

Edgar Filing: GOELET LLC - Form SC 13D/A

GOELET LLC  
Form SC 13D/A  
November 13, 2001

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

SCHEDULE 13D/A  
Amendment No. 2

Under the Securities Exchange Act of 1934

Pogo Producing Company  
-----

(Name of Issuer)

Common Stock, par value \$1.00 per share  
-----

(Title of Class of Securities)

730448107  
-----

(CUSIP Number)

Mark Rosenbaum  
Goelet, LLC  
425 Park Avenue  
28th Floor  
New York, New York 10022  
Telephone: (212) 588-9555

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

Copy to:  
Peter J. Rooney, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000

November 7, 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 that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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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).

1

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Beatrice G. Manice  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization  
  
State of New York  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]  
-----

13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

14. Type of Reporting Person (See Instructions)  
00

2

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Beatrice G. Manice

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization

State of Rhode Island

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned Shared Voting Power  
0

9. By Each Reporting Person Sole Dispositive Power  
0

10. With Shared Dispositive Power  
6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

3

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under the Will of Robert Walton Goelet for the  
benefit of Beatrice G. Manice  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

4

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated August 26, 1930 f/b/o  
Robert G. Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
State of New York  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

5

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Robert G. Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

6

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under the Will of Robert Walton Goelet f/b/o  
Robert G. Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]  
-----

13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

7

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
Francis Goelet  
-----

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization

State of Rhode Island  
-----

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned Shared Voting Power  
0

9. By Each Reporting Person Sole Dispositive Power  
0

10. With Shared Dispositive Power  
6,154,948  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)



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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

8

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated December 18, 1931 f/b/o  
John Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
State of New York  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

9

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated December 17, 1976 f/b/o  
grandchildren of John Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization  
  
State of New York  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

10

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under Agreement dated July 27, 1935 f/b/o  
John Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]  
-----

13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
00  
-----

11

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Trustees of the Trust under the Will of Robert Walton Goelet f/b/o  
John Goelet  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
00  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization  
  
State of Rhode Island  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]  
-----

13. Percent of Class Represented by Amount in Row (11)  
-----

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11.5%

14. Type of Reporting Person (See Instructions)  
00

12

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
RGG Limited Partnership

2. Check the Appropriate Box if a Member of a Group  
(a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]

6. Citizenship or Place of Organization  
Delaware

7.	Number of Shares	Sole Voting Power 0
8.	Beneficially Owned	----- Shared Voting Power
9.	By Each Reporting Person	0 ----- Sole Dispositive Power
10.	With	0 ----- Shared Dispositive Power 6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]

13. Percent of Class Represented by Amount in Row (11)

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11.5%

-----  
14. Type of Reporting Person (See Instructions)  
  
PN  
-----

13

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
John H. Manice  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization  
  
United States of America  
-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]  
-----

13. Percent of Class Represented by Amount in Row (11)  
  
11.5%

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-----  
14. Type of Reporting Person (See Instructions)

IN  
-----

14

CUSIP No. 730448107  
-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Trustees of the Trust under Agreement dated September 4, 1980 f/b/o  
Anne de La Haye Jousselein  
-----

2. Check the Appropriate Box if a Member of a Group

(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).  [ ]  
-----

6. Citizenship or Place of Organization

State of New York  
-----

7. Number of Shares Sole Voting Power  
0

8. Beneficially Owned By  
-----

Shared Voting Power  
0

9. Each Reporting Person With  
-----

Sole Dispositive Power  
0

10. Shared Dispositive Power  
6,154,948  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]  
-----

13. Percent of Class Represented by Amount in Row (11)

11.5%  
-----

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-----  
14. Type of Reporting Person (See Instructions)

OO  
-----

15

CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert G. Manice  
-----

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only  
-----

4. Source of Funds (See Instructions)

OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----  
6. Citizenship or Place of Organization

United States of America  
-----

7. Number of Shares Sole Voting Power

0

8. Beneficially Owned Shared Voting Power

0

9. By Each Reporting Person Sole Dispositive Power

0

10. With Shared Dispositive Power

6,154,948  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11)

11.5%  
-----



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14. Type of Reporting Person (See Instructions)

