

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

SPO ADVISORY CORP  
Form SC 13D/A  
October 29, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

RESOLUTE ENERGY CORPORATION  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE  
(Title of Class of Securities)

76116A108  
(CUSIP Number)

SPO Advisory Corp.  
591 Redwood Highway, Suite 3215  
Mill Valley, California 94941  
(415) 383-6600

with a copy to:

Alison S. Ressler  
Sullivan & Cromwell LLP  
1888 Century Park East  
Los Angeles, California 90067-1725  
(310) 712-6600

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

October 27, 2009  
(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 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.

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. NAME OF REPORTING PERSON  
SPO Partners II, L.P.  
-----

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

3. SEC Use Only  
-----

4. SOURCE OF FUNDS  
WC  
-----

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

|  |   |
|--|---|
|  | 7. SOLE VOTING POWER<br>17,672,325 (1) (2)      |
| Number Of Shares<br>Beneficially Owned By<br>Each Reporting Person<br>With | 8. SHARED VOTING POWER<br>-0-                   |
|  | 9. SOLE DISPOSITIVE POWER<br>17,672,325 (1) (2) |
|  | 10. SHARED DISPOSITIVE POWER<br>-0-             |

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,672,325  
-----

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
28.7%  
-----

14. TYPE OF REPORTING PERSON  
PN  
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(1) Of these shares, there are 9,502,800 shares of Common Stock and warrants covering 8,169,525 shares of Common Stock issuable upon conversion.

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

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CUSIP No. 76116A108  
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1. NAME OF REPORTING PERSON  
SPO Advisory Partners, L.P.  
-----

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

3. SEC Use Only  
-----

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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  
17,672,325 (1) (2) (3)

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

9. SOLE DISPOSITIVE POWER  
17,672,325 (1) (2) (3)

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,672,325

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
28.7%

14. TYPE OF REPORTING PERSON  
PN

(1) Of these shares, there are 9,502,800 shares of Common Stock and warrants covering 8,169,525 shares of Common Stock issuable upon conversion.

(2) Solely in its capacity as the sole general partner of SPO Partners II, L.P.

(3) Power is exercised through its sole general partner, SPO Advisory Corp.

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CUSIP No. 76116A108

1. NAME OF REPORTING PERSON  
San Francisco Partners, L.P.

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

3. SEC Use Only

4. SOURCE OF FUNDS  
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

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California

|  |   |   |
|--|---|---|
|  | 7.  | SOLE VOTING POWER<br>607,253 (1) (2)      |
| Number Of Shares<br>Beneficially Owned By<br>Each Reporting Person<br>With | 8.  | SHARED VOTING POWER<br>-0-                |
|  | 9.  | SOLE DISPOSITIVE POWER<br>607,253 (1) (2) |
|  | 10.   | SHARED DISPOSITIVE POWER<br>-0-           |
| 11.  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>607,253                           |   |
| 12.  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN<br>SHARES <input type="checkbox"/> |   |
| 13.  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>1.0%  |   |
| 14.  | TYPE OF REPORTING PERSON<br>PN  |   |

- (1) Of these shares, there are 327,500 shares of Common Stock and warrants covering 279,753 shares of Common Stock issuable upon conversion.
- (2) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

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CUSIP No. 76116A108

|  |   |  |                                     |
|--|---|--|-------------------------------------|
| 1.   | NAME OF REPORTING PERSON<br>SF Advisory Partners, L.P.  |  |                                     |
| 2.   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a)                                      | <input type="checkbox"/>            |
|  |   | (b)                                      | <input checked="" type="checkbox"/> |
| 3.   | SEC Use Only  |  |                                     |
| 4.   | SOURCE OF FUNDS<br>Not Applicable   |  |                                     |
| 5.   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO<br>ITEMS 2(e) OR 2(f) <input type="checkbox"/> |  |                                     |
| 6.   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |  |                                     |
|  | 7.  | SOLE VOTING POWER<br>607,253 (1) (2) (3) |                                     |
| Number Of Shares<br>Beneficially Owned By<br>Each Reporting Person<br>With | 8.  | SHARED VOTING POWER<br>-0-               |                                     |
|  | 9.  | SOLE DISPOSITIVE POWER                   |                                     |

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607,253 (1) (2) (3)

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
607,253

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.0%

14. TYPE OF REPORTING PERSON  
PN

(1) Of these shares, there are 327,500 shares of Common Stock and warrants covering 279,753 shares of Common Stock issuable upon conversion.

