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AMERICAN TOWER CORP
Form SC 13D
February 08, 2002

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

SCHEDULE 13D

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

American Tower Corporation

(Name of Issuer)

Class A Common Stock, \$.01 par value

(Title of Class of Securities)

029912201

(CUSIP Number)

SPO Partners & Co.
John H. Scully
591 Redwood Highway, Suite 3215
Mill Valley, California 94941
(415) 383-6600

with a copy to:

Phillip Gordon
Alzheimer & Gray
10 South Wacker Drive
Chicago, Illinois 60606
(312) 715-4000

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

January 30, 2001

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

* 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

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disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

SPO Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(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

NUMBER OF SHARES 5,752,300(1)

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 5,752,300(1)

10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,752,300(1)

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

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

3.1%

14 TYPE OF REPORTING PERSON

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PN

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

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1 NAMES OF REPORTING PERSONS

SPO Advisory Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES 5,752,300 (1) (2)

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING PERSON 5,752,300 (1) (2)

10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,752,300 (1) (2)

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

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

3.1%

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14 TYPE OF REPORTING PERSON (See Instructions)

PN

- (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.

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1 NAMES OF REPORTING PERSONS

San Francisco Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(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

NUMBER OF SHARES 942,700 (1)

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

9 SOLE DISPOSITIVE POWER

REPORTING PERSON 942,700 (1)

10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

942,700 (1)

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

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

0.5%

14 TYPE OF REPORTING PERSON

PN

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

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1 NAMES OF REPORTING PERSONS

SF Advisory Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

942,700 (1) (2)

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON

942,700 (1) (2)

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

942,700 (1) (2)

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

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[_]

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

14 TYPE OF REPORTING PERSON (See Instructions)
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.

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1 NAMES OF REPORTING PERSONS
SPO Advisory Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(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	-0-	
	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY	6,695,000 (1) (2)	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING PERSON	-0-	
WITH	10	SHARED DISPOSITIVE POWER
	6,695,000 (1) (2)	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6,695,000 (1) (2)

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

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

3.6%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Solely in its capacity as the general partner of SPO Advisory Partners, L.P. with respect to 5,752,300 of such shares; and solely in its capacity as the general partner of SF Advisory Partners, L.P. with respect to 942,700 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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NAMES OF REPORTING PERSONS

1

Cranberry Lake Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

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

SOLE VOTING POWER

7

NUMBER OF SHARES 398,700 (1)

SHARED VOTING POWER

BENEFICIALLY OWNED BY 8 -0-

EACH SOLE DISPOSITIVE POWER

9

REPORTING PERSON 398,700 (1)

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WITH 10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
398,700(1)

12 CHECK 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, the John and Irene Scully Trust, dated May 30, 1994, for which John H. Scully and Irene S. Scully are the trustees.

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1 NAMES OF REPORTING PERSONS

D. L. & W., Inc. Profit Sharing Retirement Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(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 256,400(1)

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 256,400(1)

9 SOLE DISPOSITIVE POWER
REPORTING PERSON 256,400(1)

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WITH 10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

256,400(1)

12 CHECK 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 (See Instructions)

CO

(1) Power is exercised through its sole trustee, John H. Scully.

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1 NAMES OF REPORTING PERSONS

Phoebe Snow Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(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

SOLE VOTING POWER

NUMBER OF
SHARES

7

906,200(1)

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

-0-

EACH

9

SOLE DISPOSITIVE POWER

REPORTING
PERSON

906,200(1)

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WITH 10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

906,200(1)

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

[]

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

0.5%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Power is exercised through its controlling person and sole director and executive officer, John H. Scully.

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1 NAMES OF REPORTING PERSONS

John H. Scully

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS:

PF and 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

SOLE VOTING POWER

7
NUMBER OF SHARES 896,200(1)

SHARED VOTING POWER

8
BENEFICIALLY OWNED BY 8,256,300(2)

SOLE DISPOSITIVE POWER

9
EACH REPORTING 896,200(1)

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PERSON -----
SHARED DISPOSITIVE POWER
WITH 10 8,256,300 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,152,500 (1) (2)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.0%

14 TYPE OF REPORTING PERSON:
IN

(1) 1,300 Shares held in John H. Scully Individual Retirement Account, a self-directed individual retirement account and 894,900 shares held in the John and Irene Scully Living Trust.
(2) Of these, 6,695,000 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp., 398,700 shares are beneficially owned solely in his capacity as trustee for the general partner of Cranberry Lake Partners, L.P., 256,400 shares are beneficially owned solely in his capacity as controlling person of D. L. & W., Inc. Profit Sharing Retirement Plan, 906,200 shares are beneficially owned solely in his capacity as controlling person of Phoebe Snow Foundation, Inc.

