

Edgar Filing: ART TECHNOLOGY GROUP INC - Form SC 13G/A

ART TECHNOLOGY GROUP INC  
Form SC 13G/A  
September 10, 2007

SCHEDULE 13G

Amendment No. 3  
Art Technology Group Incorporated  
Common Stock  
Cusip #04289L107

Cusip #04289L107  
Item 1: Reporting Person - FMR Corp.  
Item 4: Delaware  
Item 5: 0  
Item 6: 0  
Item 7: 4,918,478  
Item 8: 0  
Item 9: 4,918,478  
Item 11: 3.853%  
Item 12: HC

Cusip #04289L107  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 4,918,478  
Item 8: 0  
Item 9: 4,918,478  
Item 11: 3.853%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:  
Art Technology Group Incorporated

Item 1(b). Name of Issuer's Principal Executive Offices:  
25 First Street  
Cambridge, MA 02144

Item 2(a). Name of Person Filing:  
FMR Corp.

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

Edgar Filing: ART TECHNOLOGY GROUP INC - Form SC 13G/A

82 Devonshire Street, Boston,  
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

04289L107

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 4,918,478

(b) Percent of Class: 3.853%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 4,918,478

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (X).

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of

## Edgar Filing: ART TECHNOLOGY GROUP INC - Form SC 13G/A

the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Inasmuch as the reporting persons are no longer the beneficial owners of more than five percent of the number of shares outstanding, the reporting persons have no further reporting obligation under Section 13(d) of the Securities and Exchange Commission thereunder, and the reporting persons have no obligation to amend this Statement if any material change occurs in the facts set forth herein.

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.

September 07, 2007

Date

/s/Eric D. Roiter

Signature

Eric D. Roiter

Duly authorized under Power of Attorney

dated December 30, 1997 by and on behalf of FMR Corp. and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 4,918,478 shares or 3.853% of the Common Stock outstanding of Art Technology Group Incorporated ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 4,918,478 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR Corp., are the predominant owners, directly or through trusts, of Series B shares of common stock of FMR Corp., representing 49% of the voting power of FMR Corp.

## Edgar Filing: ART TECHNOLOGY GROUP INC - Form SC 13G/A

The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B shares will be voted in accordance with the majority vote of Series B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on September 07, 2007, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of Art Technology Group Incorporated at August 31, 2007.

FMR Corp.

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney dated  
December 30, 1997, by and on behalf of FMR Corp. and its  
direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney dated  
December 30, 1997, by and on behalf of Edward C. Johnson  
3d

Fidelity Management & Research Company

By /s/ Eric D. Roiter  
Eric D. Roiter  
Senior V.P. and General Counsel

Advisory Partners, L.P. SCHEDULE 13D CUSIP NO. 225756105 Page 3 of 31

----- 1 NAMES OF REPORTING PERSON: SPO  
 Advisory Partners, L.P. ----- CHECK THE  
 APPROPRIATE BOX IF A MEMBER OF A GROUP: 2 (a)  (b)   
 ----- SEC USE ONLY 3  
 ----- SOURCE OF FUNDS: Not Applicable 4  
 ----- CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f): 5   
 ----- CITIZENSHIP OR PLACE OF ORGANIZATION:  
 6 Delaware ----- SOLE VOTING POWER: 7 2,205,400  
 (1)(2) NUMBER OF SHARES ----- SHARED VOTING POWER:  
 BENEFICIALLY 8 -0- OWNED BY ----- EACH SOLE DISPOSITIVE  
 POWER: 9 2,205,400 (1)(2) REPORTING PERSON ----- SHARED  
 DISPOSITIVE POWER: WITH 10 -0- -----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 2,205,400 (1)(2)  
 ----- CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES: 12   
 ----- PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11): 2.1% 13 ----- TYPE OF  
 REPORTING PERSON: PN 14 ----- (1) Solely in its  
 capacity as the sole general partner of SPO Partners II, L.P. (2) Power is exercised through its corporate general  
 partner, SPO Advisory Corp. SCHEDULE 13D CUSIP NO. 225756105 Page 4 of 31

----- 1 NAMES OF REPORTING PERSONS San  
 Francisco Partners II, L.P. ----- CHECK THE  
 APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) 2 (a)  (b)   
 ----- SEC USE ONLY 3  
 ----- SOURCE OF FUNDS: WC 4  
 ----- CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f) 5   
 ----- CITIZENSHIP OR PLACE OF ORGANIZATION:  
 California 6 ----- SOLE VOTING POWER 7 538,900 (1)  
 NUMBER OF SHARES ----- SHARED VOTING POWER  
 BENEFICIALLY 8 -0- OWNED BY ----- EACH SOLE DISPOSITIVE  
 POWER 9 538,900 (1) REPORTING PERSON ----- SHARED  
 DISPOSITIVE POWER WITH 10 -0- -----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 538,900 (1)  
 ----- CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES 12   
 ----- PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11): 0.5% 13 ----- TYPE OF  
 REPORTING PERSON: PN 14 ----- (1) Power is  
 exercised through its sole general partner, SF Advisory Partners, L.P. SCHEDULE 13D CUSIP NO. 225756105 Page  
 5 of 31

