

Edgar Filing: SPO ADVISORY CORP - Form SC 13D

SPO ADVISORY CORP
Form SC 13D
August 31, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

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

HICKS ACQUISITION COMPANY I, INC.
(Name of Issuer)

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

429086309
(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)

August 20, 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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CUSIP No. 429086309

-
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 17,355,500 (1) (2) |
| Number Of Shares Beneficially Owned By Each Reporting Person With | 8. SHARED VOTING POWER -0- |
| | 9. SOLE DISPOSITIVE POWER 17,355,500 (1) (2) |
| | 10. SHARED DISPOSITIVE POWER -0- |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,355,500
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.6%
-
14. TYPE OF REPORTING PERSON
PN
-

(1) Of these shares, there are 6,524,700 shares of Common Stock and warrants covering 10,830,800 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. 429086309

-
1. NAME OF REPORTING PERSON
SPO Advisory Partners, L.P.
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
-

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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

| | |
|--|--|
| Number Of Shares Beneficially Owned By Each Reporting Person With | 7. SOLE VOTING POWER 17,355,500 (1) (2) (3) ----- |
| | 8. SHARED VOTING POWER -0- ----- |
| | 9. SOLE DISPOSITIVE POWER 17,355,500 (1) (2) (3) ----- |
| | 10. SHARED DISPOSITIVE POWER -0- ----- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,355,500

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.6%

14. TYPE OF REPORTING PERSON
PN

(1) Of these shares, there are 6,524,700 shares of Common Stock and warrants covering 10,830,800 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. 429086309

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)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION
California

 7. SOLE VOTING POWER
 591,800 (1) (2)

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

 9. SOLE DISPOSITIVE POWER
 591,800 (1) (2)

 10. SHARED DISPOSITIVE POWER
 -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
591,800

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.7%

14. TYPE OF REPORTING PERSON
PN

(1) Of these shares, there are 223,200 shares of Common Stock and warrants covering 368,600 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. 429086309

 1. NAME OF REPORTING PERSON
 SF Advisory Partners, L.P.

 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
 591,800 (1) (2) (3)

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

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With

9. SOLE DISPOSITIVE POWER
591,800 (1) (2) (3)

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
591,800

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.7%

14. TYPE OF REPORTING PERSON
PN

- (1) Of these shares, there are 223,200 shares of Common Stock and warrants covering 368,600 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. 429086309

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
17,947,300 (1) (2) (3)

Number Of Shares Beneficially Owned By Each Reporting Person With

8. SHARED VOTING POWER
-0-

9. SOLE DISPOSITIVE POWER
17,947,300 (1) (2) (3)

10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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17,947,300

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.4%

14. TYPE OF REPORTING PERSON
CO

- (1) Of these shares, there are 6,747,900 shares of Common Stock and warrants covering 11,199,400 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 6,524,700 shares of Common Stock and warrants covering 10,830,800 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 223,200 shares of Common Stock and warrants covering 368,600 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. 429086309

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 4,300 (1) (2) |
| Number Of Shares Beneficially Owned By Each Reporting Person With | 8. | SHARED VOTING POWER 17,947,300 (3) (4) |
| | 9. | SOLE DISPOSITIVE POWER 4,300 (1) (2) |
| | 10. | SHARED DISPOSITIVE POWER 17,947,300 (3) (4) |
| | 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,951,600 |

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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)
22.4%

14. TYPE OF REPORTING PERSON
IN

- (1) Of these shares, there are 2,900 shares of Common Stock and warrants covering 1,400 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 6,747,900 shares of Common Stock and warrants covering 11,199,400 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. 429086309

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
129,000 (1) (2)

Number Of Shares
Beneficially Owned By
Each Reporting Person
With

8. SHARED VOTING POWER
17,947,300 (3) (4)

9. SOLE DISPOSITIVE POWER
129,000 (1) (2)

10. SHARED DISPOSITIVE POWER
17,947,300 (3) (4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,076,300

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

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.5%

14. TYPE OF REPORTING PERSON
IN

- (1) Of these shares, there are 49,600 shares of Common Stock and warrants covering 79,400 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 6,747,900 shares of Common Stock and warrants covering 11,199,400 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. 429086309

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
400 (1) (2)