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1 NAMES OF REPORTING PERSONS
William E. Oberndorf

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

3 SEC USE ONLY

4 SOURCE OF FUNDS:
PF and 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

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		SOLE VOTING POWER
NUMBER OF	7	310,000 (1)
SHARES		-----
		SHARED VOTING POWER
BENEFICIALLY	8	7,145,000 (2)
OWNED BY		-----
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	310,000 (1)
PERSON		-----
		SHARED DISPOSITIVE POWER
WITH	10	7,145,000 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,455,000 (1) (2)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.0%

14 TYPE OF REPORTING PERSON
IN

- (1) 130,000 shares held in William E. Oberndorf's Individual Retirement Accounts, which are self-directed, 150,000 shares are beneficially owned solely in his capacity as sole general partner of Oberndorf Family Partners, a family partnership and 30,000 shares are owned by his children who share his household.
- (2) Of these, 6,695,000 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp., and 450,000 shares are held in a trust for the benefit of himself and his wife, Susan C. Oberndorf, for which he serves as trustee.

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1 NAMES OF REPORTING PERSONS
William J. Patterson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER
NUMBER OF SHARES 7 -0-

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 8 6,695,000(1)

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 9 -0-

10 SHARED DISPOSITIVE POWER
WITH 10 6,695,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,695,000 (1)

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

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

3.6%

14 TYPE OF REPORTING PERSON

IN

(1) These 6,695,000 shares are beneficially owned solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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1 NAMES OF REPORTING PERSONS

David M. Kashen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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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

		SOLE VOTING POWER
NUMBER OF SHARES	7	3,500

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

		SOLE DISPOSITIVE POWER
	9	3,500

		SHARED DISPOSITIVE POWER
WITH	10	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,500

12 CHECK 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

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1 NAMES OF REPORTING PERSONS
Jane Y. Liou

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

		SOLE VOTING POWER
NUMBER OF SHARES	7	2,750

		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	-0-

		SOLE DISPOSITIVE POWER
EACH REPORTING PERSON	9	2,750

		SHARED DISPOSITIVE POWER
WITH	10	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,750

12 CHECK 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

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1 NAMES OF REPORTING PERSONS

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)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

		SOLE VOTING POWER
	7	
NUMBER OF SHARES		4,900

		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	
		-0-

		SOLE DISPOSITIVE POWER
EACH	9	
REPORTING PERSON		4,900

		SHARED DISPOSITIVE POWER
WITH	10	
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,900

12 CHECK 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

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1 NAMES OF REPORTING PERSONS

Kurt C. Mobley

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)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

		SOLE VOTING POWER
NUMBER OF SHARES	7	16,000

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

		SOLE DISPOSITIVE POWER
WITH	9	16,000

		SHARED DISPOSITIVE POWER
	10	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000

12 CHECK 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

CUSIP NO. 029912201

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1 NAMES OF REPORTING PERSONS

Michael B. Yuen

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

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USA	
	SOLE VOTING POWER
NUMBER OF SHARES	7 3,700
	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8 -0-
	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9 3,700
	SHARED DISPOSITIVE POWER
	10 -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,700
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (less than) 0.1%
14	TYPE OF REPORTING PERSON IN

Item 1. Security and Issuer.

This statement relates to the shares of Class A common stock, par value \$.01 per share (the "Shares") of American Tower Corporation, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 116 Huntington Avenue, Boston, Massachusetts 02116.

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."), 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"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), David M. Kashen ("DMK"), Jane Y. Liou ("JYL"), Edward H. McDermott ("EHM"), Kurt C. Mobley ("KCM"), and Michael B. Yuen ("MBY"). SPO, SPO

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Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., CLP, DLW, PS Foundation, JHS, WEO, WJP, DMK, JYL, EHM, KCM and MBY 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.

(b)-(c)

SPO

SPO 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 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. 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

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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.