----- 1 NAMES OF REPORTING PERSONS SF  
 Advisory Partners, L.P. ----- CHECK THE  
 APPROPRIATE BOX IF A MEMBER OF A GROUP: 2 (a)  (b)   
 ----- SEC USE ONLY 3  
 ----- SOURCE OF FUNDS: Not Applicable 4  
 ----- CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)  5  
 ----- CITIZENSHIP OR PLACE OF ORGANIZATION:  
 6 Delaware ----- SOLE VOTING POWER 7 NUMBER

OF 538,900 (1)(2) SHARES ----- SHARED VOTING POWER  
 BENEFICIALLY 8 OWNED BY -0- ----- EACH SOLE DISPOSITIVE  
 POWER 9 REPORTING 538,900 (1)(2) PERSON ----- SHARED  
 DISPOSITIVE POWER WITH 10 -0- -----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 538,900 (1)(2)  
 ----- CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES 12

----- PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11) 13 0.5% ----- TYPE OF  
 REPORTING PERSON 14 PN ----- (1) Solely in its  
 capacity as the sole general partner of San Francisco Partners II, L.P. (2) Power is exercised through its corporate  
 general partner, SPO Advisory Corp. SCHEDULE 13D CUSIP NO. 225756105 Page 6 of 31  
 ----- 1 NAMES OF REPORTING PERSON: SPO  
 Advisory Corp. ----- CHECK THE APPROPRIATE  
 BOX IF A MEMBER OF A GROUP: 2 (a)  (b)

----- SEC USE ONLY 3  
 ----- SOURCE OF FUNDS: Not Applicable 4  
 ----- CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5  
 ----- CITIZENSHIP OR PLACE OF ORGANIZATION:  
 6 Delaware ----- SOLE VOTING POWER: 7 NUMBER  
 OF -0- SHARES ----- SHARED VOTING POWER: BENEFICIALLY 8  
 OWNED BY 2,744,300 (1)(2) ----- EACH SOLE DISPOSITIVE  
 POWER: 9 REPORTING -0- PERSON ----- SHARED DISPOSITIVE  
 POWER: WITH 10 2,744,300 (1)(2) ----- AGGREGATE  
 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 2,744,300 (1)(2)  
 ----- CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11): 13 2.6% ----- TYPE OF  
 REPORTING PERSON: 14 CO ----- (1) Solely in its  
 capacity as the general partner of SPO Advisory Partners, L.P. with respect to 2,205,400 of such shares; and solely in  
 its capacity as the general partner of SF Advisory Partners, L.P. with respect to 538,900 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. 225756105 Page 7 of 31  
 ----- 1 NAMES OF REPORTING PERSON: Netcong  
 Newton Partners ----- CHECK THE APPROPRIATE  
 BOX IF A MEMBER OF A GROUP: 2 (a)  (b)

----- SEC USE ONLY 3  
 ----- SOURCE OF FUNDS: WC 4  
 ----- CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f): 5

----- CITIZENSHIP OR PLACE OF ORGANIZATION 6  
 California ----- SOLE VOTING POWER 7 350,000 (1)  
 NUMBER OF SHARES ----- SHARED VOTING POWER  
 BENEFICIALLY 8 -0- OWNED BY ----- EACH SOLE DISPOSITIVE  
 POWER 9 350,000 (1) REPORTING PERSON ----- SHARED  
 DISPOSITIVE POWER: -0- WITH 10 -----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 350,000 (1)  
 ----- CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11): 0.3% 13 ----- TYPE OF  
REPORTING PERSON: PN 14 ----- (1) Power is  
exercised through its sole general partner, John H. Scully. SCHEDULE 13D CUSIP NO. 225756105 Page 8 of 31  
----- 1 NAMES OF REPORTING PERSON: Cranberry  
Lake Partners, L.P. ----- CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A GROUP: 2 (a)  (b)

----- SEC USE ONLY 3  
----- SOURCE OF FUNDS: WC 4  
----- CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f): 5

----- CITIZENSHIP OR PLACE OF ORGANIZATION 6  
California ----- SOLE VOTING POWER 7 175,000 (1)  
NUMBER OF SHARES ----- SHARED VOTING POWER

