

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,767,900

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.4%

14. TYPE OF REPORTING PERSON
PN

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

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

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7.	SOLE VOTING POWER 8,767,900 (1)(2)
Number Of Shares Beneficially Owned By Each Reporting Person With	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 8,767,900 (1)(2)
	10.	SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,767,900

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.4%

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.

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(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

	7. SOLE VOTING POWER 415,600 (1)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 415,600 (1)
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
415,600

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.6%

14. TYPE OF REPORTING PERSON
PN

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

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(d) OR 2(e) ||

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7.	SOLE VOTING POWER 415,600 (1)(2)
Number Of Shares Beneficially Owned By Each Reporting Person With	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 415,600 (1)(2)
	10.	SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
415,600

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.6%

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.

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(d) OR 2(e) ||

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7. SOLE VOTING POWER 9,183,500 (1)(2)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 9,183,500 (1)(2)
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,183,500

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.1%

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 8,767,900 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 415,600 of such shares.

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

CUSIP No. 127055101

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(d) OR 2(e) |_

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
9,183,500 (1)

9. SOLE DISPOSITIVE POWER
-0-

10. SHARED DISPOSITIVE POWER
9,183,500 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,183,500

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.1%

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.

CUSIP No. 127055101

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
ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

	7. SOLE VOTING POWER 333,650 (1)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 333,650 (1)
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
333,650 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.6%

14. TYPE OF REPORTING PERSON
00

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

CUSIP No. 127055101

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(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

	7. SOLE VOTING POWER 100,000 (1)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 100,000 (1)
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100,000 (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
PN

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

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(d) OR 2(e) ||

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
9,186,400 (1)

9. SOLE DISPOSITIVE POWER
-0-

10. SHARED DISPOSITIVE POWER
9,186,400 (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,186,400

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.1%

14. TYPE OF REPORTING PERSON
IN

(1) Of these shares, 9,183,500 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of the three controlling persons of SPO Advisory Corp. and 2,900 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as a controlling person, director and executive officer of the Elizabeth R. & William J. Patterson Foundation.

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
The Elizabeth R. & William J. Patterson 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(d) OR 2(e) ||

6. CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

	7. SOLE VOTING POWER 2,900 (1)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER 0
	9. SOLE DISPOSITIVE POWER 2,900 (1)
	10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,900

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

CUSIP No. 127055101

1. NAME OF REPORTING PERSON
Ian R. McGuire

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

3. SEC Use Only

4. SOURCE OF FUNDS
PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

	7.	SOLE VOTING POWER	
		475	

Number Of Shares	8.	SHARED VOTING POWER	
Beneficially Owned By		0	
Each Reporting Person	-----		
With	9.	SOLE DISPOSITIVE POWER	
		475	

	10.	SHARED DISPOSITIVE POWER	
		0	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
475

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. 127055101

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(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

	7. SOLE VOTING POWER 5,000
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 5,000
	10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,000

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.

This Amendment No. 7 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, September 26, 2005, October 20, 2005, November 8, 2005, January 12, 2006 and June 20, 2006. 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 2. IDENTITY AND BACKGROUND

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

"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 II, 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."), John H. Scully ("JHS"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), the William and Susan Oberndorf Trust, dated 10/19/98 ("Oberndorf Trust"), Oberndorf Family Partners, a California limited partnership ("OFP"), the Elizabeth R. & William J. Patterson Foundation, a California corporation ("Patterson Foundation"), Ian R. McGuire ("IRM") and Betty Jane Weimer ("BJW"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, WEO, WJP, the Oberndorf Trust, OFP, Patterson Foundation, IRM and BJW 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 Securities Exchange Act of 1934, as amended (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."

The following subsections are hereby added to Item 2(b)-(c) in appropriate alphabetical order as follows:

Patterson Foundation

Patterson Foundation is a California corporation, the principal purpose of which is to be a private, grant-making charitable entity. WJP and his wife, Elizabeth R. Patterson, are the controlling persons, directors and executive officers of Patterson Foundation. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to WJP is set forth herein. The principal business address of Patterson Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Patterson's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Ms. Patterson's present principal occupation is homemaker.

IRM

IRM's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as a principal for SPO Partners & Co.

