

WESTLAKE RESOURCES CORP
Form POS AM
June 11, 2008

As filed with the Securities and Exchange Commission on June 11, 2008

Registration No. 333-124581

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-3

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

WESTLAKE CHEMICAL CORPORATION

(Exact name of registrant as specified in its charter)

2801 Post Oak Boulevard, Suite 600

Houston, Texas 77056

Delaware

(713) 960-9111

76-0346924

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| | | |
|---|--|---|
| (State or other jurisdiction of incorporation or organization) | (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices) Stephen Wallace, Esq. | (I.R.S. Employer Identification No.) |
|---|--|---|

Vice President, General Counsel and Corporate Secretary

Westlake Chemical Corporation

2801 Post Oak Boulevard, Suite 600

Houston, Texas 77056

(713) 960-9111

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

Copy to:

Timothy S. Taylor, Esq.

Jason A. Rocha, Esq.

Baker Botts L.L.P.

910 Louisiana Street

One Shell Plaza

Houston, Texas 77002-4995

(713) 229-1234

| Exact Name of Additional Registrants | Jurisdiction of Incorporation/Organization | I.R.S. Employer Identification Number |
|--|---|--|
| Geismar Holdings, Inc. | Delaware | 33-1036002 |
| GVGP, Inc. | Delaware | 71-0921650 |
| North American Bristol Corporation | Delaware | 76-0669252 |
| North American Pipe Corporation | Delaware | 76-0370735 |
| Van Buren Pipe Corporation | Delaware | 76-0441452 |
| Westech Building Products, Inc. | Delaware | 76-0498816 |
| Westech Profiles Limited (successor to North American Profiles, Inc.) | Delaware | 76-0636880 |
| Westlake Chemical Investments, Inc. | Delaware | 76-0664309 |
| Westlake Development Corporation | Delaware | 76-0666307 |

| Exact Name of Additional Registrants | Jurisdiction of Incorporation/Organization | I.R.S. Employer Identification Number |
|--|--|---------------------------------------|
| Westlake Longview Corporation (successor to Westlake NG II Corporation) | Delaware | 61-1496835 |
| Westlake Management Services, Inc. | Delaware | 76-0321065 |
| Westlake NG I Corporation | Delaware | 30-0343980 |
| Westlake Olefins Corporation (successor to Westlake Chemical Holdings, Inc. and Westlake Chemical Manufacturing, Inc.) | Delaware | 52-1629821 |
| Westlake Petrochemicals LLC | Delaware | 76-0553330 |
| Westlake Polymers LLC | Delaware | 76-0144230 |
| Westlake PVC Corporation | Delaware | 76-0346192 |
| Westlake Resources Corporation | Delaware | 76-0321064 |
| Westlake Styrene LLC | Delaware | 76-0294926 |
| Westlake Supply and Trading Company (successor to Westlake International Corporation) | Delaware | 76-0377613 |
| Westlake Vinyl Corporation | Delaware | 76-0414632 |
| Westlake Vinyls Company LP | Delaware | 06-1641487 |
| Westlake Vinyls, Inc. | Delaware | 76-0542667 |
| WPT LLC | Delaware | 76-0469048 |

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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

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, as amended (the Securities Act), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: x

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: "

DEREGISTRATION OF SECURITIES; TERMINATION OF REGISTRATION STATEMENT

On December 19, 2005, the Securities and Exchange Commission (the Commission) declared effective the Registration Statement on Form S-3, SEC File No. 333-124581 (the Previous Registration Statement), filed by Westlake Chemical Corporation (Westlake) and the additional registrants named herein (collectively, the Registrants). On April 22, 2008, the Commission declared effective the Registration Statement on Form S-3, SEC File No. 333-150206 (the Current Registration Statement) filed by Westlake Chemical Corporation and certain additional registrants named therein. As a result, the Registrants have determined that they no longer need to maintain the effectiveness of the Previous Registration Statement.

The Registrants are filing this Post-Effective Amendment No. 2 to the Previous Registration Statement to terminate the effectiveness of the Previous Registration Statement and to deregister, as of the effective date of this Post-Effective Amendment No. 2, the amount of unsold securities under the Previous Registration Statement, which includes \$500,000,000 aggregate initial offering price of securities of the Registrants and 4,500,000 shares of common stock of Westlake beneficially owned by TTWF LP, Westlake 's principal stockholder. The Previous Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants certifies that it has reasonable grounds to believe that it meets all of the requirements for filing 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, State of Texas, on the 11th day of June, 2008.