BENEFICIALLY 8 -0- OWNED BY ----- EACH SOLE DISPOSITIVE  
POWER 9 175,000 (1) REPORTING PERSON ----- SHARED  
DISPOSITIVE POWER: -0- WITH 10 -----

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 175,000 (1)  
----- CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11): 0.2% 13 ----- TYPE OF  
REPORTING PERSON: PN 14 ----- (1) Power is  
exercised through its sole general partner, John H. Scully and Irene S. Scully as Trustees for the John and Irene Scully  
Trust, dated May 30, 1994. SCHEDULE 13D CUSIP NO. 225756105 Page 9 of 31

----- 1. Name of Reporting Person: D.L. & W., Inc. Profit  
Sharing Retirement Plan ----- 2. Check the Appropriate  
Box if a Member of a Group: (a)  (b)  ----- 3. SEC  
Use Only ----- 4. Source of Funds: WC

----- 5. Check box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(e) or 2(f):  ----- 6.  
Citizenship or Place of Organization: California ----- 7.

Sole Voting Power: 200,300 (1) NUMBER OF SHARES ----- 8. Shared  
Voting Power: BENEFICIALLY -0- OWNED BY ----- EACH 9. Sole  
Dispositive Power: 200,300 (1) REPORTING PERSON ----- 10. Shared  
Dispositive Power: WITH -0- ----- 11. Aggregate

Amount Beneficially Owned by Each Reporting Person: 200,300 (1)  
----- 12. Check Box if the Aggregate Amount in Row  
(11) Excludes Certain Shares:  ----- 13. Percent of  
Class Represented by Amount in Row (11): 0.2% -----

14. Type of Reporting Person: CO ----- (1) Power is  
exercised through its sole trustee, John H. Scully. SCHEDULE 13D CUSIP NO. 225756105 Page 10 of 31

----- 1 NAMES OF REPORTING PERSON: Phoebe  
Snow Foundation, Inc. ----- CHECK THE  
APPROPRIATE BOX IF A MEMBER OF A GROUP: 2 (a)  (b)

----- SEC USE ONLY 3  
----- SOURCE OF FUNDS: WC 4  
----- CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5

----- CITIZENSHIP OR PLACE OF ORGANIZATION 6  
California ----- SOLE VOTING POWER: 7 579,900 (1)

NUMBER OF SHARES ----- SHARED VOTING POWER:  
 BENEFICIALLY 8 -0- OWNED BY ----- EACH SOLE DISPOSITIVE  
 POWER: 9 579,900 (1) REPORTING PERSON ----- SHARED  
 DISPOSITIVE POWER: WITH 10 -0- -----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 579,900 (1)  
 ----- CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11): 0.6% 13 ----- TYPE OF  
 REPORTING PERSON: CO 14 ----- (1) Power is  
 exercised through its controlling person and sole director and executive officer, John H. Scully. SCHEDULE 13D  
 CUSIP NO. 225756105 Page 11 of 31 ----- 1 NAME  
 OF REPORTING PERSON: John H. Scully ----- CHECK  
 THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 2 (a)  (b)

----- SEC USE ONLY 3  
 ----- SOURCE OF FUNDS: PF and Not Applicable 4  
 ----- CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5  
 ----- CITIZENSHIP OR PLACE OF ORGANIZATION:  
 6 USA ----- SOLE VOTING POWER: 7 101,000 (1)

NUMBER OF SHARES ----- SHARED VOTING POWER:  
 BENEFICIALLY 8 4,049,500 (2) OWNED BY ----- EACH SOLE  
 DISPOSITIVE POWER: 9 101,000 (1) REPORTING PERSON -----  
 SHARED DISPOSITIVE POWER: WITH 10 4,049,500 (2)  
 ----- AGGREGATE AMOUNT BENEFICIALLY  
 OWNED BY EACH REPORTING PERSON: 11 4,150,500 (1)(2)  
 ----- CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11): 3.9% 13 ----- TYPE OF  
 REPORTING PERSON: IN 14 ----- (1) 1,000 Shares  
 held in John H. Scully Individual Retirement Account, a self-directed individual retirement account and 100,000  
 shares held in the John and Irene Scully Living Trust. (2) Of these, 2,744,300 shares are beneficially owned solely in  
 his capacity as one of three controlling persons of SPO Advisory Corp., 350,000 shares are beneficially owned solely  
 in his capacity as sole general partner of Netcong Newton Partners, 175,000 shares are beneficially owned solely in  
 his capacity as trustee for the general partner of Cranberry Lake Partners, L.P., 200,300 shares are beneficially owned  
 solely in his capacity as controlling person of D. L. & W., Inc. Profit Sharing Retirement Plan, 579,900 shares are  
 beneficially owned solely in his capacity as controlling person of Phoebe Snow Foundation, Inc. SCHEDULE 13D  
 CUSIP NO. 225756105 Page 12 of 31 ----- 1 NAME  
 OF REPORTING PERSON: Oberndorf Foundation -----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 2 (a)  (b)

