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CABOT CORP  
Form SC 13D/A  
September 27, 2005

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

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

CABOT CORPORATION  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
(Title of Class of Securities)

127055101  
(CUSIP Number)

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

with a copy to:

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

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

SEPTEMBER 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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-----  
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  
5,427,200 (1)  
-----  
8. SHARED VOTING POWER  
-0-  
-----  
9. SOLE DISPOSITIVE POWER  
5,427,200 (1)  
-----  
10. SHARED DISPOSITIVE POWER  
-0-  
-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,427,200 (1)  
-----  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES   
-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.75%  
-----  
14. TYPE OF REPORTING PERSON  
PN  
-----

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

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CUSIP No. 127055101

-----  
1. NAME OF REPORTING PERSON  
SPO Advisory Partners, L.P.  
-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)   
(b)   
-----  
3. SEC Use Only  
-----  
4. SOURCE OF FUNDS  
Not Applicable  
-----

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7. SOLE VOTING POWER  
5,427,200 (1) (2)

8. SHARED VOTING POWER  
-0-

9. SOLE DISPOSITIVE POWER  
5,427,200 (1) (2)

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,427,200 (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)  
8.75%

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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CUSIP No. 127055101

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  
309,400 (1)

8. SHARED VOTING POWER  
-0-

Number Of Shares  
Beneficially Owned By  
Each Reporting Person

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With

9. SOLE DISPOSITIVE POWER  
309,400 (1)

-----

10. SHARED DISPOSITIVE POWER  
-0-

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
309,400 (1)

-----

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

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.5%

-----

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. 127055101

-----

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  
309,400 (1) (2)

-----

Number Of Shares Beneficially Owned By  
Each Reporting Person With

8. SHARED VOTING POWER  
-0-

-----

9. SOLE DISPOSITIVE POWER  
309,400 (1) (2)

-----

10. SHARED DISPOSITIVE POWER  
-0-

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
309,400 (1) (2)

-----

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

-----

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.5%

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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CUSIP No. 127055101

1. NAME OF REPORTING PERSON  
SPO Advisory Corp.

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

3. SEC Use Only

4. SOURCE OF FUNDS  
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

Number Of Shares Beneficially Owned By Each Reporting Person With	7. SOLE VOTING POWER 5,736,600 (1) (2)
	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 5,736,600 (1) (2)
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,736,600 (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)  
9.25%

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 5,427,200 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 309,400 of such shares.

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(2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

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CUSIP No. 127055101

-----	
1.	NAME OF REPORTING PERSON John H. Scully
-----	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
-----	
3.	SEC Use Only
-----	
4.	SOURCE OF FUNDS Not Applicable
-----	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>
-----	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION USA
-----	
	7. SOLE VOTING POWER -0-
-----	
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER 5,736,600 (1)
-----	
	9. SOLE DISPOSITIVE POWER -0-
-----	
	10. SHARED DISPOSITIVE POWER 5,736,600 (1)
-----	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,736,600 (1)
-----	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
-----	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.25%
-----	
14.	TYPE OF REPORTING PERSON IN
-----	

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

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CUSIP No. 127055101

-----	
1.	NAME OF REPORTING PERSON William E. Oberndorf
-----	

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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  
 Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 USA

7. SOLE VOTING POWER  
 -0-

Number Of Shares  
 Beneficially Owned By  
 Each Reporting Person  
 With

8. SHARED VOTING POWER  
 5,736,600 (1)

9. SOLE DISPOSITIVE POWER  
 -0-

10. SHARED DISPOSITIVE POWER  
 5,736,600 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 5,736,600 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 9.25%

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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CUSIP No. 127055101

1. NAME OF REPORTING PERSON  
 William J. Patterson

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

3. SEC Use Only

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

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USA

	7.	SOLE VOTING POWER -0-
Number Of Shares Beneficially Owned By Each Reporting Person With	8.	SHARED VOTING POWER 5,736,600 (1)
	9.	SOLE DISPOSITIVE POWER -0-
	10.	SHARED DISPOSITIVE POWER 5,736,600 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,736,600 (1)	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.25%	
14.	TYPE OF REPORTING PERSON IN	

(1) These 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.

