

Edgar Filing: KORN FERRY INTERNATIONAL - Form SC 13D/A

KORN FERRY INTERNATIONAL  
Form SC 13D/A  
March 10, 2003

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response: 11  
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SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)\*

Korn/Ferry International

(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

500643200  
(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)

March 6, 2003  
(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 is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Check the following box if a fee is being paid with the statement.

\*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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SCHEDULE 13D

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CUSIP No. 500643200  
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PAGE 2 OF 14 PAGES  
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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:  
NUMBER OF SHARES 2,971,000 (1)  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER:  
-0-

9. SOLE DISPOSITIVE POWER:  
2,971,000 (1)

10. SHARED DISPOSITIVE POWER:  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
2,971,000 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
7.9%

14. TYPE OF REPORTING PERSON:  
PN

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

SCHEDULE 13D

-----  
CUSIP No. 500643200  
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PAGE 3 OF 14 PAGES  
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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): [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

	7. SOLE VOTING POWER:
NUMBER OF	2,971,000 (1) (2)
SHARES	
BENEFICIALLY	8. SHARED VOTING POWER:
OWNED BY	-0-
EACH	
REPORTING	9. SOLE DISPOSITIVE POWER:
PERSON	2,971,000 (1) (2)
WITH	
	10. SHARED DISPOSITIVE POWER:
	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
2,971,000 (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):  
7.9%

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.

SCHEDULE 13D

CUSIP No. 500643200

PAGE 4 OF 14 PAGES

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

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

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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:	330,900 (1)
	8. SHARED VOTING POWER:	-0-
	9. SOLE DISPOSITIVE POWER:	330,900 (1)
	10. SHARED DISPOSITIVE POWER:	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
330,900 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.9%

14. TYPE OF REPORTING PERSON:  
PN

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

SCHEDULE 13D

CUSIP No. 500643200

PAGE 5 OF 14 PAGES

1. NAME OF REPORTING PERSON:  
SF 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:  
330,900 (1) (2)

-----

8. SHARED VOTING POWER:  
-0-

-----

9. SOLE DISPOSITIVE POWER:  
330,900 (1) (2)

-----

10. SHARED DISPOSITIVE POWER:  
-0-

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
330,900 (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):  
0.9%

-----

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 sole general partner, SPO Advisory Corp.

SCHEDULE 13D

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CUSIP No. 500643200

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PAGE 6 OF 14 PAGES

-----

1. NAME OF REPORTING PERSON:  
SPO Advisory Corp.

-----

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): [ ]

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

-----

NUMBER OF SHARES BENEFICIALLY

7. SOLE VOTING POWER:  
3,301,900 (1) (2)

-----

8. SHARED VOTING POWER:

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OWNED BY EACH REPORTING PERSON WITH  
-0-  
-----  
9. SOLE DISPOSITIVE POWER:  
3,301,900 (1) (2)  
-----  
10. SHARED DISPOSITIVE POWER:  
-0-

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,301,900 (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):  
8.7%  
-----

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 2,971,000 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 330,900 of such shares.
- (2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

SCHEDULE 13D

-----  
CUSIP No. 500643200  
-----  
PAGE 7 OF 14 PAGES  
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1. NAME OF REPORTING PERSON:  
John H. Scully  
-----

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

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS:  
Not Applicable  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(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  
8. SHARED VOTING POWER:  
3,301,900 (1)  
-----  
9. SOLE DISPOSITIVE POWER:  
-0-

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WITH

10. SHARED DISPOSITIVE POWER:  
3,301,900(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,301,900(1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
8.7%

14. TYPE OF REPORTING PERSON:  
IN

(1) These 3,301,900 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

SCHEDULE 13D

CUSIP No. 500643200

PAGE 8 OF 14 PAGES

1. NAME OF REPORTING PERSON:  
William E. Oberndorf

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): [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
USA

7. SOLE VOTING POWER:  
-0-

8. SHARED VOTING POWER:  
3,301,900(1)

9. SOLE DISPOSITIVE POWER:  
-0-

10. SHARED DISPOSITIVE POWER:  
3,301,900(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,301,900(1)

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):  
8.7%

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

(1) These 3,301,900 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

SCHEDULE 13D

-----  
CUSIP No. 500643200  
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-----  
PAGE 9 OF 14 PAGES  
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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) [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): [ ]

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

7. SOLE VOTING POWER:  
NUMBER OF -0-  
SHARES

8. SHARED VOTING POWER:  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 3,301,900(1)

9. SOLE DISPOSITIVE POWER:  
-0-

10. SHARED DISPOSITIVE POWER:  
3,301,900(1)

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,301,900(1)  
-----

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

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
8.7%

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



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- (1) These 3,301,900 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

Page 10 of 14 Pages

This Amendment No. 2 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on December 19, 2002, as amended February 19, 2003. 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 -----	AMOUNT OF FUNDS -----	SOURCE OF FUNDS -----
SPO	\$ 20,059,504.94	Contributions from Partners
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	\$ 2,283,938.69	Contributions from Partners
SPO 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

Page 11 of 14 Pages

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 37,827,320 total outstanding shares of common stock as reported on the Issuer's 10-Q filed with the Securities Exchange Commission on

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December 12, 2002.