IN

16

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Amelia M. Berkowitz

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power

6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

11.5%

14. Type of Reporting Person (See Instructions)

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IN

17

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Pamela Manice

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares

Sole Voting Power  
0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each

Reporting

Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

11.5%

14. Type of Reporting Person (See Instructions)

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IN

18

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Robert G. Goelet

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States of America

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each Reporting Person

Sole Dispositive Power

With

0

10. Shared Dispositive Power

6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

11.5%

14. Type of Reporting Person (See Instructions)

IN

Edgar Filing: GOELET LLC - Form SC 13D/A

19

CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Philip Goelet

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
  
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization  
  
United States of America

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
  
11.5%

14. Type of Reporting Person (See Instructions)  
  
IN

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20

CUSIP No. 730448107

-----  
 1. Name of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
  
 Christopher Goelet  
 -----

2. Check the Appropriate Box if a Member of a Group  
  
 (a)    
 (b)    
 -----

3. SEC Use Only  
 -----

4. Source of Funds (See Instructions)  
  
 00  
 -----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
 Item 2(d) or 2(e).    
 -----

6. Citizenship or Place of Organization  
  
 United States of America  
 -----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
 6,154,948  
 -----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)    
 -----

13. Percent of Class Represented by Amount in Row (11)  
  
 11.5%  
 -----

14. Type of Reporting Person (See Instructions)  
  
 IN  
 -----

CUSIP No. 730448107

-----  
 1. Name of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
  
 Gilbert Kerlin  
 -----

2. Check the Appropriate Box if a Member of a Group  
  
 (a)    
 (b)    
 -----

3. SEC Use Only  
 -----

4. Source of Funds (See Instructions)  
  
 00  
 -----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
 Item 2(d) or 2(e).    
 -----

6. Citizenship or Place of Organization  
  
 United States of America  
 -----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
 6,154,948  
 -----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)    
 -----

13. Percent of Class Represented by Amount in Row (11)  
  
 11.5%  
 -----

14. Type of Reporting Person (See Instructions)  
  
 IN  
 -----

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CUSIP No. 730448107

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Windward Oil & Gas Corporation

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

6. Citizenship or Place of Organization

7. Number of Shares

Sole Voting Power  
0

8. Beneficially

-----

Owned

Shared Voting Power

By

0

9. Each

Reporting

-----  
Sole Dispositive Power

Person

0

With

10. Shared Dispositive Power  
6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

11.5%

14. Type of Reporting Person (See Instructions)

CO

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CUSIP No. 730448107

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Arthur N. Field  
-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)   
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
  
OO  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).   
-----

6. Citizenship or Place of Organization  
  
United States of America  
-----

7.	Number of Shares	Sole Voting Power 0
8.	Beneficially Owned	----- Shared Voting Power
9.	By Each Reporting Person	0 ----- Sole Dispositive Power
10.	With	0 ----- Shared Dispositive Power 6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)   
-----

13. Percent of Class Represented by Amount in Row (11)  
  
11.5%  
-----

14. Type of Reporting Person (See Instructions)  
  
IN  
-----



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CUSIP No. 730448107

-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Alexandra C. Goelet

-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----

3. SEC Use Only

-----

4. Source of Funds (See Instructions)  
  
OO

-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----

6. Citizenship or Place of Organization  
  
United States of America

-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948

-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----

13. Percent of Class Represented by Amount in Row (11)  
  
11.5%

-----

14. Type of Reporting Person (See Instructions)  
  
IN

-----

CUSIP No. 730448107

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-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Henrietta Goelet

-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----

3. SEC Use Only

-----

4. Source of Funds (See Instructions)  
  
OO

-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----

6. Citizenship or Place of Organization  
  
United States of America and United Kingdom

-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948

-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----

13. Percent of Class Represented by Amount in Row (11)  
  
11.5%

-----

14. Type of Reporting Person (See Instructions)  
  
IN

-----

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-----

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Edmond de La Haye Jousselin

-----

2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----

3. SEC Use Only

-----

4. Source of Funds (See Instructions)  
  
00

-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).