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This Amendment No. 2 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on August 29, 2005 and as amended on September 14, 2005. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13D.

ITEM 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	\$175,600,163
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$10,038,218
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable	Not Applicable
WEO	Not Applicable	Not Applicable
WJP	Not Applicable	Not Applicable

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



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based upon the Issuer having 62,030,447 total outstanding shares of Common Stock as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on August 9, 2005.

### SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 5,427,200 Shares, which constitutes approximately 8.75% 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 5,427,200 Shares, which constitutes approximately 8.75% of the outstanding Shares.

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### SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 309,400 Shares, which constitutes approximately 0.5% 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 309,400 Shares, which constitutes approximately 0.5% 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 5,736,600 Shares in the aggregate, which constitutes approximately 9.25% of the outstanding Shares.

### JHS

Because of his position as a control person of SPO Advisory Corp., JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 5,736,600 Shares, which constitutes approximately 9.25% 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 5,736,600 Shares, which constitutes approximately 9.25% of the outstanding Shares.

### WJP

Because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 5,736,600 Shares, which constitutes approximately 9.25% of the outstanding

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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 5,427,200 Shares.

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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 5,427,200 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 309,400 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 309,400 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 5,736,600 Shares in the aggregate.

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 5,736,600 Shares held by SPO and SFP in the aggregate.

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 5,736,600 Shares held by SPO and SFP in the aggregate.

WJP

As one of three controlling persons of SPO Advisory Corp., which is the

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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 5,736,600 Shares held by SPO and SFP in the aggregate.

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

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Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Shares during the past 60 days.

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

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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

Exhibit A: Agreement pursuant to Rule 13d-1(k)

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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 September 26, 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)  
JOHN H. SCULLY(1)  
WILLIAM E. OBERNDORF(1)  
WILLIAM J. PATTERSON(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

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Exchange Commission.

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## SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON -----	DATE OF TRANSACTION -----	TYPE ----	NUMBER OF SHARES -----	PRICE PER SHARE (\$) -----
SPO Partners II, L.P.	9/15/2005	Buy	95	31.82
SPO Partners II, L.P.	9/15/2005	Buy	95	31.83
SPO Partners II, L.P.	9/15/2005	Buy	380	31.84
SPO Partners II, L.P.	9/15/2005	Buy	6,080	31.85
SPO Partners II, L.P.	9/15/2005	Buy	96,950	31.90
SPO Partners II, L.P.	9/15/2005	Buy	1,045	31.95
SPO Partners II, L.P.	9/15/2005	Buy	1,045	31.96
SPO Partners II, L.P.	9/15/2005	Buy	1,710	31.97
SPO Partners II, L.P.	9/15/2005	Buy	1,045	31.98
SPO Partners II, L.P.	9/15/2005	Buy	5,320	31.99
SPO Partners II, L.P.	9/15/2005	Buy	3,610	32.00
SPO Partners II, L.P.	9/15/2005	Buy	475	32.01
SPO Partners II, L.P.	9/15/2005	Buy	285	32.02
SPO Partners II, L.P.	9/15/2005	Buy	570	32.03
SPO Partners II, L.P.	9/15/2005	Buy	665	32.04
SPO Partners II, L.P.	9/15/2005	Buy	855	32.05
SPO Partners II, L.P.	9/15/2005	Buy	665	32.06
SPO Partners II, L.P.	9/15/2005	Buy	2,375	32.07
SPO Partners II, L.P.	9/15/2005	Buy	380	32.08
SPO Partners II, L.P.	9/15/2005	Buy	190	32.09
SPO Partners II, L.P.	9/15/2005	Buy	665	32.10
San Francisco Partners, L.P.	9/15/2005	Buy	5	31.82
San Francisco Partners, L.P.	9/15/2005	Buy	5	31.83
San Francisco Partners, L.P.	9/15/2005	Buy	20	31.84

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San Francisco Partners, L.P. 9/15/2005 Buy 320 31.85