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	\$282,168,440
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$13,433,286
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable	Not Applicable
WEO	Personal Funds (1)	\$5,385,214
WJP	Not Applicable	Not Applicable
Oberndorf Trust	Personal Funds (1)	\$12,237,424
OPF	Contribution from Partners	\$3,635,448
Patterson Foundation	Contributions from Shareholders	\$98,206
IRM	Personal Funds (1)	\$16,877
BJW	Personal Funds (1)	\$ 186,594

(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 specified purpose of acquiring, holding, trading or voting Shares.

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 65,294,938 total outstanding shares of Common Stock as reported on the Issuer's 10-K filed with the Securities and Exchange Commission on November 29, 2007.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 8,767,900 Shares, which constitutes approximately 13.4% 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 8,767,900 Shares, which constitutes approximately 13.4% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 415,600 Shares, which constitutes approximately 0.6% 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 415,600 Shares, which constitutes approximately 0.6% 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 9,183,500 Shares in the aggregate, which constitutes approximately 14.1% 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 9,183,500 Shares, which constitutes approximately 14.1% of the outstanding Shares.

WEO

Individually, and because of his positions as a control person of SPO Advisory Corp., a trustee of the Oberndorf Trust and sole general partner of OFP and as 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 9,736,150 Shares in the aggregate, which constitutes approximately 14.9% of the outstanding Shares.

WJP

Because of his position as a control person of SPO Advisory Corp. and as a control person, director and executive officer of Patterson Foundation, WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 9,186,400 Shares, which constitutes approximately 14.1% 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 333,650 Shares, which constitutes approximately 0.6% of the outstanding Shares.

OFP

The aggregate number of Shares that OFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 100,000 Shares, which constitutes approximately 0.2% of the outstanding Shares.

Patterson Foundation

The aggregate number of Shares that Patterson Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,900, which constitutes less than 0.1% of the outstanding Shares.

IRM

The aggregate number of Shares that IRM owns beneficially, pursuant to Rule 13d-3 of the Act, is 475, 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 5,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 hereof is the beneficial owner of any Shares.

(b) SPO

Acting through its sole general partner, SPO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 8,767,900 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 8,767,900 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 415,600 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 415,600 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 9,183,500 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 9,183,500 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 9,183,500 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 333,650 Shares held in the Oberndorf Trust. Individually, and because of his position as the sole general partner of OFP, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 109,000 Shares held in WEO's Individual Retirement Account, which is self directed, and 100,000 Shares held by OFP. Solely in his capacity as trustee for the account of his children, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 10,000 shares owned by his children.

WJP

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, 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 9,183,500 Shares held by SPO and SFP in the aggregate. WJP may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 2,900 Shares held by the Patterson Foundation.

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 333,650 Shares in the aggregate.

OFP

OFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 100,000 Shares.

Patterson Foundation

Acting through its two controlling persons, directors and executive officers, Patterson Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,900 Shares.

IRM

IRM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 475 Shares.

BJW

BJW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 5,000 Shares.

(c) During the past 60 days, the Reporting Persons purchased Shares in open market transactions 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 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)

Exhibit B: Power of Attorney

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 December 18, 2007

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)
WILLIAM AND SUSAN OBERNDORF TRUST,
DATED 10/19/98 (1)
OBERNDORF FAMILY PARTNERS (1)
THE ELIZABETH R. & WILLIAM J.
PATTERSON FOUNDATION (2)
IAN R. MCGUIRE (2)
BETTY JANE WEIMER (1)

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

(2) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed as Exhibit B.

SCHEDULE I TO SCHEDULE 13D

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)	WHERE/HOW TRANSACTION EFFECTED
SPO Partners II, L.P.	12/13/2007	Buy	98	33.9900	Open Market/Broker
SPO Partners II, L.P.	12/13/2007	Buy	34,302	34.0000	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/13/2007	Buy	2	33.9900	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/13/2007	Buy	798	34.0000	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	586	33.5600	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	21,664	33.5843	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	293	33.5900	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	683	33.6000	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	293	33.6100	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	195	33.6200	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	1,854	33.6300	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	1,854	33.6400	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	683	33.6500	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.6600	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	878	33.6700	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	488	33.6800	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	293	33.6900	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	293	33.7000	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	488	33.7100	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	1,561	33.7200	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.7300	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	683	33.7400	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	1,366	33.7500	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	1,073	33.7600	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.7900	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	2,830	33.8000	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	390	33.8100	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.8200	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	390	33.8300	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	3,903	33.8400	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	2,342	33.8500	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	1,073	33.8600	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	1,561	33.8700	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	195	33.8800	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	2,440	33.8900	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.9000	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	195	33.9100	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	195	33.9200	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	195	33.9300	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.9400	Open Market/Broker

