

Resolute Energy Corp
Form SC 13D/A
May 14, 2013

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

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)

May 9, 2013
(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. 76116A108

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

24,607,635 (1) (2)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

24,607,635 (1) (2)

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,607,635

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

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

28.8%

14. TYPE OF REPORTING PERSON

PN

- (1) Of these shares, there are 16,438,110 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

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

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

24,607,635 (1) (2) (3)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

24,607,635 (1) (2) (3)

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,607,635

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

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

28.8%

14. TYPE OF REPORTING PERSON

PN

- (1) Of these shares, there are 16,438,110 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

California

7. SOLE VOTING POWER

953,653 (1) (2)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

953,653 (1) (2)

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

953,653

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

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

1.1%

14. TYPE OF REPORTING PERSON

PN

- (1) Of these shares, there are 673,900 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

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

953,653 (1) (2) (3)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

953,653 (1) (2) (3)

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

953,653

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

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

1.1%

14. TYPE OF REPORTING PERSON

PN

- (1) Of these shares, there are 673,900 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

25,561,288 (1) (2) (3)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

25,561,288 (1) (2) (3)

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,561,288

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

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

30.0%

14. TYPE OF REPORTING PERSON

CO

- (1) Of these shares, there are 17,112,010 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 16,438,110 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 673,900 shares of Common Stock and warrants covering 279,753 shares of Common Stock issuable upon conversion.
 - (3) Power is exercised through its two controlling persons, John H. Scully 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

PF and 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

79,913 (1) (2)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

25,561,288 (3) (4)

9. SOLE DISPOSITIVE POWER

79,913 (1) (2)

10. SHARED DISPOSITIVE POWER

25,561,288 (3) (4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,641,201

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

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

30.1%

14. TYPE OF REPORTING PERSON

IN

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- (1) Of these shares, there are 79,100 shares of Common Stock and warrants covering 813 shares of Common Stock issuable upon conversion.
 - (2) Of these shares, 6,013 shares of Common Stock are held in the John H. Scully individual retirement account, which is self-directed, and 73,900 shares of Common Stock may be deemed beneficially owned by Mr. Scully in his capacity as controlling person, director and executive officer of Phoebe Snow Foundation, Inc.
 - (3) Of these shares, there are 17,112,010 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 two 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

PF and 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

1,522 (1) (2)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

25,561,288 (3) (4)

9. SOLE DISPOSITIVE POWER

1,522 (1) (2)

10. SHARED DISPOSITIVE POWER

25,561,288 (3) (4)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,562,810

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

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

30.0%

14. TYPE OF REPORTING PERSON

IN

- (1) Of these shares, there are 900 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 17,112,010 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 two controlling persons of SPO Advisory Corp.
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CUSIP No. 76116A108

1. NAME OF REPORTING PERSON

Phoebe Snow Foundation, Inc.

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

California

7. SOLE VOTING POWER

73,900 (1)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

73,900 (1)

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,900

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

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

**0.1%

14. TYPE OF REPORTING PERSON

CO

** Denotes less than

(1) Power is exercised through its controlling person, director and executive officer, John H. Scully.

This Amendment No. 3 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on October 5, 2009 and as amended on October 29, 2009 and June 12, 2012. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used therein and not defined herein shall have the meanings ascribed thereto in the Original 13D.

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

Item 3 is hereby amended and restated in its entirety as follows:

Name	Source of Funds	Amount of Funds
SPO	Contributions from Partners	\$156,591,569
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$6,264,068
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable and Personal Funds (1)	\$48,478
EHM	Not Applicable and Personal Funds (1)	\$9,225
PSF	Contributions from shareholders	\$599,113

(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.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 76,890,670 total outstanding shares of Common Stock reflecting the shares issued in the primary offering described in Item 5(c), as reported on the Issuer's prospectus supplement filed with the Securities and Exchange Commission on May 9, 2013 and assumes the conversion of 8,450,713 Warrants convertible into Common Stock for a total of 85,341,383.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 24,607,635 Shares, which constitutes approximately 28.8% 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 24,607,635 Shares, which constitutes approximately 28.8% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 953,653 Shares, which constitutes approximately 1.1% 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 953,653 Shares, which constitutes approximately 1.1% 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 25,561,288 Shares in the aggregate, which constitutes approximately 30.0% of the outstanding Shares.

JHS

Individually, and because of his position as a control person of SPO Advisory Corp. and the controlling person, sole director and executive officer of PSF, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 25,641,201 Shares in the aggregate, which constitutes approximately 30.1% 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 25,562,810 Shares in the aggregate, which constitutes approximately 30.0% of the outstanding Shares.

PSF

The aggregate number of shares that PSF owns beneficially, pursuant to Rule 13d-3 of the Act, is 73,900 Shares, which constitutes less than 0.1% of the outstanding Shares.

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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 24,607,635 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 24,607,635 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 953,653 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 953,653 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 25,561,288 Shares in the aggregate.

JHS

As one of two 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 EHM to vote or to direct the vote and to dispose or to direct the disposition of 25,561,288 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 6,013 Shares held in JHS's individual retirement account, which is self directed, and 73,900 Shares held by PSF, for which JHS is the controlling person, director and executive officer.

EHM

As one of two controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, EHM may be deemed to have shared power with JHS to vote or to direct the vote and to dispose or to direct the disposition of 25,561,288 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 1,522 Shares held in EHM's individual retirement account, which is self directed.

PSF

Acting through its controlling person, PSF has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 73,900 Shares.

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(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.

On May 9, 2013, SPO, SFP and PSF agreed to purchase 5,175,700, 267,600 and 56,700 Shares, respectively, for \$8.00 per Share from the underwriters in a primary and secondary offering by the Issuer. The transaction is scheduled to close on May 14, 2013.

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 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended and restated in its entirety as follows:

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

Exhibit B: Power of Attorney (previously filed)

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: May 13, 2012

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)
EDWARD H. MCDERMOTT (1)
PHOEBE SNOW FOUNDATION, INC. (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Class of Security CS = Common Stock W = Warrants	Number of Shares	Weighted Average ¹ Price Per Share \$	Where/How Transaction Effected
SPO Partners II, L.P.	05/09/13	Buy	CS	677,600	8.322	Open Market/Broker
San Francisco Partners, L.P.	05/09/13	Buy	CS	35,000	8.322	Open Market/Broker
Phoebe Snow Foundation, Inc.	05/09/13	Buy	CS	7,400	8.322	Open Market/Broker
SPO Partners II, L.P.	05/10/13	Buy	CS	49,900	8.473	Open Market/Broker
San Francisco Partners, L.P.	05/10/13	Buy	CS	2,600	8.473	Open Market/Broker
Phoebe Snow Foundation, Inc.	05/10/13	Buy	CS	500	8.473	Open Market/Broker

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 \$8.10 – \$8.45.

3 The range of prices for these purchases was \$8.39 – \$8.50.

EXHIBIT INDEX

Exhibit Document Description

- A Agreement Pursuant to Rule 13d-1(k)
- B Power of Attorney (previously filed)