

CROWN CASTLE INTERNATIONAL CORP
Form SC 13D/A
May 11, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

Crown Castle International Corp.

(Name of issuer)

Common Stock, \$.01 par value
(Title of class of securities)

228227104
(CUSIP number)

SPO Partners & Co.

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, CA 90067

(310) 712-6600

(Name, address and telephone number of person authorized to receive notices and communications)

May 10, 2011

(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 which 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. "

* 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).

CUSIP No. 228227104

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:

NUMBER OF

SHARES 26,069,720(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 26,069,720(1)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

26,069,720(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

9.0%

14 Type of Reporting Person:

PN

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

CUSIP No. 228227104

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:

NUMBER OF

SHARES 26,069,720(1)(2)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 26,069,720(1)(2)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

26,069,720(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:

9.0%

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 corporate general partner, SPO Advisory Corp.

CUSIP No. 228227104

1 Name of Reporting Person:

San Francisco 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:

NUMBER OF

SHARES 1,127,300(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 1,127,300(1)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

1,127,300(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

0.4%

14 Type of Reporting Person:

PN

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

CUSIP No. 228227104

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:

NUMBER OF

SHARES 1,127,300(1)(2)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 1,127,300(1)(2)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

1,127,300(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:

0.4%

14 Type of Reporting Person:

PN

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

CUSIP No. 228227104

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:

NUMBER OF

SHARES 27,197,020(1)(2)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 27,197,020(1)(2)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

27,197,020(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:

9.4%

14 Type of Reporting Person:

CO

- (1) Solely in its capacity as the general partner of SPO Advisory Partners, L.P. with respect to 26,069,720 of such shares; and solely in its capacity as the general partner of SF Advisory Partners, L.P. with respect to 1,127,300 of such shares.
- (2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and Edward H. McDermott.

CUSIP No. 228227104

1 Name of Reporting Person:

Bill & Susan Oberndorf 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:

NUMBER OF

SHARES 5,000(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY EACH
-0-
9 Sole Dispositive Power:

REPORTING

PERSON 5,000(1)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

5,000(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

** Denotes less than.

(1) Power is exercised through its two directors: William E. Oberndorf and Susan C. Oberndorf.

CUSIP No. 228227104

1 Name of Reporting Person:

The John H. Scully Living Trust, dated 10/1/03

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:

NUMBER OF

SHARES 282,377(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY 230,800(2)
EACH 9 Sole Dispositive Power:

REPORTING

PERSON 282,377(1)
10 Shared Dispositive Power:

WITH

230,800(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

513,177(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:

0.2%

14 Type of Reporting Person:

OO

- (1) Power is exercised through its trustee, John H. Scully.
- (2) Of these shares, 230,800 shares may be deemed to be beneficially owned by The John H. Scully Living Trust, dated 10/1/03 solely in its capacity as one of the general partners of Netcong Newton Partners, L.P.

CUSIP No. 228227104

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(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power:

NUMBER OF

SHARES 230,800(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY EACH
-0-
9 Sole Dispositive Power:

REPORTING

PERSON 230,800(1)
10 Shared Dispositive Power:
WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

230,800(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

** Denotes less than.

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

CUSIP No. 228227104

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:

NUMBER OF

SHARES 617,100(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 617,100(1)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

617,100(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

0.2%

14 Type of Reporting Person:

CO

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

CUSIP No. 228227104

1 Name of Reporting Person:

John H. Scully

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:

NUMBER OF

SHARES 1,149,177(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY 27,427,820(2)
EACH 9 Sole Dispositive Power:

REPORTING

PERSON 1,149,177(1)
10 Shared Dispositive Power:

WITH

27,427,820(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

28,576,997(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:

9.8%

14 Type of Reporting Person:

IN

- (1) Of these shares, 249,700 shares are held in the John H. Scully Individual Retirement Accounts, which are self-directed, 617,100 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., and 282,377 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.
- (2) Of these shares, 27,197,020 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 230,800 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as a trustee for The John H. Scully Living Trust, dated 10/1/03, which is one of the general partners of Netcong Newton Partners, L.P.

CUSIP No. 228227104

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:

NUMBER OF

SHARES 1,379,800(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY 27,652,020(2)
EACH 9 Sole Dispositive Power:

REPORTING

PERSON 1,379,800(1)
10 Shared Dispositive Power:

WITH

27,652,020(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

29,031,820(1)(2)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

10.0%

14 Type of Reporting Person:

IN

- (1) 979,800 of such shares are held in William E. Oberndorf's Individual Retirement Account, which is self-directed, 350,000 of such shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as sole general partner of Oberndorf Family Partners, a family partnership, and 50,000 of such shares are owned by Mr. Oberndorf solely in his capacity as trustee for the account of his children.
- (2) Of these shares, 27,197,020 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., 5,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of the directors of Bill & Susan Oberndorf Foundation, a family foundation, and 450,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee of the William & Susan Oberndorf Trust, dated 10/19/98.