Number Of Shares
Beneficially Owned By
Each Reporting Person
With

8. SHARED VOTING POWER
17,947,300 (3) (4)

9. SOLE DISPOSITIVE POWER
400 (1) (2)

10. SHARED DISPOSITIVE POWER
17,947,300 (3) (4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,947,700

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.4%

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14. TYPE OF REPORTING PERSON
IN

-
- (1) Of these shares, there are 300 shares of Common Stock and warrants covering 100 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 6,747,900 shares of Common Stock and warrants covering 11,199,400 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. 429086309

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

7. SOLE VOTING POWER
1,400 (1) (2)

Number Of Shares Beneficially Owned By
Each Reporting Person With

8. SHARED VOTING POWER
17,947,300 (3) (4)

9. SOLE DISPOSITIVE POWER
1,400 (1) (2)

10. SHARED DISPOSITIVE POWER
17,947,300 (3) (4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,948,700

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.4%

14. TYPE OF REPORTING PERSON
IN

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- (1) Of these shares, there are 500 shares of Common Stock and warrants covering 900 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 6,747,900 shares of Common Stock and warrants covering 11,199,400 share 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 Hicks Acquisition Company I, Inc., a Delaware corporation (the "Issuer") and warrants each of which entitles the holder to purchase one share of Common Stock at a price of \$7.50 (the "Warrants," and collectively with the Common Stock, "Shares"), subject to adjustment, exercisable upon the completion of an initial business combination by the Issuer. The principal executive offices of the Issuer are located at 100 Crescent Court, Suite 1200, Dallas, Texas 75201.

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,

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Mill 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 | \$ 69,261,078 |
| SPO Advisory Partners | Not Applicable | Not Applicable |
| SFP | Contributions from Partners | \$ 2,368,209 |
| SF Advisory Partners | Not Applicable | Not Applicable |
| SPO Advisory Corp. | Not Applicable | Not Applicable |
| JHS | Not Applicable and Personal Funds(1) | \$ 28,759 |
| WEO | Not Applicable and Personal Funds(1) | \$ 523,390 |
| WJP | Not Applicable and Personal Funds(1) | \$ 2,962 |
| EHM | Not Applicable and Personal Funds(1) | \$ 5,324 |

(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.

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The Issuer is a special purpose acquisition company which, under the terms of its charter, must consummate an initial business combination on or before September 28, 2009, or liquidate its assets. On August 2, 2009, the Issuer entered into a Purchase and IPO Reorganization Agreement, by and among the Issuer, Resolute Energy Corporation ("Resolute"), Resolute Subsidiary Corporation, Resolute Aneth, LLC, Resolute Holdings, LLC, Resolute Holdings Sub, LLC, and HH-HACI, L.P. (the "Agreement"). Pursuant to the Agreement, the Issuer will engage in a series of transactions which will result in: 1) the Issuer being merged into Resolute Subsidiary Corporation, thereby becoming a wholly-owned subsidiary of Resolute, 2) the current shareholders of the Issuer holding 82% of the stock of Resolute, and 3) Resolute becoming a public company (the "Transactions"). The Transactions are

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subject to a number of conditions including receipt of shareholder approval approving the Transactions (the "Acquisition Proposal") and certain amendments to the Issuer's charter (the "Charter Amendment Proposal") and the receipt of warrant holder approval to amend the terms of the warrant agreement governing the Warrants (the "Warrant Amendment Proposal", and together with the Acquisition Proposal and the Charter Proposal, the "Proposals").

The Reporting Persons have acquired the Shares reported herein for investment purposes. The Reporting Persons currently intend to exercise their rights to vote the Shares in favor of the Proposals. However, the Reporting Persons expressly reserve the right to take whatever future action they deem appropriate regarding the Issuer and its securities under the circumstances as they then exist, including exercising their right to vote their Shares against the Proposals. The Reporting Persons have had, and may from time to time in the future have, discussions with management, members of the board of directors, and other shareholders of the Issuer regarding the Transactions, Proposals or such other matters as the Reporting Persons may deem relevant to their investments in the Shares.