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SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
San Francisco Partners, L.P.	9/15/2005	Buy	5,050	31.90
San Francisco Partners, L.P.	9/15/2005	Buy	55	31.95
San Francisco Partners, L.P.	9/15/2005	Buy	55	31.96
San Francisco Partners, L.P.	9/15/2005	Buy	90	31.97
San Francisco Partners, L.P.	9/15/2005	Buy	55	31.98
San Francisco Partners, L.P.	9/15/2005	Buy	280	31.99
San Francisco Partners, L.P.	9/15/2005	Buy	190	32.00
San Francisco Partners, L.P.	9/15/2005	Buy	25	32.01
San Francisco Partners, L.P.	9/15/2005	Buy	15	32.02
San Francisco Partners, L.P.	9/15/2005	Buy	30	32.03
San Francisco Partners, L.P.	9/15/2005	Buy	35	32.04
San Francisco Partners, L.P.	9/15/2005	Buy	45	32.05
San Francisco Partners, L.P.	9/15/2005	Buy	35	32.06
San Francisco Partners, L.P.	9/15/2005	Buy	125	32.07
San Francisco Partners, L.P.	9/15/2005	Buy	20	32.08
San Francisco Partners, L.P.	9/15/2005	Buy	10	32.09
San Francisco Partners, L.P.	9/15/2005	Buy	35	32.10
SPO Partners II, L.P.	9/16/2005	Buy	950	31.78
SPO Partners II, L.P.	9/16/2005	Buy	855	31.79
SPO Partners II, L.P.	9/16/2005	Buy	1,140	31.80
SPO Partners II, L.P.	9/16/2005	Buy	1,615	31.81
SPO Partners II, L.P.	9/16/2005	Buy	1,520	31.83
SPO Partners II, L.P.	9/16/2005	Buy	285	31.84
SPO Partners II, L.P.	9/16/2005	Buy	1,805	31.85

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SPO Partners II, L.P. 9/16/2005 Buy 9,500 31.86

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SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/16/2005	Buy	285	31.87
SPO Partners II, L.P.	9/16/2005	Buy	2,280	31.88
SPO Partners II, L.P.	9/16/2005	Buy	1,710	31.89
SPO Partners II, L.P.	9/16/2005	Buy	14,725	31.90
SPO Partners II, L.P.	9/16/2005	Buy	47,530	32.00
San Francisco Partners, L.P.	9/16/2005	Buy	50	31.78
San Francisco Partners, L.P.	9/16/2005	Buy	45	31.79
San Francisco Partners, L.P.	9/16/2005	Buy	60	31.80
San Francisco Partners, L.P.	9/16/2005	Buy	85	31.81
San Francisco Partners, L.P.	9/16/2005	Buy	80	31.83
San Francisco Partners, L.P.	9/16/2005	Buy	15	31.84
San Francisco Partners, L.P.	9/16/2005	Buy	95	31.85
San Francisco Partners, L.P.	9/16/2005	Buy	500	31.86
San Francisco Partners, L.P.	9/16/2005	Buy	15	31.87
San Francisco Partners, L.P.	9/16/2005	Buy	120	31.88
San Francisco Partners, L.P.	9/16/2005	Buy	90	31.89
San Francisco Partners, L.P.	9/16/2005	Buy	775	31.90
San Francisco Partners, L.P.	9/16/2005	Buy	2,470	32.00
SPO Partners II, L.P.	9/19/2005	Buy	700	31.55
SPO Partners II, L.P.	9/19/2005	Buy	1,500	31.57
SPO Partners II, L.P.	9/19/2005	Buy	2,400	31.58
SPO Partners II, L.P.	9/19/2005	Buy	700	31.59
SPO Partners II, L.P.	9/19/2005	Buy	700	31.60
SPO Partners II, L.P.	9/19/2005	Buy	1,600	31.61

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SPO Partners II, L.P. 9/19/2005 Buy 1,000 31.63