(2) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.

(3) Power is exercised through its sole general partner, SPO Advisory Corp.

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CUSIP No. 76116A108

1. NAME OF REPORTING PERSON  
SPO Advisory Corp.

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

3. SEC Use Only

4. SOURCE OF FUNDS  
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7. SOLE VOTING POWER  
18,279,578 (1) (2) (3)

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

9. SOLE DISPOSITIVE POWER  
18,279,578 (1) (2) (3)

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,279,578

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
29.6%

14. TYPE OF REPORTING PERSON  
CO

(1) Of these shares, there are 9,830,300 shares of Common Stock and warrants covering 8,449,278 shares of Common Stock issuable upon conversion.

(2) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 9,502,800 shares of Common Stock and warrants covering 8,169,525 shares of Common Stock issuable upon conversion; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 327,500 shares of Common Stock and warrants covering 279,753 shares of Common Stock issuable upon conversion.

(3) Power is exercised through its four controlling persons, John H. Scully, William E. Oberndorf, William J. Patterson and Edward H. McDermott.

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CUSIP No. 76116A108

1. NAME OF REPORTING PERSON  
John H. Scully

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

3. SEC Use Only

4. SOURCE OF FUNDS  
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7. SOLE VOTING POWER  
3,913(1)(2)

Number Of Shares Beneficially Owned By Each Reporting Person With

8. SHARED VOTING POWER  
18,279,578(3)(4)

9. SOLE DISPOSITIVE POWER  
3,913(1)(2)

10. SHARED DISPOSITIVE POWER  
18,279,578(3)(4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,283,491

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

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SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
29.6%

14. TYPE OF REPORTING PERSON  
IN

- (1) Of these shares, there are 3,100 shares of Common Stock and warrants covering 813 shares of Common Stock issuable upon conversion.
- (2) These shares are held in the John H. Scully Individual Retirement Account, which is self-directed.
- (3) Of these shares, there are 9,830,300 shares of Common Stock and warrants covering 8,449,278 shares of Common Stock issuable upon conversion.
- (4) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of four controlling persons of SPO Advisory Corp.

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CUSIP No. 76116A108

1. NAME OF REPORTING PERSON  
William E. Oberndorf

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

3. SEC Use Only

4. SOURCE OF FUNDS  
Not Applicable

5. CHECK 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  
135,788 (1) (2)

Number Of Shares  
Beneficially Owned By  
Each Reporting Person  
With

8. SHARED VOTING POWER  
18,279,578 (3) (4)

9. SOLE DISPOSITIVE POWER  
135,788 (1) (2)

10. SHARED DISPOSITIVE POWER  
18,279,578 (3) (4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,415,366

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

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

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29.9%

-----  
14. TYPE OF REPORTING PERSON  
IN  
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- (1) Of these shares, there are 74,200 shares of Common Stock and warrants covering 61,588 shares of Common Stock issuable upon conversion.
- (2) These shares are held in the William E. Oberndorf Individual Retirement Account, which is self-directed
- (3) Of these shares, there are 9,830,300 shares of Common Stock and warrants covering 8,449,278 shares of Common Stock issuable upon conversion.
- (4) These shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of four controlling persons of SPO Advisory Corp.

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CUSIP No. 76116A108

-----  
1. NAME OF REPORTING PERSON  
William J. Patterson  
-----

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

3. SEC Use Only

4. SOURCE OF FUNDS  
Not Applicable

5. CHECK 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  
358(1)(2)

Number Of Shares Beneficially Owned By  
Each Reporting Person With  
8. SHARED VOTING POWER  
18,279,578(3)(4)

9. SOLE DISPOSITIVE POWER  
358(1)(2)

10. SHARED DISPOSITIVE POWER  
18,279,578(3)(4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,279,936

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
29.6%

-----  
14. TYPE OF REPORTING PERSON  
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IN

- 
- (1) Of these shares, there are 300 shares of Common Stock and warrants covering 58 shares of Common Stock issuable upon conversion.
  - (2) These shares are held in the William J. Patterson Individual Retirement Account, which is self-directed
  - (3) Of these shares, there are 9,830,300 shares of Common Stock and warrants covering 8,449,278 shares of Common Stock issuable upon conversion.
  - (4) These shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of four controlling persons of SPO Advisory Corp.