Whether the Reporting Persons vote their Shares in favor of, or against, the Proposals, acquire any additional Common Stock, Warrants or other securities of the Issuer or dispose of any Common Stock, Warrants or other securities of the Issuer, and the amount and timing of any such transactions, will depend upon each Reporting Person's individual continuing assessments of all pertinent factors, including the Reporting Persons assessment of the advisability of the Transactions versus any available alternatives, which may include the Reporting Persons assessment of the proceeds which could be received in a liquidation of the Issuer, the availability of Common Stock, Warrants 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, 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, 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 vote for or against the Proposals, acquire additional Common Stock, Warrants or other securities of the Issuer (by means of open market or privately negotiated purchases) or to dispose of some or all of the Common Stock, Warrants 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 Common Stock, Warrants or other securities of

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the Issuer, which may either increase or decrease the Reporting Person's economic exposure to the Common Stock, Warrants 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 69,000,000 total outstanding shares of Common Stock as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on August 10, 2009 and assumes the conversion of 11,281,200 Warrants convertible into Common Stock for a total of 80,281,200.

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SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 17,355,500 Shares, which constitutes approximately 21.6 % 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 17,355,500 Shares, which constitutes approximately 21.6 % of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 591,800 Shares, which constitutes approximately 0.7 % of the outstanding Shares.

SF Advisory Partners

Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 591,800 Shares, which constitutes approximately 0.7 % 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 17,947,300 Shares in the aggregate, which constitutes approximately 22.4 % 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 17,951,600 Shares in the aggregate, which constitutes approximately 22.4 % of the outstanding Shares.

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WEO

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 18,076,300 Shares in the aggregate, which constitutes approximately 22.5 % of the outstanding Shares.

WJP

Individually, and because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 17,947,700 Shares in the aggregate, which constitutes approximately 22.4 % of the outstanding Shares.

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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 17,948,700 Shares in the aggregate, which constitutes approximately 22.4 % 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 17,355,500 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 17,355,500 Shares.

SFP

Acting through its sole general partner, SFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 591,800 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 591,800 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 17,947,300 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 17,947,300 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 4,300 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 17,947,300 Shares held by SPO and SFP in the aggregate. In addition, WEO has the sole power to vote

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or to direct the vote and to dispose or to direct the disposition of 129,000 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 17,947,300 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 400 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 17,947,300 Shares held by SPO and SFP in the aggregate. In addition, EHM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,400 Shares held in EHM's Individual Retirement Account, which is self directed.

(c) Within the past 60 days of the date of this statement, 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 during the past 60 days.

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

(e) Not applicable.

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

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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: August 31, 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.

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

| Reporting Person | Date of Transaction | Type | Class of Security CS = Common W = Warrants | Number of Shares | Price Share |
|-----------------------|---------------------|------|--|------------------|-------------|
| SPO Partners II, L.P. | 8/18/09 | Buy | CS | 247,115 | 9.7 |
| SPO Partners II, L.P. | 8/18/09 | Buy | CS | 8,333 | 9.7 |
| SPO Partners II, L.P. | 8/18/09 | Buy | CS | 990,852 | 9.7 |

