.

WJP

As one of the controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS and WEO to vote or to direct the vote and to dispose or to direct the disposition of 13,291,414 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 48,700 Shares held by the Patterson Foundation. In addition, WJP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,300 Shares held in the William J. Patterson Individual Retirement Account, which is a self-directed individual retirement account.

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 231,100 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 48,700 Shares.

EJW

EJW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 126 Shares.

IRM

IRM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 256 Shares held in the Ian R. McGuire Individual Retirement Account, which is a self-directed individual retirement account. In addition, IRM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 900 Shares.

(c) Since the most recent filing on Schedule 13D, Reporting Persons purchased Shares in open market transactions on the Nasdaq Global Select Market as set forth on Schedule I attached hereto.

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Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Shares 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.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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

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

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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 April 15, 2008

By: /s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

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

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

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

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)

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SPO Partners II, L.P.	03/28/2008	Buy	11,971	34.9500
SPO Partners II, L.P.	03/28/2008	Buy	363	34.9600
SPO Partners II, L.P.	03/28/2008	Buy	91	34.9700
SPO Partners II, L.P.	03/28/2008	Buy	91	34.9800
SPO Partners II, L.P.	03/28/2008	Buy	1,000	34.9860
SPO Partners II, L.P.	03/28/2008	Buy	13,984	34.9950
SPO Partners II, L.P.	03/28/2008	Buy	570	35.0200
SPO Partners II, L.P.	03/28/2008	Buy	2,827	35.0300
SPO Partners II, L.P.	03/28/2008	Buy	273	35.0400
SPO Partners II, L.P.	03/28/2008	Buy	363	35.0500
SPO Partners II, L.P.	03/28/2008	Buy	182	35.0600
SPO Partners II, L.P.	03/28/2008	Buy	6,171	35.0650
SPO Partners II, L.P.	03/28/2008	Buy	5,369	35.0800
SPO Partners II, L.P.	03/28/2008	Buy	7,452	35.0850
SPO Partners II, L.P.	03/28/2008	Buy	545	35.1000
SPO Partners II, L.P.	03/28/2008	Buy	727	35.1100
SPO Partners II, L.P.	03/28/2008	Buy	1,090	35.1204
SPO Partners II, L.P.	03/28/2008	Buy	5,725	35.1300
SPO Partners II, L.P.	03/28/2008	Buy	454	35.1400
SPO Partners II, L.P.	03/28/2008	Buy	273	35.1500
SPO Partners II, L.P.	03/28/2008	Buy	727	35.1600
SPO Partners II, L.P.	03/28/2008	Buy	182	35.1700
SPO Partners II, L.P.	03/28/2008	Buy	7,997	35.1800
SPO Partners II, L.P.	03/28/2008	Buy	182	35.1900
SPO Partners II, L.P.	03/28/2008	Buy	91	35.2000
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	1,167	34.9500
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	35	34.9600
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	9	34.9700
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	9	34.9800
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	97	34.9860
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	1,364	34.9950
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	55	35.0200
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	276	35.0300
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	27	35.0400
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	35	35.0500
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	18	35.0600
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	602	35.0650
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	524	35.0800
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	727	35.0850
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	53	35.1000
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	71	35.1100
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	106	35.1204
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	558	35.1300

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Foundation	03/28/2008	Buy	44	35.1400
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	27	35.1500
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	71	35.1600
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	18	35.1700
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	780	35.1800
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	18	35.1900
The Elizabeth R. and William J. Patterson Foundation	03/28/2008	Buy	9	35.2000
John H Scully SEP	03/28/2008	Buy	18	34.9500
John H Scully SEP	03/28/2008	Buy	1	34.9600
John H Scully SEP	03/28/2008	Buy	1	34.9860
John H Scully SEP	03/28/2008	Buy	20	34.9950
John H Scully SEP	03/28/2008	Buy	1	35.0200