CUSIP No. 228227104

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(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power:

NUMBER OF

SHARES 450,000(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 450,000(1)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

450,000(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

0.2%

14 Type of Reporting Person:

OO

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

CUSIP No. 228227104

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 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:

NUMBER OF

SHARES 12,200(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY 27,197,020(2)
EACH 9 Sole Dispositive Power:

REPORTING

PERSON 12,200(1)
10 Shared Dispositive Power:

WITH

27,197,020(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

27,209,220(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:

9.4%

14 Type of Reporting Person:

IN

- (1) 2,200 of such shares are held in Mr. McDermott's Individual Retirement Accounts, which are self-directed and 10,000 of such shares are held in Mr. McDermott's individual account.
- (2) Of these shares, 27,197,020 shares may be deemed to be beneficially owned by Mr. McDermott solely in his capacity as one of three controlling persons of SPO Advisory Corp.

CUSIP No. 228227104

1 Name of Reporting Person:

Kurt C. Mobley

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:

NUMBER OF

SHARES 50,000(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY 2,670(2)
EACH 9 Sole Dispositive Power:

REPORTING

PERSON 50,000(1)
10 Shared Dispositive Power:

WITH

2,670(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

52,670(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:

**0.1%

14 Type of Reporting Person:

IN

** Denotes less than.

- (1) Includes 20,000 shares beneficially owned solely in his capacity as the sole general partner of Cannonball Creek L.P., a family partnership and 30,000 shares held in Mr. Mobley's Individual Retirement Account, which is self-directed.
- (2) Includes 2,670 shares that may be deemed to be beneficially owned by Mr. Mobley solely in his capacity as a trustee of the Kurt and Tamra Mobley Trust, dated 4/20/04.

CUSIP No. 228227104

1 Name of Reporting Person:

Betty Jane Weimer

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

PF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

USA

7 Sole Voting Power:

NUMBER OF

SHARES 18,000
8 Shared Voting Power:

BENEFICIALLY

OWNED BY EACH
-0-
9 Sole Dispositive Power:

REPORTING

PERSON 18,000
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

18,000

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

**0.1%

14 Type of Reporting Person:

IN

** Denotes less than.

CUSIP No. 228227104

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(e):

6 Citizenship or Place of Organization:

USA

7 Sole Voting Power:

NUMBER OF

SHARES 8 960 Shared Voting Power:

BENEFICIALLY

OWNED BY EACH -0- Sole Dispositive Power:

REPORTING

PERSON 960 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

960

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.

CUSIP No. 228227104

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:

NUMBER OF

SHARES 350,000(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY EACH
-0-
9 Sole Dispositive Power:

REPORTING

PERSON 350,000(1)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

350,000(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

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

CUSIP No. 228227104

1 Name of Reporting Person:

Kurt and Tamra Mobley Trust, dated 4/20/04

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

PF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

7 Sole Voting Power:

NUMBER OF

SHARES 2,670(1)
8 Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH -0-
9 Sole Dispositive Power:

REPORTING

PERSON 2,670(1)
10 Shared Dispositive Power:

WITH

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

2,670(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

** Denotes less than.

(1) Power is exercised through its trustees, Kurt C. Mobley and Tamra Mobley.

This Amendment No. 8 (the Amendment) amends the Schedule 13D (the Original 13D) filed with the Securities and Exchange Commission (SEC) on August 5, 2002, as amended on August 13, 2002, February 13, 2003, February 20, 2003, March 5, 2003, June 25, 2003, July 5, 2007 and December 30, 2010. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13D, as amended.

Item 2. Identity and Background.

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

(a) The undersigned hereby file this Schedule 13D Statement on behalf of SPO Partners II, L.P., a Delaware limited partnership (SPO), SPO Advisory Partners, L.P., a Delaware limited partnership (SPO Advisory Partners), San Francisco Partners, 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.), Bill & Susan Oberndorf Foundation, a California corporation (O Foundation), The John H. Scully Living Trust, dated 10/1/03 (JHS Living Trust), 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), the William and Susan Oberndorf Trust, dated 10/19/98 (Oberndorf Trust), Edward H. McDermott (EHM), Kurt C. Mobley (KCM), Betty Jane Weimer (BJW), Eli J. Weinberg (EJW), Oberndorf Family Partners (OFP) and the Kurt and Tamra Mobley Trust, dated 4/20/04 (Mobley Trust). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., O Foundation, JHS Living Trust, NNP, PS Foundation, JHS, WEO, Oberndorf Trust, EHM, KCM, BJW, EJW, OFP and Mobley Trust 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.

