KCS ENERGY INC Form 425 April 26, 2006

Filed by Petrohawk **Energy Corporation** (Commission File No. 000-25717) Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934 Subject Company:

KCS Energy, Inc.

(Commission File No. 001-13781)

The following is a joint slide presentation first presented by Petrohawk

Energy

Corporation and KCS Energy, Inc. on April 26, 2006:

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Forward-looking Statements This presentation contains "forward-looking statements" within the meaning of the US Private Securities Litigation Reform Ac Petrohawk s and KCS s current expectations and include statements regarding planned capital expenditures (including the amount and nature thereof), timing for proposed acquisitions and divestitures, estimates of future production, statements regarding business plans and timing for drilling and exploration expenditures, the number of wells both companies anticipate drilling in 2006, the number and nature of potential drilling locations, future results of operations, quality and nature of the combined asset base, the assumptions upon which estimates are based and other expectations, beliefs, plans, objectives, assumptions, strategies or statements about future events or performance (often, but not always, using

"expe	cts", "anticipates", "plans", "estimates"	, potential ,	possible,	probable, or '	intends", or stating	that certain action
"will"	,					
shou	ıld ,					
or						
coul	d					
be						
taken	,					
occur						
or						
be						
achie	ved).					

Statements

concerning

oil

and gas reserves also may be deemed to be forward looking

statements in that they reflect estimates based on certain assumptions that the resources involved can be economically exploite statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which results to differ materially from those, reflected in the statements. These risks include, but are not limited to: the possibility that unable

to

obtain

stockholder

other

approvals

required

for

the

acquisition; the possibility that problems may arise in the integration of the businesses

of the two companies; the possibility that the acquisition may involve unexpected costs; the possibility the combined company achieve cost-cutting objectives; the risks of the oil and gas industry (for example, operational risks in exploring for, developing and natural gas; risks and uncertainties involving geology of oil and gas deposits; the uncertainty of reserve estimates; the uncertainty and projections relating to future production, costs and expenses; potential delays or changes in plans with respect to exploration projects or capital expenditures; health, safety and environmental risks and risks related to weather such as hurricanes and other uncertainties as to the availability and cost of financing; fluctuations in oil and gas prices; inability to realize expected value from of our management team to execute its plans to meet its goals, shortages of drilling equipment, oil field personnel and services gathering systems, pipelines and processing facilities and the possibility that government policies may change or governmental delayed

or

withheld.

Additional

information

on

these

and

other

factors

which

could

affect

either

companies

operations or financial results are included

in the companies

other reports on file with the United States Securities and Exchange Commission. Forward-looking statements are based on the estimates and opinions of both companies

management at the time the statements are made. Neither Petrohawk nor KCS assume any obligation to update forward-looking statements should circumstances or management's estimates or opinions change.

In its filings with the Securities and Exchange Commission, Petrohawk is permitted to disclose only proved reserves that it has production or conclusive formation tests to be economically and legally producible under existing economic and operating concertain terms in this presentation, such as "potential" in relation to reserves that the SEC's guidelines strictly prohibit it from in SEC. These estimates are by their nature more speculative than estimates of proved reserves and accordingly are subject to subject

of

the

Company

not

actually

realizing

them.

Investors

are

urged

to

closely

consider

Petrohawk's

disclosure of its proved reserves, along with certain

risks and uncertainties inherent in its business, set forth in its filings with the SEC.

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Additional Information

Additional Information About the Transaction and Where to Find It:

Petrohawk and KCS will file materials relating to the transaction with the SEC, including one or more registration statement(s) that contain a prospectus and a joint proxy statement. Investors and security holders of Petrohawk and KCS are urged to read these documents (if and when they become available) and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about Petrohawk,

KCS

and the transaction. Investors and security holders may obtain these documents free of charge at the

SEC's

website

at

www.sec.gov.

In

addition,

the

documents

filed

with

the

SEC

by

Petrohawk

may be obtained free of charge

from Petrohawk's

website at www.petrohawk.com. The documents filed with the SEC by KCS may be obtained free of charge

from

KCS's

website at www.kcsenergy.com. Investors and security holders are urged to read the joint proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment

decision

with respect to the proposed acquisition.

Petrohawk, KCS and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of Petrohawk and KCS in favor of the acquisition. Information about the executive officers and directors of Petrohawk and their direct or indirect interests, by security holdings or otherwise, in the acquisition will be set forth in the proxy statement-prospectus relating to the acquisition when it becomes available. Information about the executive officers and directors of KCS and Petrohawk and their direct or indirect interests, by security holdings or otherwise, in the acquisition will be set forth in the proxy statement-prospectus relating to the acquisition when it becomes available.