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SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/19/2005	Buy	1,700	31.64
SPO Partners II, L.P.	9/19/2005	Buy	900	31.66
SPO Partners II, L.P.	9/19/2005	Buy	2,200	31.69
SPO Partners II, L.P.	9/19/2005	Buy	1,800	31.70
SPO Partners II, L.P.	9/19/2005	Buy	1,000	31.71
SPO Partners II, L.P.	9/19/2005	Buy	200	31.72
SPO Partners II, L.P.	9/19/2005	Buy	1,000	31.73
SPO Partners II, L.P.	9/19/2005	Buy	800	31.74
SPO Partners II, L.P.	9/19/2005	Buy	5,600	31.75
SPO Partners II, L.P.	9/19/2005	Buy	6,100	31.76
SPO Partners II, L.P.	9/19/2005	Buy	900	31.77
SPO Partners II, L.P.	9/19/2005	Buy	1,900	31.78
SPO Partners II, L.P.	9/19/2005	Buy	2,500	31.79
SPO Partners II, L.P.	9/19/2005	Buy	2,600	31.80
SPO Partners II, L.P.	9/19/2005	Buy	2,100	31.81
SPO Partners II, L.P.	9/19/2005	Buy	100	31.82
SPO Partners II, L.P.	9/19/2005	Buy	1,300	31.83
SPO Partners II, L.P.	9/19/2005	Buy	2,100	31.84
SPO Partners II, L.P.	9/19/2005	Buy	24,900	31.85
SPO Partners II, L.P.	9/19/2005	Buy	1,200	31.86
SPO Partners II, L.P.	9/19/2005	Buy	700	31.87
SPO Partners II, L.P.	9/19/2005	Buy	300	31.88
SPO Partners II, L.P.	9/19/2005	Buy	800	31.89
SPO Partners II, L.P.	9/19/2005	Buy	100,800	31.90

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SPO Partners II, L.P. 9/19/2005 Buy 1,000 31.91

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SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/19/2005	Buy	700	31.92
SPO Partners II, L.P.	9/19/2005	Buy	400	31.95
SPO Partners II, L.P.	9/19/2005	Buy	1,000	31.99
SPO Partners II, L.P.	9/19/2005	Buy	2,300	32.00
SPO Partners II, L.P.	9/20/2005	Buy	2,200	31.26
SPO Partners II, L.P.	9/20/2005	Buy	1,000	31.27
SPO Partners II, L.P.	9/20/2005	Buy	3,300	31.28
SPO Partners II, L.P.	9/20/2005	Buy	200	31.29
SPO Partners II, L.P.	9/20/2005	Buy	1,500	31.30
SPO Partners II, L.P.	9/20/2005	Buy	300	31.31
SPO Partners II, L.P.	9/20/2005	Buy	1,100	31.32
SPO Partners II, L.P.	9/20/2005	Buy	400	31.33
SPO Partners II, L.P.	9/20/2005	Buy	500	31.34
SPO Partners II, L.P.	9/20/2005	Buy	1,900	31.35
SPO Partners II, L.P.	9/20/2005	Buy	800	31.36
SPO Partners II, L.P.	9/20/2005	Buy	1,500	31.39
SPO Partners II, L.P.	9/20/2005	Buy	800	31.40
SPO Partners II, L.P.	9/20/2005	Buy	1,100	31.41
SPO Partners II, L.P.	9/20/2005	Buy	1,000	31.42
SPO Partners II, L.P.	9/20/2005	Buy	6,000	31.43
SPO Partners II, L.P.	9/20/2005	Buy	2,400	31.44
SPO Partners II, L.P.	9/20/2005	Buy	1,900	31.45
SPO Partners II, L.P.	9/20/2005	Buy	2,400	31.46
SPO Partners II, L.P.	9/20/2005	Buy	6,700	31.47



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SPO Partners II, L.P. 9/20/2005 Buy 3,500 31.49