SPO  
---

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,971,000 Shares, which constitutes approximately 7.9% 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 2,971,000 Shares, which constitutes approximately 7.9% of the outstanding Shares.

SFP  
---

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 330,900 Shares, which constitutes approximately 0.9% 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 330,900 Shares, which constitutes approximately 0.9% 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 3,301,900 Shares in the aggregate, which constitutes approximately 8.7% of the outstanding Shares.

JHS  
---

Because of his position as a control person of SPO Advisory Corp., JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 3,301,900 Shares in the aggregate, which constitutes approximately 8.7% 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 3,301,900 Shares in the aggregate, which constitutes approximately 8.7% of the outstanding Shares.

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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 3,301,900 Shares in the aggregate, which constitutes approximately 8.7% 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 2,971,000 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 2,971,000 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 330,900 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 330,900 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 3,301,900 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 3,301,900 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 3,301,900 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 3,301,900 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 on the New York Stock Exchange ("the "NYSE") as set forth on Schedule I attached hereto.

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Shares since the most recent filing on Schedule 13D.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, 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 A - Agreement pursuant to Rule 13d-1 (k)

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: March 7, 2003

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/s/ Kim M. Silva

-----  
Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. \*  
SPO ADVISORY PARTNERS, L.P.\*  
SAN FRANCISCO PARTNERS, L.P. \*  
SF ADVISORY PARTNERS, L.P.\*  
SPO ADVISORY CORP.\*  
JOHN H. SCULLY\*  
WILLIAM E. OBERNDORF\*  
WILLIAM J. PATTERSON\*

\* 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  
AMENDMENT NO. 2

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
SPO Partners II, L.P.	02/19/2003	Buy	36,800	5.98
San Francisco Partners, L.P.	02/19/2003	Buy	4,100	5.98
SPO Partners II, L.P.	02/20/2003	Buy	13,000	5.99
San Francisco Partners, L.P.	02/20/2003	Buy	1,500	5.99
SPO Partners II, L.P.	02/24/2003	Buy	16,700	5.99
San Francisco Partners, L.P.	02/24/2003	Buy	1,900	5.99
SPO Partners II, L.P.	02/25/2003	Buy	7,900	6.09
San Francisco Partners, L.P.	02/25/2003	Buy	900	6.09
SPO Partners II, L.P.	02/26/2003	Buy	90,600	6.08
San Francisco Partners, L.P.	02/26/2003	Buy	10,000	6.08

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SPO Partners II, L.P.	02/27/2003	Buy	102,000	6.19
San Francisco Partners, L.P.	02/27/2003	Buy	11,300	6.19
SPO Partners II, L.P.	02/28/2003	Buy	28,400	6.19
San Francisco Partners, L.P.	02/28/2003	Buy	3,100	6.19
SPO Partners II, L.P.	03/03/2003	Buy	19,100	6.19
San Francisco Partners, L.P.	03/03/2003	Buy	2,100	6.19
SPO Partners II, L.P.	03/05/2003	Buy	1,000	6.19
San Francisco Partners, L.P.	03/05/2003	Buy	200	6.19
SPO Partners II, L.P.	03/06/2003	Buy	52,400	6.19
San Francisco Partners, L.P.	03/06/2003	Buy	5,800	6.19

EXHIBIT INDEX

Exhibit	Document Description	Page No.
A	Agreement Pursuant to Rule 13d-1(k)	1

EXHIBIT A

Pursuant to Rule 13d-1(k) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

DATED: March 7, 2003

/s/ Kim M. Silva

-----  
Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. \*  
SPO ADVISORY PARTNERS, L.P.\*  
SAN FRANCISCO PARTNERS, L.P. \*  
SF ADVISORY PARTNERS, L.P.\*  
SPO ADVISORY CORP.\*  
JOHN H. SCULLY\*  
WILLIAM E. OBERNDORF\*  
WILLIAM J. PATTERSON\*

\* 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.