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

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
John H Scully SEP	03/28/2008	Buy	4	35.0300
John H Scully SEP	03/28/2008	Buy	1	35.0500
John H Scully SEP	03/28/2008	Buy	9	35.0650
John H Scully SEP	03/28/2008	Buy	8	35.0800
John H Scully SEP	03/28/2008	Buy	11	35.0850
John H Scully SEP	03/28/2008	Buy	1	35.1000
John H Scully SEP	03/28/2008	Buy	1	35.1100
John H Scully SEP	03/28/2008	Buy	2	35.1204
John H Scully SEP	03/28/2008	Buy	8	35.1300
John H Scully SEP	03/28/2008	Buy	1	35.1400
John H Scully SEP	03/28/2008	Buy	1	35.1600
John H Scully SEP	03/28/2008	Buy	12	35.1800
William J. Patterson's IRA	03/28/2008	Buy	17	34.9500
William J. Patterson's IRA	03/28/2008	Buy	1	34.9600
William J. Patterson's IRA	03/28/2008	Buy	2	34.9860
William J. Patterson's IRA	03/28/2008	Buy	21	34.9950
William J. Patterson's IRA	03/28/2008	Buy	1	35.0200
William J. Patterson's IRA	03/28/2008	Buy	4	35.0300
William J. Patterson's IRA	03/28/2008	Buy	1	35.0500
William J. Patterson's IRA	03/28/2008	Buy	9	35.0650
William J. Patterson's IRA	03/28/2008	Buy	8	35.0800
William J. Patterson's IRA	03/28/2008	Buy	10	35.0850
William J. Patterson's IRA	03/28/2008	Buy	1	35.1000
William J. Patterson's IRA	03/28/2008	Buy	1	35.1100
William J. Patterson's IRA	03/28/2008	Buy	2	35.1204
William J. Patterson's IRA	03/28/2008	Buy	9	35.1300
William J. Patterson's IRA	03/28/2008	Buy	1	35.1400
William J. Patterson's IRA	03/28/2008	Buy	1	35.1600
William J. Patterson's IRA	03/28/2008	Buy	11	35.1800
SPO Partners II, L.P.	03/31/2008	Buy	60,115	35.1000
San Francisco Partners II, L.P.	03/31/2008	Buy	3,000	35.1000

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John H Scully SEP	03/31/2008	Buy	800	35.1000
John H Scully IRRA	03/31/2008	Buy	100	35.1000
William J. Patterson's IRA	03/31/2008	Buy	500	35.1000
SPO Partners II, L.P.	04/09/2008	Buy	5,082	34.5400
SPO Partners II, L.P.	04/09/2008	Buy	3,551	34.5500
SPO Partners II, L.P.	04/09/2008	Buy	5,391	34.5700
SPO Partners II, L.P.	04/09/2008	Buy	5,182	34.5800
SPO Partners II, L.P.	04/09/2008	Buy	2,768	34.5900
SPO Partners II, L.P.	04/09/2008	Buy	18,904	34.6000
SPO Partners II, L.P.	04/09/2008	Buy	5,278	34.6200
SPO Partners II, L.P.	04/09/2008	Buy	12,571	34.6300
SPO Partners II, L.P.	04/09/2008	Buy	42,974	34.6400
SPO Partners II, L.P.	04/09/2008	Buy	29,491	34.6500
SPO Partners II, L.P.	04/09/2008	Buy	13,722	34.6600
SPO Partners II, L.P.	04/09/2008	Buy	11,419	34.6700
SPO Partners II, L.P.	04/09/2008	Buy	2,077	34.6800
SPO Partners II, L.P.	04/09/2008	Buy	4,798	34.6900
SPO Partners II, L.P.	04/09/2008	Buy	76,596	34.7000
SPO Partners II, L.P.	04/09/2008	Buy	96	34.7500
SPO Partners II, L.P.	04/09/2008	Buy	1,535	34.8000
SPO Partners II, L.P.	04/09/2008	Buy	1,440	34.8100
SPO Partners II, L.P.	04/09/2008	Buy	1,343	34.8300

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

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
SPO Partners II, L.P.	04/09/2008	Buy	933	34.8400
SPO Partners II, L.P.	04/09/2008	Buy	1,198	34.8500
SPO Partners II, L.P.	04/09/2008	Buy	7,161	34.8600
SPO Partners II, L.P.	04/09/2008	Buy	6,159	34.8700
SPO Partners II, L.P.	04/09/2008	Buy	25,237	34.8800
SPO Partners II, L.P.	04/09/2008	Buy	20,819	34.8900
SPO Partners II, L.P.	04/09/2008	Buy	41,266	34.9000
SPO Partners II, L.P.	04/09/2008	Buy	57,000	34.9100
SPO Partners II, L.P.	04/09/2008	Buy	4,990	34.9200
SPO Partners II, L.P.	04/09/2008	Buy	1,152	34.9300
SPO Partners II, L.P.	04/09/2008	Buy	7,690	34.9400
SPO Partners II, L.P.	04/09/2008	Buy	61,977	34.9500
San Francisco Partners II, L.P.	04/09/2008	Buy	214	34.5400
San Francisco Partners II, L.P.	04/09/2008	Buy	149	34.5500
San Francisco Partners II, L.P.	04/09/2008	Buy	227	34.5700
San Francisco Partners II, L.P.	04/09/2008	Buy	218	34.5800
San Francisco Partners II, L.P.	04/09/2008	Buy	117	34.5900
San Francisco Partners II, L.P.	04/09/2008	Buy	796	34.6000
San Francisco Partners II, L.P.	04/09/2008	Buy	222	34.6200
San Francisco Partners II, L.P.	04/09/2008	Buy	529	34.6300
San Francisco Partners II, L.P.	04/09/2008	Buy	1,809	34.6400
San Francisco Partners II, L.P.	04/09/2008	Buy	1,242	34.6500
San Francisco Partners II, L.P.	04/09/2008	Buy	578	34.6600
San Francisco Partners II, L.P.	04/09/2008	Buy	481	34.6700
San Francisco Partners II, L.P.	04/09/2008	Buy	87	34.6800
San Francisco Partners II, L.P.	04/09/2008	Buy	202	34.6900
San Francisco Partners II, L.P.	04/09/2008	Buy	3,225	34.7000