----- SEC USE ONLY 3  
 ----- SOURCE OF FUNDS: WC 4  
 ----- CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5  
 ----- CITIZENSHIP OR PLACE OF ORGANIZATION:  
 6 California ----- SOLE VOTING POWER: 7 60,000 (1)

NUMBER OF SHARES ----- SHARED VOTING POWER:  
 BENEFICIALLY 8 -0- OWNED BY ----- EACH SOLE DISPOSITIVE  
 POWER: 9 60,000 (1) REPORTING PERSON ----- SHARED  
 DISPOSITIVE POWER: WITH 10 -0- -----



AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 60,000 (1)(2)  
----- CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11): (Less Than) 0.1% 13 -----  
TYPE OF REPORTING PERSON: CO 14 ----- (1)  
Power is exercised through its two directors: William E. Oberndorf and Susan C. Oberndorf. SCHEDULE 13D  
CUSIP NO. 225756105 Page 13 of 31 ----- 1 NAMES  
OF REPORTING PERSON: William E. Oberndorf -----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 2 (a)  (b)

----- SEC USE ONLY 3  
----- SOURCE OF FUNDS: PF and Not Applicable 4  
----- CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5  
----- CITIZENSHIP OR PLACE OF ORGANIZATION 6  
USA -----  
SOLE VOTING POWER: 7 711,880 (1)  
NUMBER OF SHARES ----- SHARED VOTING POWER:  
BENEFICIALLY 8 3,007,100 (2) OWNED BY ----- EACH SOLE  
DISPOSITIVE POWER: 9 711,880 (1) REPORTING PERSON -----  
SHARED DISPOSITIVE POWER: WITH 10 3,007,100 (2)  
----- AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON: 11 3,718,980 (1)(2)  
----- CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11): 3.5% 13 ----- TYPE OF  
REPORTING PERSON: IN 14 ----- (1) 692,880 Shares  
held in William E. Oberndorf's Individual Retirement Accounts, which are self-directed, and 19,000 shares are owned  
by his children who share his household. (2) Of these, 2,744,300 shares are beneficially owned solely in his capacity  
as one of three controlling persons of SPO Advisory Corp., 60,000 shares are beneficially owned solely in his capacity  
as a controlling person of Oberndorf Foundation, a family foundation, 130,800 shares are beneficially owned solely in  
his capacity as sole general partner of Oberndorf Family Partners, a family partnership and an aggregate of 72,000  
shares are held in two trusts for the benefit of himself and his wife, Susan C. Oberndorf, for which he serves as  
trustee. SCHEDULE 13D CUSIP NO. 225756105 Page 14 of 31  
----- 1 NAMES OF REPORTING PERSON: William J.  
Patterson ----- CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP: 2 (a)  (b)  ----- SEC  
USE ONLY 3 ----- SOURCE OF FUNDS: PF and Not  
Applicable 4 ----- CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5  
----- CITIZENSHIP OR PLACE OF ORGANIZATION 6  
USA -----  
SOLE VOTING POWER: 7 2,300 NUMBER  
OF SHARES ----- SHARED VOTING POWER: BENEFICIALLY 8  
2,744,300 (1) OWNED BY ----- EACH SOLE DISPOSITIVE POWER:  
9 2,300 REPORTING PERSON ----- SHARED DISPOSITIVE POWER:  
WITH 10 2,744,300 (1) ----- AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 2,746,600  
----- CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES: 12

----- PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11): 2.6% 13 ----- TYPE OF

Edgar Filing: ART TECHNOLOGY GROUP INC - Form SC 13G/A

REPORTING PERSON: IN 14 ----- (1) Of these,  
2,744,300 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory  
Corp. SCHEDULE 13D CUSIP NO. 225756105 Page 15 of 31

----- 1 NAMES OF REPORTING PERSON: Michael  
B. Yuen ----- CHECK THE APPROPRIATE BOX IF A

MEMBER OF A GROUP: 2 (a)  (b)  ----- SEC  
USE ONLY 3 ----- SOURCE OF FUNDS: PF 4

----- CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5

----- CITIZENSHIP OR PLACE OF ORGANIZATION 6  
USA ----- 7. SOLE VOTING POWER: 2,540 NUMBER

OF SHARES ----- 8. SHARED VOTING POWER: BENEFICIALLY -0-  
OWNED BY ----- EACH 9. SOLE DISPOSITIVE POWER: 2,540

REPORTING PERSON ----- 10. SHARED DISPOSITIVE POWER:  
WITH -0- ----- AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 2,540

