
OMB APPROVAL

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

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SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5)*

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)

December 1, 2004
(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).

SCHEDULE 13D

CUSIP No. 500643200

PAGE 2 OF 13 PAGES

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:
 3,081,000 (1)

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

8. SHARED VOTING POWER:
 -0-

9. SOLE DISPOSITIVE POWER:
 3,081,000 (1)

10. SHARED DISPOSITIVE POWER:
 -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
 3,081,000 (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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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:
 3,081,000 (1) (2)

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

8. SHARED VOTING POWER:
 -0-

9. SOLE DISPOSITIVE POWER:
 3,081,000 (1) (2)

10. SHARED DISPOSITIVE POWER:
 -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
 3,081,000 (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

1. NAME OF REPORTING PERSON:
San Francisco 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:
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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 342,500 (1)

8. SHARED VOTING POWER:
-0-

9. SOLE DISPOSITIVE POWER:
342,500 (1)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
342,500 (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%

14. TYPE OF REPORTING PERSON:
PN

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

SCHEDULE 13D

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): []

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 342,500 (1) (2)

8. SHARED VOTING POWER:
-0-

9. SOLE DISPOSITIVE POWER:
342,500 (1) (2)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
342,500 (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%

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.

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CUSIP No. 500643200

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1. NAME OF REPORTING PERSON:
SPO Advisory Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [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 3,423,500 (1) (2)
SHARES

8. SHARED VOTING POWER:
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

9. SOLE DISPOSITIVE POWER:
3,423,500 (1) (2)

10. SHARED DISPOSITIVE POWER:
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
3,423,500 (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):
8.8%

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 3,081,000 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 342,500 of such shares.
- (2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

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1. NAME OF REPORTING PERSON:
John 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-

8. SHARED VOTING POWER:
3,423,500 (1)

9. SOLE DISPOSITIVE POWER:
-0-

10. SHARED DISPOSITIVE POWER:
3,423,500 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
3,423,500 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
8.8%

14. TYPE OF REPORTING PERSON:
IN

(1) These 3,423,500 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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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:
3,423,500 (1)

9. SOLE DISPOSITIVE POWER:
-0-

10. SHARED DISPOSITIVE POWER:
3,423,500 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
3,423,500 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
8.8%

14. TYPE OF REPORTING PERSON:
IN

(1) These 3,423,500 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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1. NAME OF REPORTING PERSON:
William J. Patterson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
-0-

8. SHARED VOTING POWER:
3,423,500(1)

9. SOLE DISPOSITIVE POWER:
-0-

10. SHARED DISPOSITIVE POWER:
3,423,500(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
3,423,500(1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
8.8%

14. TYPE OF REPORTING PERSON:
IN

(1) These 3,423,500 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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This Amendment No. 5 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on December 19, 2002, as amended February 19, 2003, March 10, 2003, April 10, 2003 and May 19, 2004. 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, net of the amount received from the sale of Shares, are as follows:

NAME	AMOUNT OF FUNDS	SOURCE OF FUNDS
SPO	\$10,249,809	Contributions from Partners
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	\$ 1,190,884	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

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 38,984,692 total outstanding shares of common stock as reported on the Issuer's 10-Q filed with the Securities Exchange Commission on September 9, 2004.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 3,081,000 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 3,081,000 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 342,500 Shares, which constitutes approximately .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 342,500 Shares, which constitutes approximately .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 3,423,500 Shares in the aggregate, which constitutes approximately 8.8% 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 3,423,500 Shares in the aggregate, which constitutes approximately 8.8% 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

3,423,500 Shares in the aggregate, which constitutes approximately 8.8% 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 3,423,500 Shares in the aggregate, which constitutes approximately 8.8% 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 3,081,000 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 3,081,000 Shares held by SPO.

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 342,500 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 342,500 Shares held by SFP.

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 3,423,500 Shares held by SPO and SFP 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 3,423,500 Shares held by SPO and SFP in the aggregate.

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WEO

As one of three controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 3,423,500 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 3,423,500 Shares held by SPO and SFP in the aggregate.

(c) During the past 60 days, the Reporting Persons sold 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)

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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: December 2, 2004

/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. 5

<TABLE>
<CAPTION>

WHERE/HOW

REPORTING PERSON	Date of Transaction	Type	Number of Shares	Price Per Share (\$)	TRANSACTION EFFECTED
<S>	<C>	<C>	<C>	<C>	<C>
SPO Partners II, L.P.	9/8/2004	Sell	130,500	19.42	Open Market/Broker
San Francisco Partners, L.P.	9/8/2004	Sell	14,500	19.42	Open Market/Broker
SPO Partners II, L.P.	9/9/2004	Sell	43,700	18.98	Open Market/Broker
San Francisco Partners, L.P.	9/9/2004	Sell	4,800	18.98	Open Market/Broker
SPO Partners II, L.P.	9/13/2004	Sell	95,900	19.09	Open Market/Broker
San Francisco Partners, L.P.	9/13/2004	Sell	10,600	19.09	Open Market/Broker
SPO Partners II, L.P.	9/14/2004	Sell	43,600	19.01	Open Market/Broker
San Francisco Partners, L.P.	9/14/2004	Sell	4,900	19.01	Open Market/Broker
SPO Partners II, L.P.	11/10/2004	Sell	90,000	19.22	Open Market/Broker
San Francisco Partners, L.P.	11/10/2004	Sell	10,000	19.22	Open Market/Broker
SPO Partners II, L.P.	11/11/2004	Sell	156,900	19.23	Open Market/Broker
San Francisco Partners, L.P.	11/11/2004	Sell	17,400	19.23	Open Market/Broker
SPO Partners II, L.P.	11/12/2004	Sell	36,000	19.13	Open Market/Broker
San Francisco Partners, L.P.	11/12/2004	Sell	4,000	19.13	Open Market/Broker
SPO Partners II, L.P.	12/1/2004	Sell	208,000	19.45	Open Market/Broker
San Francisco Partners, L.P.	12/1/2004	Sell	23,100	19.45	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.48	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.45	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.43	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.43	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.42	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	270	19.33	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	810	19.35	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	450	19.38	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	360	19.42	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.42	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.43	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.44	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.44	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	270	19.44	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	900	19.32	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.35	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.35	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.36	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.37	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.40	Open Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	450	19.40	Open