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, and trustee for the sole general partner of CLP.

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.

WJP

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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.

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.

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.

KCM

KCM'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.

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.

(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:

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Name -----	Source of Funds -----	Amount of Funds -----
SPO	Working Capital (1)	\$ 42,985,915.49
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Working Capital (1)	\$ 6,297,543.64
SPO Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
CLP	Working Capital (1)	\$ 2,802,345.09
DLW	Working Capital (1)	\$ 1,512,954.52
PS Foundation	Working Capital (1)	\$ 7,138,426.47
JHS	Personal Funds (2)	\$ 6,060,920.44
WEO	Personal Funds (2)	\$ 4,023,375.00
WJP	Not Applicable	Not Applicable
DMK	Personal Funds (2)	\$ 19,516.75
JYL	Personal Funds (2)	\$ 21,733.00
EHM	Personal Funds (2)	\$ 26,989.90
KCM	Personal Funds (2)	\$ 89,620.10
MBY -----	Personal Funds (2)	\$ 14,911.00

(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 have acquired the Shares reported herein for investment purposes. Consistent with such purpose, the Reporting Persons have had, and may have in the future, discussions with management of the Issuer and may make suggestions concerning the Issuer's operations, prospects, business and financial strategies, assets and liabilities, business and financing alternatives and such other matters as the Reporting Persons may deem relevant to their investments in the Shares. Each Reporting Person expects that it will, from time to time, review its investment position in the Issuer and may, depending on market and other conditions, increase or decrease its investment position.

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Whether the Reporting Persons purchase any additional Shares or dispose of any Shares, and the amount and timing of any such transactions, will depend upon the Reporting Persons' individual continuing assessments of pertinent factors, including the availability of Shares for purchase at particular price levels, the Issuer's and the particular Reporting Person's business and prospects, other business investment opportunities available to the particular Reporting Person, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Company, the availability and nature of opportunities to dispose of the particular Reporting Person's interest in the Issuer and other plans and requirements of the particular Reporting Person. Depending upon his individual assessments of these factors from time to time, each Reporting Person may change his present intentions as stated above, including determining to acquire additional Shares (by means of open market or privately negotiated purchases) or to dispose of some or all of the Shares held by him or under his control.

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 184,826,952 total outstanding shares of common stock, as reported on the Issuer's 10-Q filed with the Securities Exchange Commission on November 14, 2001.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 5,752,300 Shares, which constitutes approximately 3.1% 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 5,752,300 Shares, which constitutes approximately 3.1% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 942,700 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 942,700 Shares, which constitutes approximately 0.5% of the outstanding Shares.

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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 6,695,000 Shares in the aggregate, which constitutes approximately 3.6% of the outstanding Shares.

CLP

The aggregate number of Shares that CLP owns beneficially, pursuant to Rule 13d-3 of the Act, is 398,700 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 256,400 Shares, which constitutes approximately 0.1% 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 906,200 Shares, which constitutes approximately 0.5% of the outstanding Shares.

JHS

Individually, and because of his positions as a control person of SPO Advisory Corp., CLP, DLW, and PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 9,152,500 Shares, which constitutes approximately 5.0% of the outstanding Shares.

WEO

Individually, and because of his positions as a control person of SPO Advisory Corp. and Oberndorf Family Partners, WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 7,455,000 Shares in the aggregate, which constitutes approximately 4.0% of the outstanding Shares.

WJP

Because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 6,695,000 Shares in the aggregate, which constitutes approximately 3.6% of the outstanding Shares.

DMK

The aggregate number of Shares that DMK owns beneficially, pursuant to Rule 13d-3 of the Act, is 3,500 Shares, which constitutes less than 0.1% of the

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outstanding Shares.

JYL

The aggregate number of shares that JYL owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,750 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 4,900 Shares, which constitutes less than 0.1% of the outstanding Shares.

KCM

The aggregate number of shares that KCM owns beneficially, pursuant to Rule 13d-3 of the Act, is 16,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

MBY

The aggregate number of shares that MBY owns beneficially, pursuant to Rule 13d-3 of the Act, is 3,700 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 5,752,300 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 5,752,300 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 942,700 Shares.

SF Advisory Partners

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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 942,700 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 6,695,000 Shares in the aggregate.