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

----- PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11): (LESS THAN) 0.1% 13 -----

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

SCHEDULE 13D CUSIP NO. 225756105 Page 16 of 31

----- 1 NAMES OF REPORTING PERSON: Jane Y.  
Liou ----- CHECK THE APPROPRIATE BOX IF A

MEMBER OF A GROUP: 2 (a)  (b)  ----- SEC  
USE ONLY 3 ----- SOURCE OF FUNDS: WC 4

----- CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):  5

----- CITIZENSHIP OR PLACE OF ORGANIZATION 6  
Delaware ----- SOLE VOTING POWER: 7 750

NUMBER OF SHARES ----- SHARED VOTING POWER:

BENEFICIALLY 8 -0- OWNED BY ----- EACH SOLE DISPOSITIVE  
POWER: 9 750 REPORTING PERSON ----- SHARED DISPOSITIVE

POWER: WITH 10 -0- ----- AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 750

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

----- PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11): (Less Than) 0.1% 13 -----

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

SCHEDULE 13D CUSIP NO. 225756105 Page 17 of 31

----- 1. NAMES OF REPORTING PERSON: Edward  
H. McDermott ----- 2. CHECK THE APPROPRIATE

BOX IF A MEMBER OF A GROUP: (a)  (b)  -----  
3. SEC USE ONLY ----- 4. SOURCE OF FUNDS: PF

----- 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: 400 NUMBER OF SHARES ----- 8. SHARED VOTING  
POWER: BENEFICIALLY -0- OWNED BY ----- EACH 9. SOLE

DISPOSITIVE POWER: 400 REPORTING PERSON ----- 10. SHARED  
 DISPOSITIVE POWER: WITH -0- ----- 11.  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 400  
 ----- 12. CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:   
 ----- 13. PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11): (LESS THAN) 0.1% ----- 14.  
 TYPE OF REPORTING PERSON: IN ----- SCHEDULE  
 13D CUSIP NO. 225756105 Page 18 of 31 ----- 1.  
 NAMES OF REPORTING PERSON: David M. Kashen

----- 2. CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP: (a)  (b)  ----- 3. SEC  
 USE ONLY ----- 4. SOURCE OF FUNDS: PF  
 ----- 5. CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f):   
 ----- 6. CITIZENSHIP OR PLACE OF  
 ORGANIZATION USA ----- 7. SOLE VOTING  
 POWER: 300 NUMBER OF SHARES ----- 8. SHARED VOTING  
 POWER: BENEFICIALLY -0- OWNED BY ----- EACH 9. SOLE  
 DISPOSITIVE POWER: 300 REPORTING PERSON ----- 10. SHARED  
 DISPOSITIVE POWER: WITH -0- ----- 11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 300  
 ----- 12. CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:   
 ----- 13. PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (11): (LESS THAN) 0.1% ----- 14.  
 TYPE OF REPORTING PERSON: IN ----- This

Amendment No. 3 amends the Schedule 13D (the "Original Schedule 13D") filed with the Securities Exchange Commission ("SEC") on November 17, 2000. Unless otherwise stated herein, the Original Schedule 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 Schedule 13D, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on February 26, 2001 and as further amended by Amendment No. 2 to Schedule 13D filed with the SEC on December 13, 2001. Item 1. Security and Issuer. ----- This statement relates to the shares of common stock, par value \$.01 per share (the "Shares") of Crescent Real Estate Equities Company, a Texas corporation (the "Issuer"). The principal executive offices of the Issuer are located at 777 Main Street, Suite 2100, Fort Worth, Texas 76102. Item 2. Identity and Background. ----- (a) Pursuant to Rules 13d-1(f)(1)-(2) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), 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."), Netcong Newton Partners, a California limited partnership ("NNP"), Cranberry Lake Partners, L.P., a California limited partnership ("CLP"), D. L. & W., Inc. Profit Sharing Retirement Plan, a California corporation ("DLW"), Phoebe Snow Foundation, Inc., a California corporation ("PS Foundation"), John H. Scully ("JHS"), Oberndorf Foundation, a California corporation ("O Foundation"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), Michael B Yuen ("MBY"), Jane Y. Liou ("JYL"), Edward H. McDermott ("EHM") and David M. Kashen ("DMK"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., NNP, CLP, DLW, PS Foundation, JHS, O Foundation, WEO, WJP, MBY, JYL, EHM, and DMK are sometimes hereinafter referred to as the "Reporting Persons." The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists. For the purposes of