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San Francisco Partners II, L.P.	04/09/2008	Buy	4	34.7500
San Francisco Partners II, L.P.	04/09/2008	Buy	65	34.8000
San Francisco Partners II, L.P.	04/09/2008	Buy	61	34.8100
San Francisco Partners II, L.P.	04/09/2008	Buy	57	34.8300
San Francisco Partners II, L.P.	04/09/2008	Buy	39	34.8400
San Francisco Partners II, L.P.	04/09/2008	Buy	50	34.8500
San Francisco Partners II, L.P.	04/09/2008	Buy	301	34.8600
San Francisco Partners II, L.P.	04/09/2008	Buy	259	34.8700
San Francisco Partners II, L.P.	04/09/2008	Buy	1,063	34.8800
San Francisco Partners II, L.P.	04/09/2008	Buy	877	34.8900
San Francisco Partners II, L.P.	04/09/2008	Buy	1,737	34.9000
San Francisco Partners II, L.P.	04/09/2008	Buy	2,400	34.9100
San Francisco Partners II, L.P.	04/09/2008	Buy	210	34.9200
San Francisco Partners II, L.P.	04/09/2008	Buy	48	34.9300
San Francisco Partners II, L.P.	04/09/2008	Buy	324	34.9400
San Francisco Partners II, L.P.	04/09/2008	Buy	2,609	34.9500
SPO Partners II, L.P.	04/10/2008	Buy	34,500	34.9500
San Francisco Partners II, L.P.	04/10/2008	Buy	1,500	34.9500
SPO Partners II, L.P.	04/11/2008	Buy	7,978	34.7500
SPO Partners II, L.P.	04/11/2008	Buy	10,877	34.7600
SPO Partners II, L.P.	04/11/2008	Buy	16,216	34.7700
SPO Partners II, L.P.	04/11/2008	Buy	16,067	34.7800
SPO Partners II, L.P.	04/11/2008	Buy	20,569	34.7900
SPO Partners II, L.P.	04/11/2008	Buy	8,399	34.8000
SPO Partners II, L.P.	04/11/2008	Buy	4,798	34.8100
SPO Partners II, L.P.	04/11/2008	Buy	768	34.8300

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

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
SPO Partners II, L.P.	04/11/2008	Buy	4,239	34.8400
SPO Partners II, L.P.	04/11/2008	Buy	2,399	34.8500
SPO Partners II, L.P.	04/11/2008	Buy	1,840	34.8600
SPO Partners II, L.P.	04/11/2008	Buy	3,176	34.8700
SPO Partners II, L.P.	04/11/2008	Buy	8,714	34.8800
SPO Partners II, L.P.	04/11/2008	Buy	1,151	34.8900
SPO Partners II, L.P.	04/11/2008	Buy	32,993	34.9000
SPO Partners II, L.P.	04/11/2008	Buy	32,552	34.9100
SPO Partners II, L.P.	04/11/2008	Buy	19,766	34.9200
SPO Partners II, L.P.	04/11/2008	Buy	30,024	34.9300
SPO Partners II, L.P.	04/11/2008	Buy	22,368	34.9400
SPO Partners II, L.P.	04/11/2008	Buy	63,106	34.9500
San Francisco Partners II, L.P.	04/11/2008	Buy	337	34.7500
San Francisco Partners II, L.P.	04/11/2008	Buy	459	34.7600
San Francisco Partners II, L.P.	04/11/2008	Buy	684	34.7700
San Francisco Partners II, L.P.	04/11/2008	Buy	678	34.7800
San Francisco Partners II, L.P.	04/11/2008	Buy	868	34.7900
San Francisco Partners II, L.P.	04/11/2008	Buy	355	34.8000
San Francisco Partners II, L.P.	04/11/2008	Buy	202	34.8100
San Francisco Partners II, L.P.	04/11/2008	Buy	32	34.8300
San Francisco Partners II, L.P.	04/11/2008	Buy	179	34.8400
San Francisco Partners II, L.P.	04/11/2008	Buy	101	34.8500
San Francisco Partners II, L.P.	04/11/2008	Buy	78	34.8600