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 398,700 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 256,400 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 906,200 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 6,695,000 Shares held by SPO and SFP in the aggregate. Because of his positions as a control person of 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 1,561,300 Shares held by 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 896,200 Shares.

WEO

Individually, and because of his position as the sole general partner of Oberndorf Family Partners, a family partnership, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 310,000 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 6,695,000 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 450,000 Shares held in a trust for himself and his wife Susan C. Oberndorf.

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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 6,695,000 Shares held by SPO and SFP in the aggregate.

DMK

DMK has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 3,500 Shares.

JYL

JYL has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,750 Shares.

EHM

EHM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 4,900 Shares.

KCM

KCM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 16,000 Shares.

MBY

MBY has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 3,700 Shares.

(c) During the past sixty (60) days, the Reporting Persons purchased Shares in open market transactions on the New York Stock Exchange ("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 during the past sixty (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, the Shares owned by such Reporting Person.

(e) It is inapplicable for the purposes herein to state the date on which 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.

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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

Exhibit C - Power of Attorney for Kurt C. Mobley

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: February 8, 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)
CRANBERRY LAKE PARTNERS, L.P (2)
D. L. & W., INC. PROFIT SHARING RETIREMENT PLAN (2)
PHOEBE SNOW FOUNDATION, INC. (2)
JOHN H. SCULLY (2)
WILLIAM E. OBERNDORF (2)
WILLIAM J. PATTERSON (2)
DAVID M. KASHEN (1)
JANE Y. LIOU (2)
EDWARD H. MCDERMOTT (2)
KURT C. MOBLEY (1)
MICHAEL B. YUEN (2)

- (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.

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SCHEDULE I TO

 SCHEDULE 13D FOR
 SPO PARTNERS II, L.P.

Reporting Person -----	Date of Transaction -----	Type ----	Number of Shares -----	Price Per Share (\$) -----	Where/How Transaction Eff -----
SPO Partners II, L.P.	12/12/2001	Buy	473,900	7.01	Open Market/Bro
	12/13/2001	Buy	273,100	6.94	Open Market/Bro
	12/14/2001	Buy	992,000	7.01	Open Market/Bro
	12/17/2001	Buy	1,000,000	7.19	Open Market/Bro
	12/18/2001	Buy	1,000,000	8.03	Open Market/Bro
	12/19/2001	Buy	960,000	8.08	Open Market/Bro
	12/20/2001	Buy	470,000	8.07	Open Market/Bro
	12/21/2001	Buy	183,300	8.38	Open Market/Bro
	01/18/2002	Buy	200,000	6.08	Open Market/Bro
	01/18/2002	Buy	200,000	6.44	Open Market/Bro
San Francisco Partners II, L.P.	12/14/2001	Buy	261,000	7.01	Open Market/Bro
	12/19/2001	Buy	40,000	8.08	Open Market/Bro
	12/20/2001	Buy	30,000	8.07	Open Market/Bro
	12/21/2001	Buy	11,700	8.38	Open Market/Bro
	01/17/2001	Buy	600,000	6.34	Open Market/Bro
Cranberry Lake Partners, L.P.	12/24/2001	Buy	38,200	8.45	Open Market/Bro
	12/26/2001	Buy	138,000	8.70	Open Market/Bro
	12/27/2001	Buy	57,800	9.04	Open Market/Bro
	01/30/2002	Buy	98,700	4.62	Open Market/Bro
	02/04/2002	Buy	26,000	4.75	Open Market/Bro
	02/05/2002	Buy	40,000	4.44	Open Market/Bro
D.L.&W., Inc. Profit Sharing Retirement Plan	01/09/2002	Buy	67,000	8.82	Open Market/Bro
	01/29/2002	Buy	140,000	4.96	Open Market/Bro
	01/30/2002	Buy	29,600	4.62	Open Market/Bro
	02/04/2002	Buy	7,800	4.75	Open Market/Bro
	02/05/2002	Buy	12,000	4.44	Open Market/Bro
Phoebe Snow Foundation	01/09/2002	Buy	425,100	8.82	Open Market/Bro
	01/10/2002	Buy	300,000	8.52	Open Market/Bro
	01/30/2002	Buy	108,500	4.62	Open Market/Bro
	02/04/2002	Buy	28,600	4.75	Open Market/Bro
	02/05/2002	Buy	44,000	4.44	Open Market/Bro
John H. Scully	12/24/2001	Buy	68,500	8.45	Open Market/Bro
	12/26/2001	Buy	283,000	8.70	Open Market/Bro
	12/27/2001	Buy	115,200	9.04	Open Market/Bro