this and future filings, SF Advisory Corp. II shall no longer be a Reporting Person. (b)-(c) SPO SPO, formerly known as Main Street Partners, L.P., is a Delaware limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SPO, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Partners, the sole general partner of SPO, is set forth below. SPO Advisory Partners SPO Advisory Partners, formerly known as MS Advisory Partners, is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SPO. The principal business address of SPO Advisory Partners, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the general partner of SPO Advisory Partners, is set forth below. SFP SFP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SFP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SF Advisory Partners, the sole general partner of SFP, is set forth below. SF Advisory Partners SF Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SFP. The principal business address of SF Advisory Partners, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the general partner of SF Advisory Partners, is set forth below. SPO Advisory Corp. ----- SPO Advisory Corp., formerly known as SF Advisory Corp., is a Delaware corporation, the principal business of which is serving as the general partner of each of SPO Advisory Partners and SF Advisory Partners. The principal address of SPO Advisory Corp., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, WEO and WJP, the three controlling persons of SPO Advisory Corp., is set forth below. NNP NNP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of NNP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, the sole general partner of NNP, is set forth below. CLP CLP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of CLP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, trustee for the sole general partner of CLP, is set forth below. DLW DLW is a California corporation, the principal purpose of which is to be a profit-sharing plan. The principal business address of DLW, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, controlling person of DLW, is set forth below. PS Foundation PS Foundation is a California corporation, whose principal purpose is to be a private, grant-making charitable entity. The principal business address of PS Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, sole director and controlling person of PS Foundation, is set forth below. JHS JHS' business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co., a Delaware corporation. The principal business of SPO Partners & Co. is operating as an investment firm. The principal address of SPO Partners & Co., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is one of three controlling persons of SPO Advisory Corp., the corporate general partner of each of SPO Advisory Partners and SF Advisory Partners. JHS is also the sole director and controlling person of PS Foundation, the controlling person of DLW, the sole general partner of NNP, and trustee for the sole general partner of CLP. O Foundation O Foundation is a non-profit California corporation, the principal purpose of which is to give charitable distributions. The principal business address of O Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to WEO, controlling person of O Foundation, is set forth below. WEO WEO's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing

director of SPO Partners & Co. WEO is one of three controlling persons of SPO Advisory Corp., the corporate general partner of SPO Advisory Partners and SF Advisory Partners. WEO is also the controlling person of O Foundation. WJP WJP's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co. WJP is one of three controlling persons of SPO Advisory Corp., the corporate general partner of SPO Advisory Partners and SF Advisory Partners. MBY MBY's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as a partner for SPO Partners & Co. JYL JYL's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Her present principal occupation is as an associate for SPO Partners & Co. EHM EHM's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as a partner for SPO Partners & Co. DMK DMK's business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as an associate for SPO Partners & Co. (d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). (e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. (f) All of the natural persons identified in this Item 2 are citizens of the United States of America. Item 3. Source and Amount of Funds or Other Consideration.

----- 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 Working Capital (1) \$ 70,949,613.73 SPO Advisory Partners Not Applicable Not Applicable SFP Working Capital (1) \$ 17,393,455.90 SPO Advisory Partners Not Applicable Not Applicable SPO Advisory Corp. Not Applicable Not Applicable NNP Working Capital (1) \$ 7,264,770.00 CLP Working Capital (1) \$ 3,517,445.00 DLW Working Capital (1) \$ 4,125,755.86 PS Foundation Working Capital (1) \$ 12,146,581.27 JHS Personal Funds (2) \$ 2,184,697.70 O Foundation Working Capital (1) \$ 1,292,412.00 WEO Personal Funds (2) \$ 20,364,434.25 WJP Personal Funds (2) \$ 49,509.56 MBY Personal Funds (2) \$ 47,986.99 JYL Personal Funds (2) \$ 16,170.00 EHM Personal Funds (2) \$ 9,039.90 DMK Personal Funds (2) \$ 5,147.95 ----- (1) As used herein, the term "Working Capital" includes income from the business operations of the entity plus sums borrowed from banks and brokerage firm margin accounts to operate such business in general. None of the funds reported herein as "Working Capital" were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Shares. (2) As used herein, the term "Personal Funds" includes sums borrowed from banks and brokerage firm margin accounts, none of which were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Shares. Item 4. Purpose of Transaction -----

The Reporting Persons acquired the Shares reported herein for investment purposes. Consistent with such purposes, the Reporting Persons have had, and may have in the future, discussions based on publicly available information with management of the Issuer concerning the Issuer's recent operating history as well as the Issuer's general business outlook and prospects. Depending on market conditions and other factors that each may deem material to its investment decision, each of the Reporting Persons may purchase additional Shares in the open market or in private transactions or may dispose of all or a portion of the Shares that such Reporting Person now owns or hereafter may acquire. Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Act. Item 5. Interest in Securities of the Issuer.