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CUSIP No. 76116A108

- 
- 1. NAME OF REPORTING PERSON  
Edward H. McDermott
  - 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  - 3. SEC Use Only
  - 4. SOURCE OF FUNDS  
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
- |  |  |
|--|--|
| Number Of Shares<br>Beneficially Owned By<br>Each Reporting Person<br>With | 7. SOLE VOTING POWER<br>1,422 (1) (2)              |
|  | 8. SHARED VOTING POWER<br>18,279,578 (3) (4)       |
|  | 9. SOLE DISPOSITIVE POWER<br>1,422 (1) (2)         |
|  | 10. SHARED DISPOSITIVE POWER<br>18,279,578 (3) (4) |
- 
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,281,000
  - 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
  - 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
29.6%
  - 14. TYPE OF REPORTING PERSON  
IN
-

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- (1) Of these shares, there are 800 shares of Common Stock and warrants covering 622 shares of Common Stock issuable upon conversion.
- (2) These shares are held in the Edward H. McDermott Individual Retirement Account, which is self-directed
- (3) Of these shares, there are 9,830,300 shares of Common Stock and warrants covering 8,449,278 shares of Common Stock issuable upon conversion.
- (4) These shares may be deemed to be beneficially owned by Mr. McDermott solely in his capacity as one of four controlling persons of SPO Advisory Corp.

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### ITEM 1. SECURITY AND ISSUER.

This statement relates to the shares of Common Stock, par value \$0.0001 per share ("Common Stock"), of Resolute Energy Corporation, a Delaware corporation (the "Issuer") and warrants each of which entitles the holder to purchase one share of Common Stock at a price of \$13.00 (the "Warrants," and collectively with the Common Stock, "Shares"), subject to adjustment. The Warrants are exercisable at any time commencing on September 25, 2009 and ending on the 5th anniversary thereafter. The principal executive offices of the Issuer are located at 1675 Broadway, Suite 1950, Denver, Colorado 80202.

### ITEM 2. IDENTITY AND BACKGROUND.

(a) 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, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), William E. Oberndorf ("WEO"), William J. Patterson ("WJP"), and Edward H. McDermott ("EHM"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, WEO, WJP and EHM are sometimes hereinafter referred to as the "Reporting Persons." The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(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.

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Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the sole 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.

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### 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 sole 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 sole general partner of each of SPO Advisory Partners and SF Advisory Partners. The principal business address of SPO Advisory Corp., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, WEO, WJP and EHM, the four controlling persons of SPO Advisory Corp., 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 business address of SPO Partners & Co., which serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is one of four controlling persons of SPO Advisory Corp., the sole general partner of each of SPO Advisory Partners and SF Advisory Partners.

### 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. The principal business of SPO Partners & Co. is operating as an investment firm. The principal business address of SPO Partners & Co., which serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. WEO is one of four controlling persons of SPO Advisory Corp., the sole 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. The principal business of SPO Partners & Co. is operating as an investment firm. The principal business address of SPO Partners & Co., which serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. WJP is one of four controlling persons of SPO Advisory Corp., the sole general partner of SPO Advisory Partners and SF Advisory Partners.

EHM

EHM'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. The principal business of SPO Partners & Co. is operating as an investment firm. The principal business address of SPO Partners & Co., which serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill

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Valley, California 94941. EHM is one of four controlling persons of SPO Advisory Corp., the sole general partner of SPO Advisory Partners and SF Advisory Partners.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All of the natural persons identified in this Item 2 are citizens of the United States of America.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The source and amount of the funds used or to be used by the Reporting Persons to purchase Shares are as follows:

| NAME                  | SOURCE OF FUNDS                          | AMOUNT OF FUNDS |
|-----------------------|--|-----------------|
| SPO                   | Contributions from Partners              | \$ 100,262,621  |
| SPO Advisory Partners | Not Applicable                           | Not Applicable  |
| SFP                   | Contributions from Partners              | \$ 3,456,256    |
| SF Advisory Partners  | Not Applicable                           | Not Applicable  |
| SPO Advisory Corp.    | Not Applicable                           | Not Applicable  |
| JHS                   | Not Applicable and<br>Personal Funds (1) | \$ 30,458       |
| WEO                   | Not Applicable and<br>Personal Funds (1) | \$ 781,715      |
| WJP                   | Not Applicable and<br>Personal Funds (1) | \$ 2,939        |
| EHM                   | Not Applicable and<br>Personal Funds (1) | \$ 8,363        |

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(1) As used herein, the term "Personal Funds" includes sums borrowed from banks and brokerage firm margin accounts, none of which were borrowed or otherwise obtained for the specified purpose of acquiring, holding, trading or voting shares.