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SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/20/2005	Buy	3,100	31.51
SPO Partners II, L.P.	9/20/2005	Buy	400	31.52
SPO Partners II, L.P.	9/20/2005	Buy	3,100	31.54
SPO Partners II, L.P.	9/20/2005	Buy	800	31.55
SPO Partners II, L.P.	9/20/2005	Buy	700	31.57
SPO Partners II, L.P.	9/20/2005	Buy	600	31.58
SPO Partners II, L.P.	9/20/2005	Buy	400	31.64
SPO Partners II, L.P.	9/20/2005	Buy	300	31.69
SPO Partners II, L.P.	9/20/2005	Buy	1,000	31.71
SPO Partners II, L.P.	9/20/2005	Buy	700	31.72
SPO Partners II, L.P.	9/20/2005	Buy	700	31.73
SPO Partners II, L.P.	9/20/2005	Buy	4,400	31.74
SPO Partners II, L.P.	9/20/2005	Buy	12,300	31.75
SPO Partners II, L.P.	9/20/2005	Buy	1,600	31.76
SPO Partners II, L.P.	9/20/2005	Buy	1,600	31.77
SPO Partners II, L.P.	9/20/2005	Buy	3,000	31.78
SPO Partners II, L.P.	9/20/2005	Buy	4,200	31.79
SPO Partners II, L.P.	9/20/2005	Buy	3,300	31.80
SPO Partners II, L.P.	9/20/2005	Buy	400	31.81
SPO Partners II, L.P.	9/20/2005	Buy	300	31.82
SPO Partners II, L.P.	9/20/2005	Buy	700	31.84
SPO Partners II, L.P.	9/20/2005	Buy	200	31.85
SPO Partners II, L.P.	9/20/2005	Buy	100	31.87
SPO Partners II, L.P.	9/20/2005	Buy	1,900	31.88
SPO Partners II, L.P.	9/20/2005	Buy	2,400	31.90

## SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/20/2005	Buy	200	31.93
SPO Partners II, L.P.	9/20/2005	Buy	800	31.94
SPO Partners II, L.P.	9/20/2005	Buy	400	31.95
SPO Partners II, L.P.	9/20/2005	Buy	900	31.96
SPO Partners II, L.P.	9/20/2005	Buy	1,100	31.97
SPO Partners II, L.P.	9/20/2005	Buy	1,800	31.98
SPO Partners II, L.P.	9/20/2005	Buy	3,500	31.99
SPO Partners II, L.P.	9/20/2005	Buy	2,600	32.00
SPO Partners II, L.P.	9/21/2005	Buy	700	31.15
SPO Partners II, L.P.	9/21/2005	Buy	400	31.16
SPO Partners II, L.P.	9/21/2005	Buy	300	31.17
SPO Partners II, L.P.	9/21/2005	Buy	100	31.19
SPO Partners II, L.P.	9/21/2005	Buy	600	31.20
SPO Partners II, L.P.	9/21/2005	Buy	700	31.21
SPO Partners II, L.P.	9/21/2005	Buy	400	31.22
SPO Partners II, L.P.	9/21/2005	Buy	300	31.23
SPO Partners II, L.P.	9/21/2005	Buy	700	31.24
SPO Partners II, L.P.	9/21/2005	Buy	400	31.26
SPO Partners II, L.P.	9/21/2005	Buy	400	31.27
SPO Partners II, L.P.	9/21/2005	Buy	100	31.29
SPO Partners II, L.P.	9/21/2005	Buy	1,800	31.30
SPO Partners II, L.P.	9/21/2005	Buy	1,800	31.31
SPO Partners II, L.P.	9/21/2005	Buy	1,700	31.32
SPO Partners II, L.P.	9/21/2005	Buy	1,400	31.33
SPO Partners II, L.P.	9/21/2005	Buy	200	31.34

## SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/21/2005	Buy	76,300	31.35
SPO Partners II, L.P.	9/21/2005	Buy	100	31.37
SPO Partners II, L.P.	9/21/2005	Buy	1,700	31.40
SPO Partners II, L.P.	9/21/2005	Buy	3,100	31.41
SPO Partners II, L.P.	9/21/2005	Buy	8,600	31.42
SPO Partners II, L.P.	9/21/2005	Buy	1,500	31.43
SPO Partners II, L.P.	9/21/2005	Buy	400	31.44
SPO Partners II, L.P.	9/21/2005	Buy	14,800	31.45
SPO Partners II, L.P.	9/22/2005	Buy	2,500	31.15
SPO Partners II, L.P.	9/22/2005	Buy	300	31.16
SPO Partners II, L.P.	9/22/2005	Buy	1,100	31.17
SPO Partners II, L.P.	9/22/2005	Buy	400	31.18
SPO Partners II, L.P.	9/22/2005	Buy	400	31.19
SPO Partners II, L.P.	9/22/2005	Buy	1,500	31.20
SPO Partners II, L.P.	9/22/2005	Buy	800	31.22
SPO Partners II, L.P.	9/22/2005	Buy	400	31.23
SPO Partners II, L.P.	9/22/2005	Buy	600	31.24
SPO Partners II, L.P.	9/22/2005	Buy	19,300	31.25
SPO Partners II, L.P.	9/22/2005	Buy	100	31.28
SPO Partners II, L.P.	9/22/2005	Buy	1,700	31.29
SPO Partners II, L.P.	9/22/2005	Buy	10,500	31.30
SPO Partners II, L.P.	9/23/2005	Buy	1,100	31.02
SPO Partners II, L.P.	9/23/2005	Buy	600	31.05
SPO Partners II, L.P.	9/23/2005	Buy	1,100	31.06
SPO Partners II, L.P.	9/23/2005	Buy	800	31.07

## SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/23/2005	Buy	600	31.08
SPO Partners II, L.P.	9/23/2005	Buy	800	31.09
SPO Partners II, L.P.	9/23/2005	Buy	2,300	31.10
SPO Partners II, L.P.	9/23/2005	Buy	1,100	31.11
SPO Partners II, L.P.	9/23/2005	Buy	200	31.13
SPO Partners II, L.P.	9/23/2005	Buy	2,100	31.14
SPO Partners II, L.P.	9/23/2005	Buy	1,100	31.15
SPO Partners II, L.P.	9/23/2005	Buy	800	31.16
SPO Partners II, L.P.	9/23/2005	Buy	1,300	31.20
SPO Partners II, L.P.	9/23/2005	Buy	2,000	31.21
SPO Partners II, L.P.	9/23/2005	Buy	2,100	31.22
SPO Partners II, L.P.	9/23/2005	Buy	3,600	31.23
SPO Partners II, L.P.	9/23/2005	Buy	100	31.24
SPO Partners II, L.P.	9/23/2005	Buy	2,600	31.25
SPO Partners II, L.P.	9/23/2005	Buy	600	31.26
SPO Partners II, L.P.	9/23/2005	Buy	1,000	31.27
SPO Partners II, L.P.	9/23/2005	Buy	700	31.29
SPO Partners II, L.P.	9/23/2005	Buy	1,000	31.31
SPO Partners II, L.P.	9/23/2005	Buy	300	31.32
SPO Partners II, L.P.	9/23/2005	Buy	900	31.33
SPO Partners II, L.P.	9/23/2005	Buy	18,300	31.35
SPO Partners II, L.P.	9/23/2005	Buy	400	31.37
SPO Partners II, L.P.	9/23/2005	Buy	400	31.39

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SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)
SPO Partners II, L.P.	9/26/2005	Buy	1,600	31.53
SPO Partners II, L.P.	9/26/2005	Buy	4,400	31.54
SPO Partners II, L.P.	9/26/2005	Buy	2,100	31.55
SPO Partners II, L.P.	9/26/2005	Buy	4,700	31.56
SPO Partners II, L.P.	9/26/2005	Buy	14,800	31.57
SPO Partners II, L.P.	9/26/2005	Buy	4,400	31.58
SPO Partners II, L.P.	9/26/2005	Buy	1,700	31.59
SPO Partners II, L.P.	9/26/2005	Buy	8,800	31.60

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EXHIBIT INDEX

EXHIBIT	DOCUMENT DESCRIPTION	PAGE NO.
A	Agreement Pursuant to Rule 13d-1(k)	1