----- (a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 105,217,192 total outstanding shares of common stock, as reported on the Issuer's 10-Q filed with the Securities Exchange Commission on May 10, 2002. SPO The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,205,400 Shares, which constitutes approximately 2.1% 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 2,205,400 Shares, which constitutes approximately 2.1% of the outstanding Shares. SFP The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 538,900 Shares, which constitutes approximately 0.5% of the outstanding Shares. SF Advisory Partners Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 538,900 Shares, which constitutes approximately

0.5% 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 2,744,300 Shares in the aggregate, which constitutes approximately 2.6% of the outstanding Shares. NNP The aggregate number of Shares that NNP owns beneficially, pursuant to Rule 13d-3 of the Act, is 350,000 Shares, which constitutes approximately 0.3% of the outstanding Shares. CLP The aggregate number of Shares that CLP owns beneficially, pursuant to Rule 13d-3 of the Act, is 175,000 Shares, which constitutes approximately 0.2% of the outstanding Shares. DLW The aggregate number of Shares that DLW owns beneficially, pursuant to Rule 13d-3 of the Act, is 200,300 Shares, which constitutes approximately 0.2% of the outstanding Shares. PS Foundation The aggregate number of Shares that PS Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 579,900 Shares, which constitutes approximately 0.6% of the outstanding Shares. JHS Individually, and because of his positions as a control person of SPO Advisory Corp., NNP, CLP, DLW, and PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 4,150,500 Shares, which constitutes approximately 3.9% of the outstanding Shares. O Foundation The aggregate number of Shares that O Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 60,000 Shares, which constitutes less than 0.1% of the outstanding Shares. WEO Individually, and because of his positions as a control person of SPO Advisory Corp., O Foundation and Oberndorf Family Partners, WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 3,718,980 Shares in the aggregate, which constitutes approximately 3.5% of the outstanding Shares. WJP Individually, and 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 2,746,600 Shares in the aggregate, which constitutes approximately 2.6% of the outstanding Shares. MBY The aggregate number of Shares that MBY owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,540 Shares, which constitutes less than 0.1% of the outstanding Shares. JYL The aggregate number of shares that JYL owns beneficially, pursuant to Rule 13d-3 of the Act, is 750 Shares, which constitutes less than 0.1% of the outstanding Shares. EHM The aggregate number of shares that EHM owns beneficially, pursuant to Rule 13d-3 of the Act, is 400 Shares, which constitutes less than 0.1% of the outstanding Shares. DKM The aggregate number of shares that DKM owns beneficially, pursuant to Rule 13d-3 of the Act, is 300 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 2,205,400 Shares. SPO Advisory Partners Acting through its two general partners 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 2,205,400 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 538,900 Shares. SF Advisory Partners Acting through its general partner and in its capacity as the sole general partner of SFP, SF Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 538,900 Shares. SPO Advisory Corp. Acting through its controlling persons and in its capacities as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,744,300 Shares in the aggregate. NNP Acting through its sole general partner, NNP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 350,000 Shares. CLP Acting through its sole general partner, CLP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 175,000 Shares. DLW Acting through its controlling person, DLW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 200,300 Shares. PS Foundation Acting through its controlling person, PS Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 579,900 Shares. JHS As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 2,744,300 Shares held by SPO and SFP in the aggregate. Because of his positions as a control person of NNP, CLP, DLW, and PS Foundation, JHS may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,305,200 shares held by NNP, CLP, DLW, and PS Foundation in the aggregate. JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 101,000 Shares. O Foundation Acting through its controlling person, O Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 60,000 Shares. WEO WEO has the sole power to vote or to direct the vote and to dispose or