WESTLAKE CHEMICAL CORPORATION

**WESTLAKE VINYL COMPANY LP, BY GVGP,
INC., ITS GENERAL PARTNER**

GVGP, INC.

NORTH AMERICAN BRISTOL CORPORATION

WESTLAKE CHEMICAL INVESTMENTS, INC.

WESTLAKE LONGVIEW CORPORATION

WESTLAKE MANAGEMENT SERVICES, INC.

WESTLAKE NG I CORPORATION

WESTLAKE OLEFINS CORPORATION

WESTLAKE PETROCHEMICALS LLC

WESTLAKE POLYMERS LLC

WESTLAKE PVC CORPORATION

WESTLAKE RESOURCES CORPORATION

WESTLAKE STYRENE LLC

WESTLAKE SUPPLY AND TRADING COMPANY

WESTLAKE VINYL CORPORATION

WESTLAKE VINYL, INC.

WPT LLC

By: /s/ Albert Chao
Name: Albert Chao

Title: President

GEISMAR HOLDINGS, INC.

WESTLAKE DEVELOPMENT CORPORATION

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By: /s/ R. Michael Looney
Name: R. Michael Looney

Title: President

**NORTH AMERICAN PIPE CORPORATION
WESTECH PROFILES LIMITED VAN BUREN
PIPE CORPORATION WESTECH BUILDING
PRODUCTS, INC.**

By: /s/ Wayne D. Morse
Name: Wayne D. Morse

Title: President

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WESTLAKE CHEMICAL CORPORATION

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 11th day of June, 2008.

| Signature | Title |
|------------------------|--|
| /s/ Albert Chao | President, Chief Executive Officer and Director |
| Albert Chao | (Principal Executive Officer) |
| /s/ M. Steven Bender | Senior Vice President, Chief Financial Officer and Treasurer |
| M. Steven Bender | (Principal Financial Officer) |
| /s/ George J. Mangieri | Vice President, Chief Accounting Officer |
| George J. Mangieri | (Principal Accounting Officer) |
| * | Chairman of the Board of Directors |
| James Chao | |
| * | Director |
| Robert T. Blakely | |
| * | Director |
| Dorothy C. Jenkins | |
| * | Director |
| Max L. Lukens | |
| | Director |
| E. William Barnett | |
| | Director |
| H. John Riley, Jr. | |

*By: /s/ Albert Chao
Albert Chao

Attorney-in-Fact

GEISMAR HOLDINGS, INC. WESTLAKE DEVELOPMENT CORPORATION

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 11th day of June, 2008.

| Signature | Title |
|------------------------|------------------------|
| * | President and Director |
| R. Michael Looney | |
| * | Director |
| Harold F. Kalbach, Jr. | |

*By: /s/ Albert Chao
Albert Chao

Attorney-in-Fact
WESTLAKE VINYL COMPANY LP, BY GVGP, INC., ITS GENERAL PARTNER,

GVGP, INC.

NORTH AMERICAN BRISTOL CORPORATION

WESTLAKE CHEMICAL INVESTMENTS, INC.

WESTLAKE LONGVIEW CORPORATION

WESTLAKE MANAGEMENT SERVICES, INC.

WESTLAKE NG I CORPORATION

WESTLAKE OLEFINS CORPORATION

WESTLAKE PETROCHEMICALS LLC

WESTLAKE POLYMERS LLC

WESTLAKE PVC CORPORATION

WESTLAKE RESOURCES CORPORATION

WESTLAKE STYRENE LLC

WESTLAKE SUPPLY AND TRADING COMPANY

WESTLAKE VINYL CORPORATION

WESTLAKE VINYL, INC.

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WPT LLC

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 11th day of June, 2008.

| Signature | Title |
|------------------|------------------------|
| /s/ Albert Chao | President and Director |
| Albert Chao | |

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NORTH AMERICAN PIPE CORPORATION

WESTECH PROFILES LIMITED

WESTECH BUILDING PRODUCTS, INC.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 11th day of June, 2008.

Signature

Title

*

President

Wayne D. Morse

/s/ Albert Chao

Director

Albert Chao

*By: /s/ Albert Chao
Albert Chao

Attorney-in-Fact

VAN BUREN PIPE CORPORATION

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 11th day of June, 2008.

Signature

Title

*

President and Director

Wayne D. Morse

*By: /s/ Albert Chao
Albert Chao

Attorney-in-Fact