5 Unparalleled Assets

Positioned to be one of the most concentrated property portfolios among large-cap E&P companies

Combined position in North Louisiana s Elm Grove and Caspiana fields creates a premier position in an evolving natural gas basin

Sets Petrohawk apart as a dominant operator in Onshore Gulf Coast region

A virtual overlay of core operating areas, and the combination of experienced technical staff to complement development and exploration potential Well-Capitalized Operating Platform

Appropriate use of leverage with well-developed plan to enhance balance sheet and operating statistics

Increased capital availability to apply over larger opportunity set of properties Value Creation

Immediately accretive to cash flow, production and NAV on a per share basis HAWK + KCS:

A Powerful Combination

6 Deal Overview Petrohawk Energy Corporation

Houston, Texas

NASDAQ: HAWK

Floyd C. Wilson, Chairman, President and CEO KCS Energy, Inc.

Houston, Texas

NYSE: KCS

James W. Christmas, Chairman and CEO Pro Forma Ownership 50% HAWK / 50% KCS

9-member board, 5 HAWK, 4 KCS

Expect to close Q3 2006 Fixed Exchange Ratio

1.65

(HAWK shares per KCS share)

Fixed Cash Value per Share

\$9.00

Implied Offer Price / Share at 4/20/06

\$31.41

(HAWK at \$13.58 /share at 4/20/06)

% Implied Premium

9.60%

(KCS at \$28.66 /share)

% Stock

72

% Cash

28

(\$ millions)

Cash Consideration

450

\$

HAWK Shares Issued (MM)

83.7

Stock Consideration

1,137

\$

Total Equity Consideration

1,587

\$

Net Assumed Debt

309

\$

Total Transaction Value

1,896

\$

Offer Summary

Implied Transaction Value

Combination Attributes

Creates one of the most concentrated asset

portfolios among large-cap E&P Immediately accretive on cash flow, production and NAV per share Unites experienced technical staffs Significant development and exploration potential from a virtual overlay of core operating areas

7 HAWK + KCS A Powerful Combination 1 Tcfe of Proved Reserves

82% gas

68% proved developed

74% operated

900 proved drilling locations

\$3.2 billion
SEC PV10
291 Mmcfe/d
current production
9.2 year R/P
Multi-year development drilling
inventory
~3 Tcfe
of Upside Potential

over 4,000 identified non-

proved drilling locations KCS and HAWK reserves as of 12/31/05 proforma 2006 year-to-date acquisitions and divestments.

8

HAWK + KCS:

Top 15 Fields

Proved

Reserves

% of

PV 10

% of

Region

(Bcfe)

Proved

(MM\$)

PV 10

East Texas / North Louisiana

```
341
29%
1,235
38%
  (Elm Grove / Caspiana, Terryville, Joaquin)
Permian
172
15%
441
14%
  (Waddell, Sawyer Canyon, Jalmat, TXL)
South Texas / Gulf Coast
67
6%
298
9%
  (La Reforma, Lions, Provident City, O'Connor Ranch, Marshall)
Anadarko
33
3%
117
4%
  (WEHLU, Latimer Cty)
Top 15 Fields
1182.4
65%
```

9

HAWK + KCS:

Key Statistics

Pro

Forma

All

information

pro

forma

GOM

divestment

(HAWK),

and

Winwell

(HAWK) and Terryville (KCS) acquisitions.

Production is as of April 2006 pro forma for these transactions.

Resource Potential does not include exploratory upside Proved Reserves (Bcfe) 517 463 980 SEC PV-10 (\$MM) \$1,509 \$1,698 \$3,207 Proved Developed % 64% 73% 68% Gas % 76% 88% 82% Operated % 60% 86% 74% Current Production (Mmcfe/d) 133 158 291 R/P (years) 10.6 8.0 9.2 2006E CAPEX Budget (\$MM) \$210 \$315 \$525 Resource Potential (Bcfe) 950

770 1,720

```
10
Total
Production (Mmcfe/d)
Hawk
19
```

65

25

Total

3,207 Rigs Drilling Hawk KCS Total 1st Qtr Drilling (# wells) Hawk

16

10

66

KCS

28

9

12

5

3

57

Total

43

21

25

21

13

123

Other

E. Texas / N.

Louisiana

S. Texas /

Gulf Coast

Permian

Anadarko /

Arkoma

HAWK + KCS:

Regional Breakout

Combined \$525 million drilling budget for 2006 ~85% operated
Funded from discretionary cash flow
Attractive risk profile
Total 2006 Drilling Budget
by Category (\$MM / % of Total)
Total 2006 Drilling Budget
by Region (\$MM / % of Total)
Non-Proved
\$179 / 34%
Proved
\$346 / 66%
Permian

\$59 / 11%

S. TX/

Gulf Coast

\$198 / 38%

E. TX /

N. LA

\$209 / 40%

Arkoma/

Anadarko

\$58 / 11%

HAWK + KCS:

2006 Drilling Budget

Petrohawk s
Growth through Acquisitions
0
200
400
600
800
1,000
1,200
May
2004
November
2004
February

2005

July

2005

January

2006

April

2006

Beta Oil & Gas

30 Bcfe

Wynn Crosby

Energy

200 Bcfe

Proton Energy

28 Bcfe

Mission

Resources

226 Bcfe

Winwell

Resources

106 Bcfe

KCS Energy

463 Bcfe

(Closing

Expected

Q3 2006)

13
Dec. 31, 2004 Reserves
219 Bcfe
2005 Divestments
(29) Bcfe
2005 Production
(29) Bcfe
Bcfe
2005 Organic Growth

= 437 Bcfe

152% 2005 reserve replacement

Development Drilling: Identify and Exploit Opportunities

Focus on underdeveloped properties with upside and acceleration potential Exploration Program: Drill Well-Known Basins and Formations

Technology-driven with exposure to conventional and unconventional plays + 44 Bcfe 2005 Year-End Reserve Estimate (1) 1
At December 31, 2005, NSAI

2005 Acquisitions 233 Bcfe Petrohawk s

Growth through the Drill Bit

14 KCS s Growth through the Drill Bit Wells Drilled 53 78 130 193

2002 2003 2004 2005 (% Successful) **Drilling Success** 74% 92% 97% 93% 2002 2003 2004 2005 92% Drilling success over 4 years (454 wells) Drilled 193 wells in 2005 with 93% success Initial Budget of 215 Wells for 2006 Average ~30% reserve growth per year 3 year F&D Cost -

Multi-Year Drilling Inventory

\$1.59 / Mcfe

15
Significant Value in Upside Potential
Extensive portfolio of growth opportunities
All located in existing basins
Combined company is estimated to have ~3 Tcfe
of upside
East Texas / North Louisiana
356

600

600

S. Texas / Gulf Coast 226

600

16
A Compelling Combination:
E. TX/No. LA Region
99 Mmcfe/d
production
356 Bcfe
proved reserves
\$209 Million Budget

10 Rigs Active: 43 Wells Drilled in Q1

SHELBY

RUSK

PANOLA

HARRISON

MARION

CAMP

GREGG

DE SOTO

HENDERSON

VAN ZANDT

BENVILLE

CLAIBORNE

LINCOLN

QUACHITA

MARION

WASHINGTON

Joaquin

Carthage, S.

Blocker

Caspiana

Elm Grove

Longwood

Terryville

Unionville

Drew S.

Elm Grove

Caspiana

James Lime Project

Benson

Petrohawk

KCS

17 Largest operator in Elm Grove / Caspiana

125 Mmcfe/d gross operated

6 operated rigs

Long-lived legacy natural gas asset

Substantial upside potential

67,720 gross acres

\$133 million capex planned in 2006

3 HAWK-operated rigs, 3 KCS-operated rigs Ongoing multi-year drilling program

Over 1,000 drilling locations identified Premier Asset: Elm Grove / Caspiana Fields Petrohawk KCS

18
Petrohawk
KCS
CAMERON
CALCASIEU
JEFFERSON
DAVIS
TERREBONNE

LAFOURCHE ST. BERNARD WASHINGTON **MARION JEFFERSON DAVIS HARRIS GALVESTON** WHARTON DE WITT **GOLIAD VICTORIA** LIMESTONE **FREESTONE MADISON** Cypress/Langham Cross Creek Dickinson Chocalate Bayou Magnet Withers Porters Creek Austin Deep Betsy Marshall E. Marshall O Connor Ranch Lions Glasscock Ranch Heard Ranch Mission Valley **Provident City** N. Borchers Dry Hollow **Provident City** La Jara Los Midios La Reforma La Reforma **Nabors** Ann Mag Coquat **SHELBY RUSK PANOLA** Back Ridge W. Chalkley