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San Francisco Partners II, L.P.	04/11/2008	Buy	134	34.8700
San Francisco Partners II, L.P.	04/11/2008	Buy	368	34.8800
San Francisco Partners II, L.P.	04/11/2008	Buy	49	34.8900
San Francisco Partners II, L.P.	04/11/2008	Buy	1,393	34.9000
San Francisco Partners II, L.P.	04/11/2008	Buy	1,374	34.9100
San Francisco Partners II, L.P.	04/11/2008	Buy	834	34.9200
San Francisco Partners II, L.P.	04/11/2008	Buy	1,267	34.9300
San Francisco Partners II, L.P.	04/11/2008	Buy	944	34.9400
San Francisco Partners II, L.P.	04/11/2008	Buy	2,664	34.9500

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

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
SPO Partners II, L.P.	04/14/2008	Buy	29,090	34.1000
SPO Partners II, L.P.	04/14/2008	Buy	574	34.1400
SPO Partners II, L.P.	04/14/2008	Buy	11,021	34.1500
SPO Partners II, L.P.	04/14/2008	Buy	9,569	34.1600
SPO Partners II, L.P.	04/14/2008	Buy	96	34.1700
SPO Partners II, L.P.	04/14/2008	Buy	1,053	34.1800
SPO Partners II, L.P.	04/14/2008	Buy	2,108	34.1900
SPO Partners II, L.P.	04/14/2008	Buy	21,221	34.2000
SPO Partners II, L.P.	04/14/2008	Buy	12,389	34.3000
SPO Partners II, L.P.	04/14/2008	Buy	5,550	34.3100
SPO Partners II, L.P.	04/14/2008	Buy	11,340	34.3200
SPO Partners II, L.P.	04/14/2008	Buy	2,679	34.3300
SPO Partners II, L.P.	04/14/2008	Buy	12,536	34.3400
SPO Partners II, L.P.	04/14/2008	Buy	18,474	34.3500
San Francisco Partners II, L.P.	04/14/2008	Buy	1,225	34.1000
San Francisco Partners II, L.P.	04/14/2008	Buy	24	34.1400
San Francisco Partners II, L.P.	04/14/2008	Buy	464	34.1500
San Francisco Partners II, L.P.	04/14/2008	Buy	403	34.1600
San Francisco Partners II, L.P.	04/14/2008	Buy	4	34.1700
San Francisco Partners II, L.P.	04/14/2008	Buy	44	34.1800
San Francisco Partners II, L.P.	04/14/2008	Buy	89	34.1900
San Francisco Partners II, L.P.	04/14/2008	Buy	894	34.2000
San Francisco Partners II, L.P.	04/14/2008	Buy	522	34.3000
San Francisco Partners II, L.P.	04/14/2008	Buy	234	34.3100
San Francisco Partners II, L.P.	04/14/2008	Buy	478	34.3200
San Francisco Partners II, L.P.	04/14/2008	Buy	113	34.3300
San Francisco Partners II, L.P.	04/14/2008	Buy	528	34.3400
San Francisco Partners II, L.P.	04/14/2008	Buy	778	34.3500
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	64	34.1000
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	1	34.1400
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	24	34.1500
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	21	34.1600
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	2	34.1800
The Elizabeth R. and William J. Patterson				

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Foundation	04/14/2008	Buy	5	34.1900
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	46	34.2000
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	27	34.3000
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	12	34.3100
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	25	34.3200
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	6	34.3300
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	27	34.3400
The Elizabeth R. and William J. Patterson Foundation	04/14/2008	Buy	40	34.3500
William J. Patterson's IRA	04/14/2008	Buy	21	34.1000
William J. Patterson's IRA	04/14/2008	Buy	1	34.1400
William J. Patterson's IRA	04/14/2008	Buy	8	34.1500
William J. Patterson's IRA	04/14/2008	Buy	7	34.1600
William J. Patterson's IRA	04/14/2008	Buy	1	34.1800
William J. Patterson's IRA	04/14/2008	Buy	1	34.1900
William J. Patterson's IRA	04/14/2008	Buy	15	34.2000
William J. Patterson's IRA	04/14/2008	Buy	9	34.3000
William J. Patterson's IRA	04/14/2008	Buy	4	34.3100
William J. Patterson's IRA	04/14/2008	Buy	8	34.3200
William J. Patterson's IRA	04/14/2008	Buy	2	34.3300
William J. Patterson's IRA	04/14/2008	Buy	9	34.3400
William J. Patterson's IRA	04/14/2008	Buy	14	34.3500

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EXHIBIT INDEX

EXHIBIT	DOCUMENT DESCRIPTION
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A	Agreement Pursuant to Rule 13d-1 (k)
B	Powers of Attorney (previously filed)