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 the Shares are as follows:

Name	Source of Funds	Amount of Funds
SPO	Contributions from Partners	\$ 78,078,505(2)
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$ 0(3)
SPO Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
O Foundation	Contributions from Shareholders	\$ 0(4)
JHS Living Trust	Not Applicable	\$ 0(5)
NNP	Contributions from Partners	\$ 4,915,214
PS Foundation	Contributions from Shareholders	\$ 0(6)
JHS	Personal Funds(1)	\$ 0(7)
WEO	Personal Funds(1)	\$ 2,687,477(8)
Oberndorf Trust	Personal Funds(1)	\$ 10,709,057

EHM	Personal Funds(1)	\$ 260,338(9)
KCM	Personal Funds(1)	\$ 112,770(10)
BJW	Personal Funds(1)	\$ 60,300
EJW	Personal Funds(1)	\$ 27,723
OFP	Contributions from Partners	\$ 1,410,500
Mobley Trust	Personal Funds(1)	\$ 6,114

- (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 the Shares.
- (2) Net of proceeds of \$371,277,837.
- (3) Net of proceeds of \$16,207,945.
- (4) Net of proceeds of \$1,760,375.
- (5) Net of proceeds of \$12,313,877.
- (6) Net of proceeds of \$24,310,933.
- (7) Net of proceeds of \$5,464,909.
- (8) Net of proceeds of \$1,766,573.
- (9) Net of proceeds of \$12,467.
- (10) Net of proceeds of \$112,920.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 290,430,634 total outstanding shares of Common Stock, as reported on the Issuer's 10-Q filed with the SEC on May 6, 2011.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 26,069,720 Shares, which constitutes approximately 9.0% 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 26,069,720 Shares, which constitutes approximately 9.0% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,127,300 Shares, which constitutes approximately 0.4% 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 1,127,300 Shares, which constitutes approximately 0.4% of the outstanding Shares.

SPO Advisory Corp.

Because of its positions as the 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 27,197,020 Shares in the aggregate, which constitutes approximately 9.4% of the outstanding Shares.

O Foundation

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

JHS Living Trust

Because of its position as one of the general partners of NNP, JHS Living Trust may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 513,177 Shares, which constitutes approximately 0.2% of the outstanding Shares.

NNP

The aggregate number of Shares that NNP owns beneficially, pursuant to Rule 13d-3 of the Act, is 230,800 Shares, which constitutes less than 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 617,100 Shares, which constitutes approximately 0.2% of the outstanding Shares.

JHS

Individually, and because of his positions as a control person of SPO Advisory Corp., trustee for JHS Living Trust, which serves as one of the general partners 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 28,576,997 Shares, which constitutes approximately 9.8% of the outstanding Shares.

WEO

Individually, and because of his positions as a control person of SPO Advisory Corp. and O Foundation, sole general partner of Oberndorf Family Partners, trustee of the William and Susan Oberndorf Trust, dated 10/19/98 and trustee for the account of his children, WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 29,031,820 Shares in the aggregate, which constitutes approximately 10.0% of the outstanding Shares.

Oberndorf Trust

The aggregate number of Shares that the Oberndorf Trust owns beneficially, pursuant to Rule 13d-3 of the Act, is 450,000, which constitutes approximately 0.2% of the outstanding Shares.

EHM

Individually, and because of his position as a control person of SPO Advisory Corp., EHM may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 27,209,220 Shares in the aggregate, which constitutes approximately 9.4% of the outstanding Shares.

KCM

Individually, and because of his position as a trustee of the Kurt and Tamra Mobley Trust, dated 4/20/04, KCM may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 52,670 Shares in the aggregate, which constitutes less than 0.1% of the outstanding Shares.

BJW

The aggregate number of shares that BJW owns beneficially, pursuant to Rule 13d-3 of the Act, is 18,000 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 960 Shares, 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 350,000, which constitutes approximately 0.1% of the outstanding Shares.

Mobley Trust

The Aggregate number of Shares that Mobley Trust owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,670, 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 26,069,720 Shares.

SPO Advisory Partners

Acting through its 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 26,069,720 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 1,127,300 Shares.