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)	WHERE/HOW TRANSACTION EFFECTED
SPO Partners II, L.P.	12/14/2007	Buy	488	33.9500	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.9600	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.9700	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	98	33.9800	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	586	33.9900	Open Market/Broker
SPO Partners II, L.P.	12/14/2007	Buy	32,007	34.0000	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	14	33.5600	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	536	33.5843	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	7	33.5900	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	17	33.6000	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	7	33.6100	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	5	33.6200	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	46	33.6300	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	46	33.6400	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	17	33.6500	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.6600	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	22	33.6700	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	12	33.6800	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	7	33.6900	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	7	33.7000	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	12	33.7100	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	39	33.7200	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.7300	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	17	33.7400	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	34	33.7500	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	27	33.7600	Open Market/Broker

REPORTING PERSON	DATE OF TRANSACTION	TYPE	NUMBER OF SHARES	PRICE PER SHARE (\$)	WHERE/HOW TRANSACTION EFFECTED
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.7900	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	70	33.8000	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	10	33.8100	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.8200	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	10	33.8300	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	97	33.8400	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	58	33.8500	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	27	33.8600	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	39	33.8700	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	5	33.8800	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	60	33.8900	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.9000	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	5	33.9100	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	5	33.9200	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	5	33.9300	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.9400	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	12	33.9500	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.9600	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.9700	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	2	33.9800	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	14	33.9900	Open Market/Broker
The Elizabeth R. & William J. Patterson Foundation	12/14/2007	Buy	793	34.0000	Open Market/Broker

EXHIBIT INDEX

EXHIBIT	DOCUMENT DESCRIPTION	PAGE NO.
A	Agreement Pursuant to Rule 13d-1(k)	1
B	Power of Attorney	2

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 18, 2007

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)
WILLIAM AND SUSAN OBERNDORF TRUST,
DATED 10/19/98 (1)
OBERNDORF FAMILY PARTNERS (1)
THE ELIZABETH R. & WILLIAM J.
PATTERSON FOUNDATION (2)
IAN R. MCGUIRE (2)
BETTY JANE WEIMER (1)

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

(2) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed as Exhibit B.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of The Elizabeth R. & William J. Patterson Foundation and Ian R. McGuire (each a "Grantor") has made, constituted and appointed, and by these presents does make, constitute and appoint, each of William E. Oberndorf and Kim M. Silva (each an "Attorney"), the true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, of the Grantor, for and in Grantor's name, place and stead, in any and all capacities, to do all or any of the following acts, matters and things:

1. To sign on behalf of the Grantor statements on Schedule 13D or 13G or Forms 3, 4 and 5, or amendments thereto pursuant to Section 13(d) or Section 16 under the Securities Exchange Act of 1934.
2. To do all such other acts and things as, in such Attorney's discretion, he or she deems appropriate or desirable for the purpose of filing such statements on Schedule 13D or 13G or Forms 3, 4 and 5, or amendments thereto.
3. To appoint in writing one or more substitutes who shall have the power to act on behalf of the Grantor as if that substitute or those substitutes shall have been originally appointed Attorney(s) by this Power of Attorney and/or to revoke any such appointment at any time without assigning any reason therefor.

The Grantor hereby ratifies and confirms all that said agents and attorneys-in-fact or any substitute or substitutes may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or to file reports under Section 13(d) of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by Cabot Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

The words Grantor and Attorney shall include all grantors and attorneys under this Power of Attorney.

[Signatures on the Following Pages]

IN WITNESS WHEREOF, each Grantor duly assents to this Power of Attorney by his, her or its signature as of the 18th day of December, 2007.

THE ELIZABETH R. & WILLIAM J. PATTERSON FOUNDATION

/s/ The Elizabeth R. & William J. Patterson Foundation

IAN R. MCGUIRE

/s/ Ian R. McGuire