Second Bayou Broussard

Reddell

W.Lake

Verret

S.Bayou

Boeuf

S.W.Lake

Boeu

Gueydan

N. Leroy

A Compelling Combination:

S. Texas / Gulf Coast

99 Mmcfe/d

production

226 Bcfe

proved reserves

\$182 Million Budget

7 Rigs Active: 21 Wells Drilled Q1

19
Premier Asset:
3D in South Texas / Gulf Coast
3D Coverage and Joint Ventures in 3D Exploration Plays c

20 Petrohawk KCS SUTTON EDWARDS LEA ANDREWS

EDDY

LOVING

Waddell

ROC

TXL

Sawyer Canyon

Haley

W.Shugart.

A Compelling Combination:

Permian

40 Mmcfe/d

production

240 Bcfe

proved reserves

\$59 Million Budget

4 Rigs Active: 25 Wells

Drilled in Q1

Jalmat

S. Kemnitz.

21 Panola Talihina, NW Wilburton LE FLORE LATIMER YELL PITTSBURG

HUGHES

HASKELL

CANADIAN

WASHITA

WHEELER

ROBERTS

UPSCOMB

ELLIS

WOODWARD

OCHIL TREE

BEAVER

HARPER

HANSFORD

Kinta

Mayfield, NE

Carpenter

Fitts

S. Pine Hollow

Fayetteville Shale

Caney / Woodford Shale

Flower

Prospect

A Compelling Combination:

Anadarko / Arkoma

Petrohawk

KCS

35 Mmcfe/d

production

109 Bcfe

proved reserves

\$58 Million Budget

1-4 Rigs Active: 21 Wells Drilled in Q1

Lipscomb

22 Pro Forma Capitalization Expected Mix of Financing

Committed Funding -\$1.5B BNP Paribas

Revolving Credit Facility (combined HAWK and KCS reserves)

\$1.25 billion facility, \$850 900MM Initial Borrowing Base

LIBOR + 1.50% (based on current facility)

\$125 -

\$175MM of projected liquidity (depending on 2nd Lien Draw)

Second Lien Facility / High Yield

\$600

650MM

Pro forma Debt / Total Cap of approximately 43% Pro forma EBITDA / Interest of approximately 6.5x

Pro forma capitalization subject to change

23

Hedge Schedule

As of 4/20/06. Average prices are volume-weighted.

Collars

17,255,000

\$6.69

\$10.01

10,150,000

\$6.79

\$12.29

3,600,000

\$5.05

\$6.53

Swaps

7,910,000

\$7.33

3,455,000

\$7.18

Puts

4,068,625

\$8.00

7,249,995

\$8.00 Collars 1,130,400 \$40.33 \$53.44 294,100 \$41.13 \$50.11 60,000 \$34.00 \$45.30 Swaps 122,000 \$54.21 36,000 \$63.85 144,000 \$38.10 Current Combined Hedging Schedule 2007 GAS **GAS GAS** 2008 Floor Ceiling Volume (Bbls) 2006 Floor Ceiling OIL OIL OIL Volume (MMbtu) Floor Ceiling Volume (MMbtu) Volume (MMbtu) Volume (Bbls) Floor Ceiling Floor Ceiling

Volume (Bbls)

Floor Ceiling

24
HAWK + KCS:
Summary
Continue Proven Strategies of Both Companies
Acquire Strategically

Operated, gas-biased properties in core areas with upside potential

Acquire as much upside as proved Organic Growth

Focus on underdeveloped properties with upside and acceleration potential

Technology-driven with exposure to conventional and unconventional plays Active Portfolio Management

Divest high-cost, non-operated properties with limited upside Maintain Financial Flexibility Build to Sell

Combined management group will own approximately 6% of the company

```
HAWK + KCS:
Comparables
Production Rankings
Current
Daily Prod.
Rank
Company
(MMcfe/d)
1
Devon Energy
3,476.1
2
Apache Corp
2,977.7
Anadarko Petroleum Corp.
2,574.0
Kerr-McGee
1,472.6
```