-----

6. Citizenship or Place of Organization  
  
France

-----

7.	Number of	Sole Voting Power
	Shares	0
8.	Beneficially	-----
	Owned	Shared Voting Power
	By	0
9.	Each	-----
	Reporting	Sole Dispositive Power
	Person	0
	With	-----
10.		Shared Dispositive Power
		6,154,948

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948

-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

-----

13. Percent of Class Represented by Amount in Row (11)  
  
11.5%

-----

14. Type of Reporting Person (See Instructions)  
  
IN

-----

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Robert S. Rich  
-----
2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)   
-----
3. SEC Use Only  
-----
4. Source of Funds (See Instructions)  
  
00  
-----
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Item 2(d) or 2(e).   
-----
6. Citizenship or Place of Organization  
  
United States of America  
-----
- |     |              |                          |
|-----|--------------|--------------------------|
| 7.  | Number of    | Sole Voting Power        |
|     | Shares       | 0                        |
| 8.  | Beneficially | -----                    |
|     | Owned        | Shared Voting Power      |
|     | By           | 0                        |
| 9.  | Each         | -----                    |
|     | Reporting    | Sole Dispositive Power   |
|     | Person       | 0                        |
|     | With         | -----                    |
| 10. |              | Shared Dispositive Power |
|     |              | 6,154,948                |
- 
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,154,948  
-----
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)   
-----
13. Percent of Class Represented by Amount in Row (11)  
  
11.5%  
-----
14. Type of Reporting Person (See Instructions)  
  
IN  
-----

CUSIP No. 730448107  
-----

1. Name of Reporting Person

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S.S. or I.R.S. Identification No. of Above Person

Goelet, LLC

2. Check the Appropriate Box if a Member of a Group

- (a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).  [ ]

6. Citizenship or Place of Organization

State of Delaware

7. Number of Shares Sole Voting Power

0

8. Beneficially

Owned

Shared Voting Power

By

0

9. Each Reporting Person

Sole Dispositive Power

0

With

10. Shared Dispositive Power  
6,154,948

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,154,948

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  [ ]

13. Percent of Class Represented by Amount in Row (11)

11.5%

14. Type of Reporting Person (See Instructions)

00

This Amendment No. 2 to Schedule 13D amends and supplements the Schedule 13D (the "Schedule 13D") filed jointly by the parties named herein with the Securities and Exchange Commission on March 26, 2001. Except as specifically

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amended below, all other provisions of the Schedule 13D remain in effect.

### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated to read as follows:

(a) In the aggregate, the Group beneficially owns 6,154,948 shares of Pogo Common Stock, representing 11.5% of the outstanding Pogo Common Stock.

(b) The Registration Rights Agreement, dated March 14, 2001, among Pogo and members of the Group (the "Registration Rights Agreement"), requires the members of the Group to cooperate with respect to the disposition of their shares on the public markets, therefore the members of the Group have shared dispositive power with respect to all 6,154,948 shares and sole dispositive power with respect to none of the shares. The Standstill and Voting Agreement requires the group to vote their shares either (i) in accordance with the recommendation of the board of directors of Pogo or (ii) in equal proportion to the votes cast by Pogo shareholders that are not members of the Group. Therefore, the members of the Group have sole voting power with respect to none of the Shares and shared voting power with respect to none of the Shares. Each member of the Group disclaims beneficial ownership of the Shares not owned by either (i) such member, (ii) a trust of which such member is a trustee, (iii) a limited partnership of which such member is a general partner or (iv) a controlled affiliate of such member. Accordingly, (1) the Trust under Agreement dated August 26, 1930 for the benefit of Beatrice G. Manice disclaims beneficial ownership of 5,149,678 Shares, (2) the Trust under Agreement dated July 27, 1935 for the benefit of Beatrice G. Manice disclaims beneficial ownership of 5,831,825 Shares, (3) the Trust under the Will of Robert Walton Goelet for the benefit of Beatrice G. Manice disclaims beneficial ownership of 5,939,534 Shares, (4) the Trust under Agreement dated August 26, 1930 for the benefit of Robert G. Goelet disclaims beneficial ownership of 5,149,678 Shares, (5) the Trust under Agreement dated July 27, 1935 for the benefit of Robert G. Goelet disclaims beneficial ownership of 5,831,825 Shares, (6) the Trust under the Will of Robert Walton Goelet for the benefit of Robert G. Goelet disclaims beneficial ownership of 5,831,826 Shares, (7) the Trust under Agreement dated July 27, 1935 for the benefit of Francis Goelet disclaims beneficial ownership of 5,831,825 Shares, (8) the Trust under Agreement dated December 18, 1931 for the benefit of John Goelet disclaims beneficial ownership of 5,594,317 Shares, (9) the Trust under Agreement dated December 17, 1976 for the benefit of grandchildren of John Goelet disclaims beneficial ownership of 6,000,292 Shares, (10) the Trust under Agreement dated July 27, 1935 for the benefit of John Goelet disclaims beneficial ownership of 5,914,678 Shares, (11) the Trust under the Will of Robert Walton Goelet for the benefit of John Goelet disclaims beneficial ownership of 5,954,723 Shares, (12) the Trust under Agreement dated September 4, 1980 for the benefit of Anne de La Haye Jousselein disclaims beneficial ownership of 6,108,174 Shares, (13) Robert G. Goelet disclaims beneficial ownership of 6,154,948 Shares, (14) John H. Manice disclaims beneficial ownership of 6,119,640 Shares, (15) Robert G. Manice disclaims beneficial ownership of 6,142,405 Shares, (16) Amelia M. Berkowitz disclaims beneficial ownership of 6,123,134 Shares, (17) Pamela Manice disclaims beneficial ownership of 6,119,904 Shares, (18) Philip Goelet disclaims beneficial ownership of 6,093,946 Shares, (19) Christopher Goelet disclaims beneficial ownership of 6,095,595 Shares, (20) Gilbert Kerlin disclaims beneficial ownership of 5,407,402 Shares, (21) Windward Oil & Gas Corporation disclaims beneficial ownership of 6,154,948 Shares, (22) Arthur N. Field disclaims beneficial ownership of 6,146,854 Shares, (23) Alexandra C. Goelet disclaims beneficial ownership of 6,154,948 Shares, (24) Henrietta Goelet disclaims beneficial ownership of 6,154,948 Shares, (25) Edmond de La Haye Jousselein disclaims beneficial ownership of 6,154,948 Shares, (26) Robert S. Rich disclaims beneficial ownership of 6,154,948 Shares, (27) RGG Limited Partnership disclaims beneficial ownership of 5,715,457 Shares and (28) Goelet, LLC disclaims beneficial ownership of all 6,154,948 Shares.