to direct the disposition of 711,880 Shares. As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 2,744,300 Shares held by SPO and SFP in the aggregate. As the controlling person of O Foundation, WEO may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 60,000 Shares. As the sole general partner of Oberndorf Family Partners, a family partnership, WEO may be deemed to have shared power to vote or direct the vote and to dispose of or to direct the disposition of 130,800 Shares. WEO may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 72,000 Shares held in two trusts for himself and his wife Susan C. Oberndorf. WJP As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, 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 2,744,300 Shares held by SPO and SFP in the aggregate. WJP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,300 Shares. MBY MBY has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,540 Shares. JYL JYL has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 750 Shares. EHM EHM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 400 Shares. DKM DKM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 300 Shares. (c) During the past sixty (60) days, none of the Reporting Persons purchased or sold Shares, except the following sales which were effected in open market transactions: Reporting Person Date Shares Sold Average Price Exchange ----- SPO 06/04/02 800,000 \$19.0132 3rd Exchange SFP 06/04/02 200,000 \$19.0132 3rd Exchange SPO 06/04/02 17,300 \$19.0132 NYSE SFP 06/04/02 4,300 \$19.0132 NYSE SPO 06/05/02 83,800 \$19.4110 NYSE SFP 06/05/02 21,000 \$19.4110 NYSE SPO 06/05/02 27,000 \$19.2000 3rd Exchange SFP 06/05/02 6,700 \$19.2000 3rd Exchange SPO 06/05/02 209,200 \$19.1000 3rd Exchange SFP 06/05/02 52,300 \$19.1000 3rd Exchange (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) As of June 5, 2002, the Reporting Persons ceased to be the owners of more than five percent (5%) of the outstanding Shares. Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer. Except as set forth herein or in the Exhibits filed herewith, there are no other contracts, arrangements, understandings or relationships of the type required to be disclosed in response to Item 6 of Schedule 13D of the Act with respect to the Shares owned by the Reporting Persons. Item 7. Material to be Filed as Exhibits. Exhibit A - Agreement pursuant to Rule 13d-1(f)(1)(iii) Exhibit B - Power of Attorney for David M. Kashen 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: June 5, 2002 /s/ Phillip Gordon ----- Phillip Gordon Attorney-in-Fact for: SPO PARTNERS II, L.P. (2) SPO ADVISORY PARTNERS, L.P. (2) SAN FRANCISCO PARTNERS II, L.P. (2) SF ADVISORY PARTNERS, L.P. (2) SPO ADVISORY CORP. (2) NETCONG NEWTON PARTNERS (2) CRANBERRY LAKE PARTNERS, L.P (2) D. L. & W., INC. PROFIT SHARING RETIREMENT PLAN (2) PHOEBE SNOW FOUNDATION, INC. (2) JOHN H. SCULLY (2) OBERNDORF FOUNDATION (2) WILLIAM E. OBERNDORF (2) WILLIAM J. PATTERSON (2) MICHAEL B. YUEN (2) JANE Y. LIOU (2) EDWARD H. MCDERMOTT (2) DAVID M. KASHEN (1) (1) A Power of Attorney authorizing Philip Gordon or act on behalf of this person or entity is attached as an exhibit to this filing. (2) A Power of Attorney authorizing Phillip Gordon to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission. EXHIBIT INDEX Exhibit Document Description Page No. ----- A Agreement Pursuant to Rule 13d-1(f)(1)(iii) 1 B Power of Attorney for David M. Kashen 2 Exhibit A Pursuant to Rule 13d-1(f)(1)(iii) 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: June 5, 2002 /s/ Phillip Gordon ----- Phillip Gordon Attorney-in-Fact for: SPO PARTNERS II, L.P. (2) SPO ADVISORY PARTNERS, L.P. (2) SAN FRANCISCO PARTNERS II, L.P. (2) SF ADVISORY PARTNERS, L.P. (2) SPO ADVISORY CORP. (2) NETCONG NEWTON PARTNERS (2) CRANBERRY LAKE PARTNERS, L.P (2) D. L. & W., INC. PROFIT SHARING RETIREMENT PLAN (2) PHOEBE SNOW FOUNDATION, INC. (2) JOHN H. SCULLY (2) OBERNDORF FOUNDATION (2) WILLIAM E. OBERNDORF (2) WILLIAM J. PATTERSON (2) MICHAEL B. YUEN (2) JANE Y. LIOU (2)

EDWARD H. MCDERMOTT (2) DAVID M. KASHEN (1) (1) A Power of Attorney authorizing Philip Gordon or act on behalf of this person or entity is attached as an exhibit to this filing. (2) A Power of Attorney authorizing Phillip Gordon to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission. Exhibits: Page 1 EXHIBIT B POWER OF ATTORNEY KNOW ALL MEN BY THESE PRESENTS, that the undersigned, David M. Kashen, has made, constituted and appointed, and by these presents does make, constitute and appoint Phillip Gordon the true and lawful attorney-in-fact and agent for David M. Kashen, and in his name, place and stead to execute, acknowledge, deliver and file any and all filings required by Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, including, but not limited to, Schedules 13D, Forms 3, Forms 4 and Forms 5, hereby ratifying and confirming all that said attorney-in-fact and agent may do or cause to be done by virtue hereof. The validity of this Power of Attorney shall not be affected in any manner by reason of the execution, at any time, of other powers of attorney by the undersigned in favor of persons other than the attorney-in-fact named herein. WITNESS THE EXECUTION HEREOF this 5th day of June, 2002 by David M. Kashen. /s/ David M. Kashen ----- DAVID M. KASHEN STATE OF California) COUNTY OF Marin ) /s/ Kim M. S. Silva ----- Notary Public Exhibits: Page 2