### ITEM 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 and other securities of the Issuer. 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

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conditions, increase or decrease its investment position in the Shares or other securities of the Issuer.

Whether the Reporting Persons acquire any additional Shares or other securities of the Issuer or dispose of any Shares or other securities of the Issuer, 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 or other securities of the Issuer 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 Issuer, the availability and nature of opportunities to dispose of the particular Reporting Person's interest in the Issuer, to realize trading profits or minimize trading losses, and other plans and requirements of the particular Reporting Person. Depending upon its individual assessments of these factors from time to time, each Reporting Person may change its present intentions as stated above, including determining to acquire additional Shares or other securities of the Issuer (by means of open market or privately negotiated purchases) or to dispose of some or all of the Shares or other securities of the Issuer held by or under the control of such Reporting Person. In addition, each Reporting Person may from time to time enter into equity swap or other derivative transactions with respect to its investment in the Shares or other securities of the Issuer.

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 53,154,883(1) total outstanding shares of Common Stock as of September 25, 2009, as reported on the Issuer's Form 8-K filed with the Securities and Exchange Commission on October 1, 2009 and assumes the conversion of 8,512,359 Warrants convertible into Common Stock for a total of 61,667,242.

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### SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 17,672,325 Shares, which constitutes approximately 28.7% 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 17,672,325 Shares, which constitutes approximately 28.7% of the outstanding Shares.

### SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 607,253 Shares, which constitutes approximately 1.0% of the outstanding Shares.

- 
- (1) Based upon 53,154,883 shares of Company Common Stock outstanding as of the closing of the Transaction, after taking into consideration the conversion of 11,592,084 shares of HACI Common Stock and the retirement of 7,503,133 shares of HACI Common Stock purchased by HACI and retired in connection with the Transaction. Includes (i) 200,000 shares of Company Common Stock issued or issuable to Company employees pursuant to retention bonus awards and (ii) 3,250,000 shares of Company Common Stock that are held by HH-HACI, L.P. and Resolute Holdings, LLC subject to forfeiture unless at any time prior to five years from the closing of the Transaction, either (x) the closing sale price of the Company Common Stock exceeds \$15.00 per share for 20 trading days in any 30 trading day period beginning 90 days after the closing of the Transaction, or (y) a Change in Control Event occurs in which Company Common Stock is valued at greater than \$15.00 per share.

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### 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 607,253 Shares, which constitutes approximately 1.0% of the outstanding Shares.

### SPO Advisory Corp.

Because of its positions as the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 18,279,578 Shares in the aggregate, which constitutes approximately 29.6% of the outstanding Shares.

### JHS

Individually, and because of his position as a control person of SPO Advisory Corp., JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 18,283,491 Shares in the aggregate, which constitutes approximately 29.6% of the outstanding Shares.

### WEO

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Individually, and because of his position as a control person of SPO Advisory Corp., WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 18,415,366 Shares in the aggregate, which constitutes approximately 29.9% of the outstanding Shares.

WJP

Individually, and because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 18,279,936 Shares in the aggregate, which constitutes approximately 29.6% of the outstanding Shares.

EHM

Individually, and because of his position as a control person of SPO Advisory Corp., EHM may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 18,281,000 Shares in the aggregate, which constitutes approximately 29.6% 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 17,672,325 Shares.

SPO Advisory Partners

Acting through its sole general partner and in its capacity as the sole general partner of SPO, SPO Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 17,672,325 Shares.

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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 607,253 Shares.

SF Advisory Partners

Acting through its sole general partner and in its capacity as the sole general partner of SFP, SF Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 607,253 Shares.

SPO Advisory Corp.

Acting through its controlling persons and in its capacities as the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 18,279,578 Shares in the aggregate.

JHS

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As one of four controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO, WJP and EHM to vote or to direct the vote and to dispose or to direct the disposition of 18,279,578 Shares held by SPO and SFP in the aggregate. In addition, JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 3,913 Shares held in JHS's Individual Retirement Account, which is self directed.

WEO

As one of four controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS, WJP and EHM to vote or to direct the vote and to dispose or to direct the disposition of 18,279,578 Shares held by SPO and SFP in the aggregate. In addition, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 135,788 Shares held in WEO's Individual Retirement Account, which is self directed.

