

BPI Energy Holdings, Inc.  
Form POS EX  
November 03, 2006

As filed with the Securities and Exchange Commission on November 3, 2006

Registration No. 333-125483

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective  
Amendment No. 2  
to  
Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
BPI ENERGY HOLDINGS, INC.

*(Exact name of registrant as specified in its charter)*

**British Columbia, Canada**  
*(State or other jurisdiction of  
incorporation or organization)*

**1311**  
*(Primary standard industrial  
classification code number)*

**75-3183021**  
*(I.R.S. employer  
identification number)*

**30775 Bainbridge Road, Suite 280**  
**Solon, Ohio 44139**  
**(440) 248-4200**  
*(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)*

**James G. Azlein**  
**President and Chief Executive Officer**  
**30775 Bainbridge Road, Suite 280**  
**Solon, Ohio 44139**  
**(440) 248-4200**  
*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

*Copies to:*  
**Derek D. Bork**  
**Thompson Hine LLP**  
**127 Public Square, Suite 3900**  
**Cleveland, Ohio 44114**  
**(216) 566-5500**

**Approximate date of commencement of proposed sale to the public:** From time to time after the registration statement becomes effective.

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, 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, 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. o \_\_\_\_\_

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**Explanatory Note**

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-125483) is being filed pursuant to Rule 462(d) solely for the purpose of adding Exhibits 23.1, 23.3 and 23.4 to such Registration Statement. These exhibits replace and supersede the exhibits filed under the same numbers in the Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 filed on May 11, 2006.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

(a) *Exhibits:* The following exhibits are filed as part of this Registration Statement.

Exhibit No.	Description
23.1	Consent of De Visser Gray, Chartered Accountants
23.3	Consent of Schlumberger Technology Corporation
23.4	Consent of Meaden & Moore, Ltd.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this post-effective amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Solon, Ohio, on November 3, 2006.

BPI Energy Holdings, Inc.

Date: November 3, 2006

By: /s/ James G. Azlein

James G. Azlein,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>
/s/ James G. Azlein	President, Chief Executive Officer and Director
James G. Azlein	
/s/ Randy Elkins	Controller and Acting Chief Financial Officer
Randy Elkins	(Principal Financial and Accounting Officer)
/s/ Dennis Carlton	Director
Dennis Carlton	
/s/ William J. Centa	Director
William J. Centa	
/s/ David E. Preng	Director
David E. Preng	
/s/ Costa Vrisakis	Director
Costa Vrisakis	

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**EXHIBIT INDEX**

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