SPO Partners II, L.P.	12/2/2004	Sell	90	19.39	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	360	19.36	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	900	19.26	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	810	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.21	Market/Broker Open

</TABLE>

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>
SPO Partners II, L.P.	12/2/2004	Sell	180	19.20	Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.23	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.24	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.28	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.30	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.33	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.33	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	720	19.35	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	990	19.35	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	360	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.29	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.38	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.38	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.39	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.40	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.40	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.39	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	900	19.40	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	540	19.40	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	900	19.41	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.37	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	810	19.33	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.37	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.34	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	540	19.35	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	360	19.34	Market/Broker Open

SPO Partners II, L.P.	12/2/2004	Sell	90	19.33	Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.36	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.35	Open

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SPO Partners II, L.P.	12/2/2004	Sell	90	19.40	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.37	Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.34	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.34	Open
SPO Partners II, L.P.	12/2/2004	Sell	540	19.34	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	540	19.33	Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.28	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	450	19.27	Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.26	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	810	19.23	Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.22	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	270	19.23	Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.24	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	900	19.22	Open
SPO Partners II, L.P.	12/2/2004	Sell	720	19.22	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.23	Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.23	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.22	Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.22	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	450	19.22	Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.22	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.25	Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.25	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.25	Open
SPO Partners II, L.P.	12/2/2004	Sell	360	19.25	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	180	19.25	Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.25	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.27	Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.28	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.25	Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.26	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	90	19.23	Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.22	Market/Broker
SPO Partners II, L.P.	12/2/2004	Sell	270	19.22	Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.22	Market/Broker

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SPO Partners II, L.P.	12/2/2004	Sell	630	19.21	Open
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SPO Partners II, L.P.	12/2/2004	Sell	180	19.21	Open

SPO Partners II, L.P.	12/2/2004	Sell	180	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.10	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.13	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	360	19.11	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.16	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	810	19.17	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.18	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.16	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.17	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.13	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.12	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.12	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.13	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.14	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	540	19.14	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.18	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.14	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.11	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.11	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.12	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.12	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.12	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.13	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.17	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.18	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.18	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.20	Market/Broker Open

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SPO Partners II, L.P.	12/2/2004	Sell	180	19.20	Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.19	Market/Broker Open

SPO Partners II, L.P.	12/2/2004	Sell	180	19.14	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	450	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.16	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.18	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	360	19.22	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	540	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.21	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.20	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	270	19.19	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.18	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	990	19.12	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	180	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	900	19.15	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	90	19.14	Market/Broker Open
SPO Partners II, L.P.	12/2/2004	Sell	2,330	19.15	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.48	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.45	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.43	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.43	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.42	Market/Broker Open

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San Francisco Partners, L.P.	12/2/2004	Sell	10	19.38	Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	30	19.33	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	90	19.35	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	40	19.42	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.42	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.43	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.44	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.44	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	30	19.44	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	100	19.32	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.35	Market/Broker Open

San Francisco Partners, L.P.	12/2/2004	Sell	20	19.35	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.36	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.37	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.40	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.40	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.39	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	40	19.36	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.34	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.34	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.34	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	100	19.26	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	90	19.20	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.20	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	30	19.23	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.24	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.28	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.30	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.33	Market/Broker Open

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San Francisco Partners, L.P.	12/2/2004	Sell	10	19.33	Open
San Francisco Partners, L.P.	12/2/2004	Sell	80	19.35	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	110	19.35	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	40	19.34	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.29	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	30	19.34	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.34	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.34	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.38	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.39	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.40	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.40	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.39	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	100	19.40	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	60	19.40	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	100	19.41	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.37	Market/Broker Open

San Francisco Partners, L.P.	12/2/2004	Sell	10	19.20	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.20	Market/Broker Open

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San Francisco Partners, L.P.	12/2/2004	Sell	20	19.19	Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.14	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	50	19.15	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.16	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.18	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	30	19.20	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.20	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	40	19.22	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	30	19.20	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	60	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.21	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.20	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	30	19.19	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.18	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	110	19.12	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	20	19.15	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	100	19.15	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	10	19.14	Market/Broker Open
San Francisco Partners, L.P.	12/2/2004	Sell	270	19.15	Market/Broker Open

</TABLE>

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: December 2, 2004

/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.