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The Shares beneficially owned by Robert G. Manice include 3,732 Shares held by him as custodian for his three minor children under the New York Uniform Transfers to Minors Act.

(c) On September 21, 2001, Gilbert Kerlin transferred 325,204 shares of Pogo Common Stock to the Goldman Sachs 2001 Global Exchange Place Fund in exchange for 78,510.11 units of the Goldman Sachs 2001 Global Exchange Place Fund. On October 29, 2001, Gilbert Kerlin transferred 160,000, 160,000, 40,000 and 60,000 shares of Pogo Common Stock to Wave Hill Incorporated, Bank Street College of Education, Putney School, and the Trustees of Columbia University (collectively, the "Charities"). On September 11, 2001, Robert G. Goelet, Alexandra Gardiner Goelet and Robert Gardiner Goelet transferred all of their Pogo Common Stock to RGG Limited Partnership in exchange for membership interests in the RGG Limited Partnership. On November 7, 2001 the Group and the Charities sold 6,135,6654 shares of Pogo Common Stock in a public offering. The shares were sold to certain underwriters pursuant to a Purchase Agreement dated November 1, 2001, a copy of which is attached hereto as Exhibit 7.

(d) None.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended by adding the following at the end thereof:

7. Purchase Agreement dated as of November 1, 2001, among Pogo Producing Company, Merrill Lynch, Pierce, Fenner & Smith, Incorporated and the Selling Stockholders listed therein. (Incorporated by reference to Exhibit 1.1 of Pogo Producing Company's Current Report on Form 8-K dated November 6, 2001.)

30

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.

Date: November 2, 2001

ROBERT G. GOELET

/s/ Robert G. Goelet

-----  
As Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice; (d) the Trust u/w of Robert Walton Goelet f/b/o Robert G. Goelet; (e) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (f) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (h) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (i) the Trust u/a dated September 4, 1980, as amended, f/b/o

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Anne de La Haye Jousselin

JOHN H. MANICE

/s/ John H. Manice  
-----

Individually, and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; and (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice

ROBERT G. MANICE

/s/ Robert G. Manice  
-----

AMELIA M. BERKOWITZ

/s/ Ameila M. Berkowitz  
-----

Individually and as Trustee of the Trust u/a dated September 4, 1980, as amended, f/b/o Anne de La Haye Jousselin

PAMELA MANICE

/s/ Pamela Manice  
-----

Individually, and as Trustee of (a) the Trust u/a dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; and (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice

RGG LIMITED PARTNERSHIP

/s/ Robert G. Goelet  
-----

By: Robert G. Goelet  
Its: General Partner

PHILIP GOELET

/s/ Philip Goelet  
-----

Individually and as Trustee of (a) the Trust u/a/ dated August 26, 1930 f/b/o Beatrice G. Manice; (b) the Trust u/a dated July 27, 1935 f/b/o Beatrice G. Manice; (c) the Trust u/w of Robert Walton Goelet f/b/o Beatrice G. Manice; (d) the Trust u/a dated August 26, 1930 f/b/o Robert G. Goelet; (e) the Trust



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u/a dated July 27, 1935 f/b/o Robert G. Goelet; (f) the Trust u/w of Robert Walton Goelet f/b/o Robert G. Goelet; (g) the Trust u/a dated July 27, 1935 f/b/o Francis Goelet; (h) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (i) the Trust u/a dated July 27, 1935 f/b/o John Goelet; (j) the Trust u/w of Robert Walton Goelet f/b/o John Goelet; and (k) the Trust u/a dated September 4, 1980, as amended f/b/o Anne de La Haye Jousselein

CHRISTOPHER GOELET

/s/ Christopher Goelet  
-----

Individually and as Trustee of (a) the Trust u/a dated December 18, 1931 f/b/o John Goelet; (b) the Trust u/a dated July 27, 1935 f/b/o John Goelet; and (c) the Trust u/w of Robert Walton Goelet f/b/o John Goelet

GILBERT KERLIN

/s/ Gilbert Kerlin  
-----

WINDWARD OIL & GAS CORPORATION

/s/ Gilbert Kerlin  
-----

By: Gilbert Kerlin  
Its: President

ARTHUR N. FIELD

/s/ Arthur N. Field  
-----

HENRIETTA GOELET

/s/ Henrietta Goelet  
-----

As Trustee of the Trust u/a dated December 17, 1976 f/b/o grandchildren of John Goelet

ALEXANDRA C. GOELET

/s/ Alexandra C. Goelet  
-----

As Trustee of (a) the Trust u/a dated

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August 26, 1930 f/b/o Robert G. Goelet;  
(b) the Trust u/a dated July 27, 1935  
f/b/o Robert G. Goelet; and (c) the  
Trust u/w Robert Walton Goelet f/b/o  
Robert G. Goelet

EDMOND DE LA HAYE JOUSSELIN

/s/ Edmond De La Haye Jousselin  
-----

As Trustee of (a) the Trust u/a dated  
August 26, 1930 f/b/o Beatrice G.  
Manice; (b) the Trust u/a dated July 27,  
1935 f/b/o Betrice G. Manice; (c) the  
Trust u/w of Robert Walton Goelet f/b/o  
Beatrice G. Manice; (d) the Trust u/a  
dated August 26, 1930 f/b/o Robert G.  
Goelet; (e) the Trust u/a dated July 27,  
1935 f/b/o Robert G. Goelet; (f) the  
Trust u/w of Robert Walton Goelet f/b/o  
Robert G. Goelet; (g) the Trust u/a  
dated July 27, 1935 f/b/o Francis  
Goelet; (h) the Trust u/a dated December  
18, 1931 f/b/o John Goelet; (i) the  
Trust u/a dated July 27, 1935 f/b/o John  
Goelet; (j) the Trust u/w of Robert  
Walton f/b/o John Goelet; and (k) the  
Trust u/a dated September 4, 1980, as  
amended, f/b/o Anne de La Haye Jousselin

ROBERT S. RICH

/s/ Robert S. Rich  
-----

As Trustee of (a) the Trust u/a dated  
December 18, 1931 f/b/o John Goelet; (b)  
the Trust u/a dated July 27, 1935 f/b/o  
John Goelet; (c) the Trust u/w of  
Robert Walton Goelet f/b/o John Goelet;  
and (d) the Trust u/a dated December 17,  
1976 f/b/o grandchildren of John Goelet

GOELET, LLC

/s/ Robert W. Kiley  
-----

By: Robert W. Kiley  
Its: President and Chief Operating  
Officer

/s/ Mark Rosenbaum  
-----

By: Mark Rosenbaum  
Its: Chief Financial Officer  
and Treasurer

GOELET, LLC

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Attorney-in-fact

/s/ Robert W. Kiley

-----  
By: Robert W. Kiley  
Its: President and Chief  
Operating Officer

/s/ Mark Rosenbaum

-----  
By: Mark Rosenbaum  
Its: Chief Financial Officer  
and Treasurer