25

Chesapeake Energy 1,471.3 XTO Energy Inc. 1,433.0 **EOG Resources** 1,429.6 Noble Energy Inc. 956.3 **Newfield Exploration** 662.1 10 Pioneer Natural Resources 600.7 11 Pogo Producing Co. 519.0 12 Cimarex Energy Co. 431.1 13 Forest Oil Corp. 386.1 14 Plains Explor. & Prod. 377.4 15 W&T Offshore 298.2 16 Pro Forma Petrohawk 291.1 17 **Houston Exploration** 285.5 18 Range Resources Corp. 250.3 19 Cabot Oil & Gas Corp. 250.0 20 Whiting Petroleum Corp. 240.1 21 St. Mary Land & Expl.

```
237.6
22
Ultra Petroleum Corp.
232.0
23
Denbury Resources Inc.
189.8
24
Encore Acquisition Co.
183.9
25
Southwestern Energy Co.
171.1
28
KCS
(1)
155.7
31
Petrohawk
(1)
135.4
(1) Daily Production as of February, 2006 pro forma for GOM divestment
  (HAWK), and Winwell (HAWK) and Terryville (KCS) acquisitions
Reserve Rankings
12/31/2005
Reserves
Rank
Company
(Bcfe)
1
Anadarko Petroleum Corp.
14,690
2
Apache Corp
13,846
3
Devon Energy
12,672
XTO Energy Inc.
7,742
Chesapeake Energy
7,600
EOG Resources
6,200
Kerr-McGee
5,805
```

Pioneer Natural Resources 5,194 Noble Energy Inc. 5,084 Plains Explor. & Prod. 2,406 11 Pogo Producing Co. 2,317 12 **Newfield Exploration** 2,001 13 Whiting Petroleum Corp. 1,582 14 Ultra Petroleum Corp. 1,528 15 Forest Oil Corp. 1,467 16 Range Resources Corp. 1,407 17 Cimarex Energy Co. 1,393 18 Cabot Oil & Gas Corp. 1,331 19 Encore Acquisition Co. 1,174 20 CNX Gas Corp 1,130 21 **Quicksilver Resources** 1,100 22 Pro Forma Petrohawk 980 23 Denbury Resources Inc.

915 24

W&T Offshore

St. Mary Land & Expl.

Petrohawk

KCS

Note: 12/31/05 proved reserves, pro forma for any subsequent transactions

```
26
HAWK + KCS:
Comparables
Enterprise Value Rankings
Enterprise
Value
(1)
Rank
Company
($MM)
1
```

Devon Energy \$35,177 2 Anadarko Petroleum Corp. \$29,425 3 Apache Corp \$29,072 XTO Energy Inc. \$21,068 5 Chesapeake Energy \$20,984 **EOG Resources** \$19,686 Kerr-McGee \$13,235 Noble Energy Inc. \$11,055 Ultra Petroleum Corp. \$10,991 10 **Newfield Exploration** \$7,107 11 Pioneer Natural Resources \$5,951 12 Pogo Producing Co. \$5,487 13 Denbury Resources Inc. \$4,809 Range Resources Corp. \$4,683 15 CNX Gas Corp \$4,527 16 Cimarex Energy Co. \$4,318 17 W&T Offshore

\$4,259

18 Quicksilver Resources \$4,160 19 Plains Explor. & Prod. \$4,152 20 Pro Forma Petrohawk \$3,512 21 Forest Oil Corp. \$3,304 22 St. Mary Land & Expl. \$3,066 23 Cabot Oil & Gas Corp. \$2,939 24 Whiting Petroleum Corp. \$2,578 25 Encore Acquisition Co. \$2,301 28 **KCS** \$1,847 30 Petrohawk \$1,665 (1) As of 4/21/06 Gas Percentage Rankings % Gas of Top 25 Rank Company EV 1 **CNX** Gas Corp 100% 2 Quicksilver Resources 97% Cabot Oil & Gas Corp. 95% Ultra Petroleum Corp. 93% 5

Chesapeake Energy
92%
6 F0G P
EOG Resources
89%
7
Pro Forma Petrohawk
82% 8
XTO Energy Inc.
80%
9
Range Resources Corp.
80%
10
Cimarex Energy Co.
72%
11
Newfield Exploration
70%
12
Noble Energy Inc.
63%
13
Kerr-McGee
63%
14
Forest Oil Corp.
60%
15
Devon Energy
58%
16
W&T Offshore
57%
17
Pogo Producing Co.
57%
18
Pioneer Natural Resources
56%
19
Apache Corp
54% 20
Anadarko Petroleum Corp. 54%
21
St. Mary Land & Expl.
52%

Denbury Resources Inc.
30%
23
Whiting Petroleum Corp.
24%
24
Encore Acquisition Co.
24%
25
Plains Explor. & Prod.
11%
KCS
88%

Petrohawk 76%