WJP

As one of four controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS, WEO and EHM to vote or to direct the vote and to dispose or to direct the disposition of 18,279,578 Shares held by SPO and SFP in the aggregate. In addition, WJP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 358 Shares held in WJP's Individual Retirement Account, which is self directed.

EHM

As one of four controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS, WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 18,279,578 Shares held by SPO and SFP in the aggregate. In addition, EHM has the sole power to vote

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or to direct the vote and to dispose or to direct the disposition of 1,422 Shares held in EHM's Individual Retirement Account, which is self directed.

(c) Since the most recent filing on Schedule 13D, the Reporting Persons acquired shares through open market purchases as set forth on Schedule I attached hereto.

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Shares since the most recent filing on Schedule 13D.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, Shares owned by such Reporting Person.

(e) Not applicable.



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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A: Agreement pursuant to Rule 13d-1 (k)

Exhibit B: Power of Attorney

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 29, 2009

By: /s/ Kim M. Silva

-----  
Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. (1)  
SPO ADVISORY PARTNERS, L.P. (1)  
SAN FRANCISCO PARTNERS, L.P. (1)  
SF ADVISORY PARTNERS, L.P. (1)  
SPO ADVISORY CORP. (1)  
JOHN H. SCULLY (1)  
WILLIAM E. OBERNDORF (1)  
WILLIAM J. PATTERSON (1)  
EDWARD H. MCDERMOTT (1)

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

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SCHEDULE I TO SCHEDULE 13D

CLASS OF  
SECURITY  
CS = COMMON

WEI  
AVE

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| REPORTING PERSON                | DATE OF TRANSACTION | TYPE | STOCK<br>W = WARRANTS | NUMBER OF<br>SHARES | PRICE<br>S |
|---------------------------------|---------------------|------|-----------------------|---------------------|------------|
| SPO Partners II, L.P.           | 10/05/09            | Buy  | CS                    | 26,800              | 1          |
| San Francisco Partners II, L.P. | 10/05/09            | Buy  | CS                    | 900                 | 1          |
| William E. Oberndorf IRA        | 10/05/09            | Buy  | CS                    | 200                 | 1          |
| SPO Partners II, L.P.           | 10/06/09            | Buy  | CS                    | 63,100              | 1          |
| San Francisco Partners II, L.P. | 10/06/09            | Buy  | CS                    | 2,300               | 1          |
| William E. Oberndorf IRA        | 10/06/09            | Buy  | CS                    | 500                 | 1          |
| SPO Partners II, L.P.           | 10/07/09            | Buy  | CS                    | 71,900              | 1          |
| San Francisco Partners II, L.P. | 10/07/09            | Buy  | CS                    | 2,500               | 1          |
| William E. Oberndorf IRA        | 10/07/09            | Buy  | CS                    | 600                 | 1          |
| SPO Partners II, L.P.           | 10/27/09            | Buy  | CS                    | 531,600             | 1          |
| San Francisco Partners II, L.P. | 10/27/09            | Buy  | CS                    | 18,700              | 1          |
| William E. Oberndorf IRA        | 10/27/09            | Buy  | CS                    | 4,400               | 1          |
| Edward H. McDermott SEP IRA     | 10/27/09            | Buy  | CS                    | 100                 | 1          |
| SPO Partners II, L.P.           | 10/28/09            | Buy  | CS                    | 332,400             | 1          |
| San Francisco Partners II, L.P. | 10/28/09            | Buy  | CS                    | 11,700              | 1          |
| William E. Oberndorf IRA        | 10/28/09            | Buy  | CS                    | 2,700               | 1          |

- 
- (1) The prices listed below represent the weighted average prices at which the amount of shares listed in each row were purchased (full detailed information regarding the shares purchased and the corresponding prices will be provided upon request).
  - (2) The range of prices for these purchases was \$10.28 - \$10.35.
  - (3) The range of prices for these purchases was \$10.30 - \$10.36.
  - (4) The range of prices for these purchases was \$10.49 - \$10.50.
  - (5) The range of prices for these purchases was \$10.265 - \$10.50.
  - (6) The range of prices for these purchases was \$10.30 - \$10.40.

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EXHIBIT INDEX

| EXHIBIT | DOCUMENT DESCRIPTION                 |
|---------|--------------------------------------|
| A       | Agreement Pursuant to Rule 13d-1 (k) |
| B       | Power of Attorney                    |