SF Advisory Partners

Acting through its 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 1,127,300 Shares.

SPO Advisory Corp.

Acting through its controlling persons and in its capacities as the 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 27,197,020 Shares in the aggregate.

O Foundation

Acting through its controlling persons, O Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 5,000 Shares.

JHS Living Trust

Acting through its trustee and in its capacity as one of the general partners of NNP, JHS Living Trust may be deemed to have shared power to direct the vote and to dispose or to direct the disposition of 230,800 Shares held by NNP in the aggregate. Acting through its trustee, JHS Living Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 282,377 Shares.

NNP

Acting through its general partners, NNP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 230,800 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 617,100 Shares.

JHS

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and EHM to vote or to direct the vote and to dispose or to direct the disposition of 27,197,020 Shares held by SPO and SFP, in the aggregate. Because of his positions as the trustee for JHS Living Trust, which serves as one of the general partners 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 230,800 Shares held by NNP. Because of his positions as the trustee for JHS Living Trust, JHS may be deemed to have sole power to vote or to direct the vote and to dispose or to direct the disposition of 282,377 Shares held by JHS Living Trust. In addition, JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 249,700 Shares held in the John H. Scully Individual Retirement Accounts, which are self-directed individual retirement accounts, and 617,100 shares held by the PS Foundation, for which JHS is the controlling person, sole director and officer.

WEO

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and EHM to vote or to direct the vote and to dispose or to direct the disposition of 27,197,020 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 450,000 Shares held in the Oberndorf Trust and 5,000 Shares held by O Foundation. Individually, and because of his position as the sole general partner of OFP, a family partnership, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 350,000 shares held by OFP, 979,800 Shares held in Mr. Oberndorf's Individual Retirement Account, which is self directed, and 50,000 Shares held in account for his children.

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 450,000 Shares in the aggregate.

EHM

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, EHM 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 27,197,020 Shares held by SPO and SFP in the aggregate. Individually, EHM has the sole power to vote or to direct the vote and to dispose or direct the disposition of 2,200 Shares held in his Individual Retirement Accounts, which are self-directed and 10,000 Shares in his individual account.

KCM

KCM may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 2,670 Shares held in the Kurt and Tamra Mobley Trust, dated 4/20/04. Additionally, KCM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 50,000 Shares.

BJW

BJW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 18,000 Shares.

EJW

EJW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 960 Shares.

OFP

OFP has the sole power to vote or to direct the vote and to dispose or direct the disposition of 350,000 Shares.

Mobley Trust

Acting through its trustees, Mobley Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,670 Shares in the aggregate.

(c) Within the past 60 days of the date of this statement, the Reporting Persons disposed of Shares in open market transactions on the New York Stock Exchange as set forth on Schedule I attached hereto.

Except as set forth in this paragraph (c) and on Schedule I attached hereto, 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 within the past 60 days of the date of this statement.

(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, the Shares owned by such Reporting Person.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

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

Exhibit	Document Description
A	Agreement pursuant to Rule 13d-1(k)
B	Power of Attorney (previously filed)
C	Power of Attorney

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 11, 2011

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, L.P. (1)

SF ADVISORY PARTNERS, L.P. (1)

SPO ADVISORY CORP. (1)

BILL & SUSAN OBERNDORF FOUNDATION (1)

THE JOHN H. SCULLY LIVING TRUST, DATED
10/1/03 (1)

NETCONG NEWTON PARTNERS, L.P. (1)

PHOEBE SNOW FOUNDATION, INC. (1)

JOHN H. SCULLY (1)

WILLIAM E. OBERNDORF (1)

WILLIAM AND SUSAN OBERNDORF TRUST,
DATED 10/19/98 (1)

EDWARD H. MCDERMOTT (1)

KURT C. MOBLEY (1)

BETTY JANE WEIMER (1)

ELI J. WEINBERG (1)

OBERNDORF FAMILY PARTNERS (1)

KURT AND TAMRA MOBLEY TRUST, DATED
4/20/04 (2)

