

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).

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

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 17,672,325 (1) (2)
Number Of Shares Beneficially Owned By Each Reporting Person With	8. SHARED VOTING POWER -0-
	9. SOLE DISPOSITIVE POWER 17,672,325 (1) (2)
	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) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

Page 3 of 20 pages

CUSIP No. 76116A108

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

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

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.

Page 4 of 20 pages

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

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

California

	7.	SOLE VOTING POWER 607,253 (1) (2)
Number Of Shares Beneficially Owned By Each Reporting Person With	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 607,253 (1) (2)
	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 <input type="checkbox"/>	
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) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

Page 5 of 20 pages

CUSIP No. 76116A108

1.	NAME OF REPORTING PERSON 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 Not Applicable		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
	7.	SOLE VOTING POWER 607,253 (1) (2) (3)	
Number Of Shares Beneficially Owned By Each Reporting Person With	8.	SHARED VOTING POWER -0-	
	9.	SOLE DISPOSITIVE POWER	

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

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.

Page 6 of 20 pages

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

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

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.

Page 7 of 20 pages

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

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

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.

Page 8 of 20 pages

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)

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

29.9%

14. TYPE OF REPORTING PERSON
IN

- (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.

Page 9 of 20 pages

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

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

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.

Page 10 of 20 pages

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
Beneficially Owned By
Each Reporting Person
With | 7. SOLE VOTING POWER
1,422 (1) (2) |
| | 8. SHARED VOTING POWER
18,279,578 (3) (4) |
| | 9. SOLE DISPOSITIVE POWER
1,422 (1) (2) |
| | 10. SHARED DISPOSITIVE POWER
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
-

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

- (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.

Page 11 of 20 pages

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.

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

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.

Page 12 of 20 pages

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

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

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

Page 13 of 20 pages

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 Personal Funds (1)	\$ 30,458
WEO	Not Applicable and Personal Funds (1)	\$ 781,715
WJP	Not Applicable and Personal Funds (1)	\$ 2,939
EHM	Not Applicable and Personal Funds (1)	\$ 8,363

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

(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

Page 14 of 20 pages

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.

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

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.

Page 15 of 20 pages

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

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

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.

Page 16 of 20 pages

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

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

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

Page 17 of 20 pages

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.

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

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

Page 18 of 20 pages

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.

Page 19 of 20 pages

SCHEDULE I TO SCHEDULE 13D

CLASS OF
SECURITY
CS = COMMON

WEI
AVE

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

REPORTING PERSON	DATE OF TRANSACTION	TYPE	STOCK W = WARRANTS	NUMBER OF SHARES	PRICE 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.

Page 20 of 20 pages

EXHIBIT INDEX

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