

Petrohawk Holdings, LLC
Form POS AM
September 14, 2011

As filed with the Securities and Exchange Commission on September 14, 2011

Registration Nos. 333-161912 through 333-161912-16

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PETROHAWK ENERGY CORPORATION*

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

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86-0876964

(I.R.S. Employer Identification No.)

1000 Louisiana, Suite 5600

Houston, Texas 77002

(832) 204-2700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David D. Powell

Vice President

Petrohawk Energy Corporation

1000 Louisiana, Suite 5600

Houston, Texas 77002

(832) 204-2700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Copy to:

Thomas P. Giblin, Jr.

Morgan, Lewis & Bockius LLP

101 Park Avenue

New York, New York 10178

(212) 309-6000

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

***ADDITIONAL SUBSIDIARY GUARANTOR REGISTRANTS(a)**

EXACT NAME OF ADDITIONAL REGISTRANT AS SPECIFIED IN ITS CHARTER	STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION	PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER	I.R.S. EMPLOYEE IDENTIFICATION NO.
Petrohawk Operating Company	Texas	1311	75-2472880
P-H Energy, LLC	Texas	1311	None
Petrohawk Holdings, LLC	Delaware	1311	20-3066517
Petrohawk Properties, LP	Texas	1311	None
Winwell Resources, L.L.C.	Louisiana	1311	72-1277420
WSF, Inc.	Louisiana	1311	72-1169871
KCS Resources, LLC	Delaware	1311	76-0413320
KCS Energy Services, Inc.	Delaware	1311	76-0516389
One Tec, LLC	Texas	1311	None
One Tec Operating, LLC	Texas	1311	None
HK Energy Marketing, LLC	Delaware	1311	None
Hawk Field Services, LLC	Oklahoma	1311	None
Medallion California Properties Company	Texas	1311	76-0267470
Proliq, Inc.	New Jersey	1311	22-1516527
HK Transportation, LLC (f/k/a Kaiser Trading, LLC)	Oklahoma	1311	None

(a) Bison Ranch LLC, formerly a subsidiary guarantor, was dissolved effective as of May 25, 2011.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this **Post-Effective Amendment**) relates to the Registration Statement of Petrohawk Energy Corporation, a Delaware corporation (the **Company**) and the additional subsidiary guarantors listed on the cover page hereof (the **Guarantors**), on Form S-3 (Registration No. 333-161912), filed with the Securities and Exchange Commission (the **SEC**) on September 14, 2009 (the **Registration Statement**), which registered the offering of an indeterminate number or amount of debt securities, preferred stock, par value \$0.001 per share, common stock, par value \$0.001 per share, depository shares, warrants and guarantees of debt securities (collectively, **Securities**).

On August 25, 2011, pursuant to the Agreement and Plan of Merger, dated as of July 14, 2011 (the **Merger Agreement**), by and among BHP Billiton Limited, a corporation organized under the laws of Victoria, Australia (**BHP Billiton Limited**), BHP Billiton Petroleum (North America) Inc., a Delaware corporation, North America Holdings II Inc., a Delaware corporation (**Merger Sub**), and the Company, Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and as a wholly-owned indirect subsidiary of BHP Billiton Limited (the **Merger**). As a result of the Merger, the Company and the Guarantors have terminated all offerings of their Securities pursuant to this Registration Statement.

In connection with the Merger and other transactions contemplated by the Merger Agreement, and in accordance with an undertaking made by the Company and the Guarantors in the Registration Statement to remove from registration by means of a post-effective amendment any Securities which remain unsold at the termination of the offering, the Company and the Guarantors hereby remove and withdraw from registration all Securities of the Company and the Guarantors registered pursuant to the Registration Statement that remain unsold as of the date hereof.

SIGNATURE

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on this 14th day of September 2011.