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

SCHEDULE I TO

SCHEDULE 13D AMENDMENT NO. 8

Reporting Person	Date of Transaction	Type	Class of Security	Number of Shares	Weighted Average ¹	Where/How Transaction Effected
			CS = Common Stock W = Warrants		Price Per Share \$	
SPO Partners II, L.P.	04/28/11	Sell	CS	141,162	44.22 ²	Open Market/Broker
San Francisco Partners, L.P.	04/28/11	Sell	CS	6,100	44.22 ²	Open Market/Broker
John H. Scully IRA	04/28/11	Sell	CS	1,400	44.22 ²	Open Market/Broker
Phoebe Snow Foundation	04/28/11	Sell	CS	3,300	44.22 ²	Open Market/Broker
SPO Partners II, L.P.	04/29/11	Sell	CS	81,900	43.24 ³	Open Market/Broker
San Francisco Partners, L.P.	04/29/11	Sell	CS	3,500	43.24 ³	Open Market/Broker
John H. Scully IRA	04/29/11	Sell	CS	800	43.24 ³	Open Market/Broker
Phoebe Snow Foundation	04/29/11	Sell	CS	2,000	43.24 ³	Open Market/Broker
SPO Partners II, L.P.	05/02/11	Sell	CS	195,600	42.51 ⁴	Open Market/Broker
San Francisco Partners, L.P.	05/02/11	Sell	CS	8,500	42.51 ⁴	Open Market/Broker
John H. Scully IRA	05/02/11	Sell	CS	1,800	42.51 ⁴	Open Market/Broker
Phoebe Snow Foundation	05/02/11	Sell	CS	4,600	42.51 ⁴	Open Market/Broker
SPO Partners II, L.P.	05/03/11	Sell	CS	868,400	43.04 ⁵	Open Market/Broker
San Francisco Partners, L.P.	05/03/11	Sell	CS	37,600	43.04 ⁵	Open Market/Broker
John H. Scully IRA	05/03/11	Sell	CS	8,300	43.04 ⁵	Open Market/Broker
Phoebe Snow Foundation	05/03/11	Sell	CS	20,600	43.04 ⁵	Open Market/Broker
Edward H. McDermott IRA	05/03/11	Sell	CS	100	43.04 ⁵	Open Market/Broker
SPO Partners II, L.P.	05/04/11	Sell	CS	127,300	42.00 ⁶	Open Market/Broker
San Francisco Partners, L.P.	05/04/11	Sell	CS	5,500	42.00 ⁶	Open Market/Broker
John H. Scully IRA	05/04/11	Sell	CS	1,200	42.00 ⁶	Open Market/Broker
Phoebe Snow Foundation	05/04/11	Sell	CS	3,000	42.00 ⁶	Open Market/Broker
SPO Partners II, L.P.	05/05/11	Sell	CS	204,200	42.10 ⁷	Open Market/Broker
San Francisco Partners, L.P.	05/05/11	Sell	CS	8,800	42.10 ⁷	Open Market/Broker
John H. Scully IRA	05/05/11	Sell	CS	2,000	42.10 ⁷	Open Market/Broker
Phoebe Snow Foundation	05/05/11	Sell	CS	4,800	42.10 ⁷	Open Market/Broker
SPO Partners II, L.P.	05/09/11	Sell	CS	320,400	42.08 ⁸	Open Market/Broker
San Francisco Partners, L.P.	05/09/11	Sell	CS	13,900	42.08 ⁸	Open Market/Broker
John H. Scully IRA	05/09/11	Sell	CS	3,100	42.08 ⁸	Open Market/Broker
Phoebe Snow Foundation	05/09/11	Sell	CS	7,600	42.08 ⁸	Open Market/Broker
SPO Partners II, L.P.	05/10/11	Sell	CS	937,100	42.14 ⁹	Open Market/Broker
San Francisco Partners, L.P.	05/10/11	Sell	CS	40,500	42.14 ⁹	Open Market/Broker
John H. Scully IRA	05/10/11	Sell	CS	9,000	42.14 ⁹	Open Market/Broker
Phoebe Snow Foundation	05/10/11	Sell	CS	22,200	42.14 ⁹	Open Market/Broker
Edward H. McDermott IRA	05/10/11	Sell	CS	100	42.14 ⁹	Open Market/Broker

1 The prices listed below represent the weighted average prices at which the amount of shares listed in each row were purchased full detailed information regarding the shares purchased and the corresponding prices will be provided upon request.

2 The range of prices for these purchases was \$43.87 \$44.45.

3 The range of prices for these purchases was \$42.99 \$43.54.

4 The range of prices for these purchases was \$42.40 \$43.02.

5 The range of prices for these purchases was \$42.50 \$43.15.

6 The range of prices for these purchases was \$41.99 \$42.04.

7 The range of prices for these purchases was \$42.00 \$42.23.

8 The range of prices for these purchases was \$42.00 \$42.25.

9 The range of prices for these purchases was \$42.05 \$42.34.

EXHIBIT INDEX

Exhibit	Document Description
A	Agreement Pursuant to Rule 13d-1(k)
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C	Power of Attorney