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| | | | | | |
|---------------------------------|----------|-----|----|-----------|-----|
| San Francisco Partners II, L.P. | 8/18/09 | Buy | CS | 8,466 | 9.7 |
| San Francisco Partners II, L.P. | 8/18/09 | Buy | CS | 285 | 9.7 |
| San Francisco Partners II, L.P. | 8/18/09 | Buy | CS | 33,949 | 9.7 |
| John H Scully IRRA | 8/18/09 | Buy | CS | 416 | 9.7 |
| John H Scully IRRA | 8/18/09 | Buy | CS | 14 | 9.7 |
| John H Scully IRRA | 8/18/09 | Buy | CS | 1,670 | 9.7 |
| William J. Patterson's IRA | 8/18/09 | Buy | CS | 20 | 9.7 |
| William J. Patterson's IRA | 8/18/09 | Buy | CS | 1 | 9.7 |
| William J. Patterson's IRA | 8/18/09 | Buy | CS | 79 | 9.7 |
| William E. Oberndorf IRA | 8/18/09 | Buy | CS | 1,963 | 9.7 |
| William E. Oberndorf IRA | 8/18/09 | Buy | CS | 66 | 9.7 |
| William E. Oberndorf IRA | 8/18/09 | Buy | CS | 7,871 | 9.7 |
| Edward H. McDermott SEP IRA | 8/18/09 | Buy | CS | 20 | 9.7 |
| Edward H. McDermott SEP IRA | 8/18/09 | Buy | CS | 1 | 9.7 |
| Edward H. McDermott SEP IRA | 8/18/09 | Buy | CS | 79 | 9.7 |
| SPO Partners II, L.P. | 8/18/09 | Buy | W | 1,595,234 | 0.3 |
| SPO Partners II, L.P. | 8/18/09 | Buy | W | 505,266 | 0.4 |
| San Francisco Partners II, L.P. | 8/18/09 | Buy | W | 54,833 | 0.3 |
| San Francisco Partners II, L.P. | 8/18/09 | Buy | W | 17,367 | 0.4 |
| John H Scully IRRA | 8/18/09 | Buy | W | 1,063 | 0.3 |
| John H Scully IRRA | 8/18/09 | Buy | W | 337 | 0.4 |
| William J. Patterson's IRA | 8/18/09 | Buy | W | 76 | 0.3 |
| William J. Patterson's IRA | 8/18/09 | Buy | W | 24 | 0.4 |
| William E. Oberndorf IRA | 8/18/09 | Buy | W | 19,366 | 0.3 |
| William E. Oberndorf IRA | 8/18/09 | Buy | W | 6,134 | 0.4 |
| Edward H. McDermott SEP IRA | 8/18/09 | Buy | W | 228 | 0.3 |
| Edward H. McDermott SEP IRA | 8/18/09 | Buy | W | 72 | 0.4 |
| SPO Partners II, L.P. | 08/20/09 | Buy | CS | 1,637,973 | 9.7 |
| SPO Partners II, L.P. | 08/20/09 | Buy | CS | 279,527 | 9.7 |
| San Francisco Partners II, L.P. | 08/20/09 | Buy | CS | 56,208 | 9.7 |
| San Francisco Partners II, L.P. | 08/20/09 | Buy | CS | 9,592 | 9.7 |
| John H Scully IRRA | 08/20/09 | Buy | CS | 683 | 9.7 |
| John H Scully IRRA | 08/20/09 | Buy | CS | 117 | 9.7 |
| William J. Patterson's IRA | 08/20/09 | Buy | CS | 171 | 9.7 |

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

| Reporting Person | Date of Transaction | Type | Class of Security CS = Common W = Warrants | Number of Shares | Price Share |
|---------------------------------|---------------------|------|--|------------------|-------------|
| William J. Patterson's IRA | 08/20/09 | Buy | CS | 29 | 9.7 |
| William E. Oberndorf IRA | 08/20/09 | Buy | CS | 13,240 | 9.7 |
| William E. Oberndorf IRA | 08/20/09 | Buy | CS | 2,260 | 9.7 |
| Edward H. McDermott SEP IRA | 08/20/09 | Buy | CS | 171 | 9.7 |
| Edward H. McDermott SEP IRA | 08/20/09 | Buy | CS | 29 | 9.7 |
| SPO Partners II, L.P. | 08/21/09 | Buy | CS | 1,438,800 | 9.7 |
| San Francisco Partners II, L.P. | 08/21/09 | Buy | CS | 49,400 | 9.7 |
| William E. Oberndorf IRA | 08/21/09 | Buy | CS | 11,700 | 9.7 |
| Edward H. McDermott SEP IRA | 08/21/09 | Buy | CS | 100 | 9.7 |
| SPO Partners II, L.P. | 08/28/09 | Buy | CS | 1,922,100 | 9.7 |
| San Francisco Partners II, L.P. | 08/28/09 | Buy | CS | 65,300 | 9.7 |
| William E. Oberndorf IRA | 08/28/09 | Buy | CS | 12,500 | 9.7 |

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| | | | | | |
|---------------------------------|----------|-----|----|-----------|-----|
| Edward H. McDermott SEP IRA | 08/28/09 | Buy | CS | 100 | 9.7 |
| SPO Partners II, L.P. | 08/28/09 | Buy | W | 8,730,300 | 0.5 |
| San Francisco Partners II, L.P. | 08/28/09 | Buy | W | 296,400 | 0.5 |
| William E. Oberndorf IRA | 08/28/09 | Buy | W | 53,900 | 0.5 |
| Edward H. McDermott SEP IRA | 08/28/09 | Buy | W | 600 | 0.5 |

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EXHIBIT INDEX

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