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Reporting Person -----	Date of Transaction -----	Type ----	Number of Shares -----	Price Per Share (\$) -----	Where/How Transaction Eff -----
	01/09/2002	Buy	1,300	8.82	Open Market/Bro
	01/30/2002	Buy	256,600	4.62	Open Market/Bro
	02/04/2002	Buy	67,600	4.75	Open Market/Bro
	02/05/2002	Buy	104,000	4.44	Open Market/Bro
William E. Oberndorf	01/10/2002	Buy	86,000	8.31	Open Market/Bro
	01/10/2002	Buy	4,000	8.31	Open Market/Bro
	01/29/2002	Buy	25,000	4.74	Open Market/Bro
	01/29/2002	Buy	75,000	4.74	Open Market/Bro
	01/30/2002	Buy	62,500	4.79	Open Market/Bro
	01/30/2002	Buy	187,500	4.79	Open Market/Bro
	01/31/2002	Buy	62,500	5.26	Open Market/Bro
	01/31/2002	Buy	187,500	5.26	Open Market/Bro
	02/07/2002	Buy	1,939	4.11	Open Market/Bro
	02/07/2002	Buy	38,061	4.13	Open Market/Bro
	02/07/2002	Buy	15,000	4.09	Open Market/Bro
	02/07/2002	Buy	15,000	4.09	Open Market/Bro
David M. Kashen	01/23/2002	Buy	1,100	6.29	Open Market/Bro
	01/29/2002	Buy	900	4.48	Open Market/Bro
	02/05/2002	Buy	700	4.04	Open Market/Bro
Jane Y. Liou	01/16/2002	Buy	500	7.10	Open Market/Bro
	01/16/2002	Buy	500	7.10	Open Market/Bro
	01/17/2002	Buy	500	6.30	Open Market/Bro
Edward H. McDermott	01/15/2002	Buy	400	7.77	Open Market/Bro
	01/15/2002	Buy	500	7.74	Open Market/Bro
	01/15/2002	Buy	1,000	7.84	Open Market/Bro
	02/07/2002	Buy	3,000	4.06	Open Market/Bro
Kurt Mobley	02/05/2002	Buy	3,000	4.26	Open Market/Bro
	02/05/2002	Buy	3,000	4.25	Open Market/Bro
Michael B. Yuen	02/06/2002	Buy	2,675	4.03	Open Market/Bro
	02/06/2002	Buy	1,025	4.03	Open Market/Bro

EXHIBIT INDEX

Exhibit -----	Document Description -----	Page No. -----
A	Agreement Pursuant to Rule 13d-1(f)(1)(iii)	1
B	Power of Attorney for David Kashen	2
C	Power of Attorney for Kurt Mobley	3

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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: February 8, 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)
CRANBERRY LAKE PARTNERS, L.P (2)
D. L. & W., INC. PROFIT SHARING RETIREMENT PLAN (2)
PHOEBE SNOW FOUNDATION, INC. (2)
JOHN H. SCULLY (2)
WILLIAM E. OBERNDORF (2)
WILLIAM J. PATTERSON (2)
DAVID KASHEN (1)
JANE Y. LIOU (2)
EDWARD H. MCDERMOTT (2)
KURT MOBLEY (1)
MICHAEL B. YUEN (2)

- (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.

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EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, David Kashen, has made, constituted and appointed, and by these presents does make, constitute and appoint Phillip Gordon his true and lawful attorney-in-fact and agent 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,

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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 February, 2002 by David Kashen.

By: /s/ David Kashen

Name: David Kashen

STATE OF California)
COUNTY OF Marin)

/s/ Kim M.S. Silva

Notary Public

Exhibits: Page 2

EXHIBIT C

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Kurt Mobley, has made, constituted and appointed, and by these presents does make, constitute and appoint Phillip Gordon his true and lawful attorney-in-fact and agent 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 February, 2002 by Kurt Mobley.

By: /s/ Kurt Mobley

Name: Kurt Mobley

STATE OF California)
COUNTY OF Marin)

/s/ Kim M.S. Silva

Notary Public

Exhibits: Page 3