PETROHAWK ENERGY CORPORATION

By: /s/ David D. Powell
David D. Powell
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Name	Date	Title
/s/ J. Michael Yeager J. Michael Yeager	September 14, 2011	Director and Chief Executive Officer (principal executive officer)
/s/ David D. Powell David D. Powell	September 14, 2011	Director and Vice President (principal financial officer and principal accounting officer)
/s/ James W. Christmas James W. Christmas	September 14, 2011	Director
/s/ David J. Nelson David J. Nelson	September 14, 2011	Director
/s/ Jeffrey L. Sahlberg Jeffrey L. Sahlberg	September 14, 2011	Director
/s/ Nigel H. Smith Nigel H. Smith	September 14, 2011	Director

SIGNATURE

Pursuant to the requirements of the Securities Act, each of the registrants certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on this 14th day of September 2011.

PETROHAWK OPERATING COMPANY

P-H ENERGY, LLC

PETROHAWK HOLDINGS, LLC

WINWELL RESOURCES, L.L.C.

WSF, INC.

KCS RESOURCES, LLC

KCS ENERGY SERVICES, INC.

ONE TEC, LLC

ONE TEC OPERATING, LLC

HAWK FIELD SERVICES, LLC

MEDALLION CALIFORNIA PROPERTIES COMPANY

PROLIQ, INC.

HK TRANSPORTATION, LLC (F/K/A KAISER TRADING, LLC)

By: /s/ Larry Helm
Name: Larry Helm
Title: Executive Vice President Finance &
Administration

PETROHAWK PROPERTIES, LP

By: P-H Energy, LLC, its general partner

By: /s/ Larry Helm
Name: Larry Helm
Title: Executive Vice President Finance &
Administration

HK ENERGY MARKETING, LLC

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By: /s/ Stephen W. Herod
Name: Stephen W. Herod
Title: President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Name	Date	Title
/s/ Floyd C. Wilson Floyd C. Wilson	September 14, 2011	Chief Executive Officer (principal executive officer) of: Petrohawk Operating Company P-H Energy, LLC Petrohawk Holdings, LLC Winwell Resources, L.L.C. WSF, Inc.

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KCS Resources, LLC

KCS Energy Services, Inc.

One Tec, LLC

One Tec Operating, LLC

Hawk Field Services, LLC

Medallion California Properties Company

Proliq, Inc.

HK Transportation, LLC (f/k/a Kaiser Trading, LLC)

Director of:

Petrohawk Operating Company

WSF, Inc.

KCS Energy Services, Inc.

Medallion California Properties Company

Proliq, Inc.

Executive Vice President Chief Financial Officer and Treasurer
(principal financial officer) of:
Petrohawk Operating Company

P-H Energy, LLC

Petrohawk Holdings, LLC

Winwell Resources, L.L.C.

WSF, Inc.

KCS Resources, LLC

KCS Energy Services, Inc.

One Tec, LLC

One Tec Operating, LLC

Hawk Field Services, LLC

Medallion California Properties Company

Proliq, Inc.

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/s/ Mark J. Mize
Mark J. Mize

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HK Transportation, LLC (f/k/a Kaiser Trading, LLC)

Chief Financial Officer and Treasurer (principal financial officer and principal accounting officer) of HK Energy Marketing, LLC
President (principal executive officer) of HK Energy Marketing, LLC

Executive Vice President - Corporate Development, Assistant Secretary and Director of:

KCS Energy Services, Inc.

Medallion California Properties Company

Proliq, Inc.
Vice President, Chief Accounting Officer and Controller (principal accounting officer) of:
Petrohawk Operating Company

P-H Energy, LLC

Petrohawk Holdings, LLC

Winwell Resources, L.L.C.

WSF, Inc.

KCS Resources, LLC

KCS Energy Services, Inc.

One Tec, LLC

One Tec Operating, LLC

Hawk Field Services, LLC

Medallion California Properties Company

Proliq, Inc.

HK Transportation, LLC (f/k/a Kaiser Trading, LLC)

/s/ Stephen W. Herod
Stephen W. Herod

September 14, 2011

/s/ C. Byron Charboneau
C. Byron Charboneau

September 14, 2011