

Resolute Energy Corp
Form SC 13D/A
October 09, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Resolute Energy Corporation
(Name of Issuer)

Common Stock, 0.0001 par value
(Title of Class of Securities)

76116A108
(CUSIP Number)

Jennifer Terrell
Chief Financial Officer
Goff Capital, Inc.
500 Commerce Street, Ste 700
Fort Worth, Texas 76102
(817).509.3958

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

With a Copy to:
George Lee
Gardere Wynne Sewell, LLP
3000 Thanksgiving Tower
1601 Elm Street
Dallas, Texas 75201

October 8, 2015
(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 of 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 and for any subsequent amendment to the subject class of securities, and for any subsequent amendment containing information not previously disclosed in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" under Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liability provisions of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | |
|---|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSONS John C. Goff | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS PF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 6,147,800 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 6,147,800 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,147,800 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9% | |

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| 14 | TYPE OF REPORTING PERSON IN |
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| | | |
|---|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSONS The John C. Goff 2010 Family Trust 27-6940537 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Texas | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,289,913 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 2,289,913 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,289,913 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |

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| | 3.0% |
| 14 | TYPE OF REPORTING PERSON 00 |

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|---|--|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS Goff Family Investments, LP 75-2662546 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 400,000 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 400,000 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 400,000 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |

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| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5% |
| 14 | TYPE OF REPORTING PERSON PN |

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| | | |
|---|--|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS Kulik Partners , LP 26-1505767 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 330,000 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 330,000 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 330,000 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

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| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4% |
| 14 | TYPE OF REPORTING PERSON PN |

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| | | |
|---|---|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS Cuerno Largo Partners, LP 27-2625185 | |
| 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 ITEM 2(d) OR 2(e) () | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 317,800 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 317,800 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 317,800 | |

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| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES () |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4% |
| 14 | TYPE OF REPORTING PERSON PN |

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| | | |
|---|---|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS The Goff Family Foundation 26-0562600 | |
| 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 ITEM 2(d) OR 2(e) () | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 74,000 |
| | 8 | SHARED VOTING POWER --0-- |
| | 9 | SOLE DISPOSITIVE POWER 74,000 |
| | 10 | SHARED DISPOSITIVE POWER --0-- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |

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| | 74,000 |
| 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 |

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| | | |
|---|---|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS Cuerno Largo, LLC 27-2588730 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) () (b) () | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) () | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Texas | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 317,800 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 317,800 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |

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| | 317,800 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES () |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4% |
| 14 | TYPE OF REPORTING PERSON CO |

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| | | |
|---|---|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS Kulik GP, LLC 26-1505712 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) () (b) () | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) () | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Texas | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 330,000 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 330,000 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 330,000 | |

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| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES () |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4% |
| 14 | TYPE OF REPORTING PERSON CO |

| | | |
|---|---|-----------------------------------|
| 1 | NAME OF REPORTING PERSONS Goff Capital, Inc. 75-2662553 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) () (b) () | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) () | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Texas | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 400,000 |
| | 8 | SHARED VOTING POWER -0- |
| | 9 | SOLE DISPOSITIVE POWER 400,000 |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 400,000 | |

| | |
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| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES () |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5% |
| 14 | TYPE OF REPORTING PERSON CO |

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The following constitutes Amendment No. 2 ("Amendment No. 2") to the Schedule 13D (the "Original Schedule 13D") filed by the undersigned on June 22, 2015, as amended and supplemented by Amendment No. 1 to the Original Schedule 13D, filed on July 15, 2015 (as amended and supplemented, collectively, this "Schedule 13D") relating to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Resolute Energy Corporation (the "Issuer"), a Delaware corporation. The address of the issuer's office is 1700 Lincoln St., Denver, CO 80203. This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

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Item 3. Source and Amount of Funds or Other Consideration.

Section 3 is hereby amended in its entirety as follows:

The Shares purchased by each of Goff Family Trust, Family Investments, Kulik Partners, Cuerno Partners and Goff Foundation were purchased with working capital in open market purchases. The aggregate purchase price of the 2,289,913 Shares beneficially owned by Goff Family Trust is approximately \$2,022,296, including brokerage commissions. The aggregate purchase price of the 400,000 Shares beneficially owned by Family Investments is approximately \$439,088, including brokerage commissions. The aggregate purchase price of the 330,000 Shares beneficially owned by Kulik Partners is approximately \$363,072, including brokerage commissions. The aggregate purchase price of the 317,800 Shares beneficially owned by Cuerno Partners is approximately \$347,775, including brokerage commissions. The aggregate purchase price of the 74,000 Shares beneficially owned by Goff Foundation is approximately \$90,075, including brokerage commissions.

The Shares purchased by John C. Goff, individually, were purchased with personal funds in open market purchases. The aggregate purchase price of the 2,736,087 Shares beneficially owned by John C. Goff is approximately \$2,965,012, including brokerage commissions.

Item 4. Purpose of the Transaction.

Section 4 is hereby amended in its entirety as follows:

The Reporting Persons purchased the Common Stock of the Issuer based on the belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. The Reporting Persons recognize Management's proactive efforts in navigating the significant downturn in oil prices, including noteworthy salary concessions along with a well-executed strategic plan to reduce debt with sales of non-strategic assets. It is the Reporting Persons' belief that the valuation of the Issuer's securities, both debt and equity, does not reflect these recent actions or the value of the remaining assets.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of the Common Stock, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Common Stock, or dispose of any or all of its Common Stock depending upon an ongoing evaluation of its investment, prevailing market conditions, other investment opportunities, and/or other investment considerations. The purpose of the acquisitions of the Common Stock was for investment, and the acquisitions of the Common Stock were made in the ordinary course of business and were not made for purposes of acquiring or influencing control of the Issuer. Consistent with the rationale, purpose and intentions of the common stock investments, certain of the Reporting Persons have also acquired publicly traded debt securities of the Issuer.

Consistent with their investment purpose, the Reporting Persons may engage in discussions with one or more stockholders or debtholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer and/or one or more representatives of the Issuer regarding the Issuer, including but not limited to its operations, assets, business strategy, and/or financial condition. Except as disclosed above, none of the Reporting Persons has any other plans or proposals which relate to, or would result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

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Item 5. Interest in Securities of the Issuer.

Section 5 is hereby amended in its entirety as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 77,511,951 Shares outstanding, as of July 31, 2015, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2015.

A. Goff Family Trust

i. As of close of business on October 8, 2015, Goff Family Trust beneficially owned 2,289,913 Shares.
Percentage: Approximately 3.0%

ii. Powers

1. Sole power to vote or direct vote: 2,289,913
2. Shared power to dispose or direct the disposition: 0
3. Sole power to dispose or direct the disposition: 2,289,913
4. Shared power to dispose or direct the disposition: 0

- iii. The transactions in the Shares by Goff Family Trust during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Family Investments

- i. As of close of business on October 8, 2015, Family Investments beneficially owned 400,000 Shares.
Percentage: Approximately 0.5%

- ii. Powers

- 1. Sole power to vote or direct vote: 400,000
- 2. Shared power to dispose or direct the disposition: 0
- 3. Sole power to dispose or direct the disposition: 400,000
- 4. Shared power to dispose or direct the disposition: 0

- iii. The transactions in the Shares by Family Investments during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

C. Goff Capital

- i. As of close of business on October 8, 2015, Goff Capital, as General Partner of Family Investments, may be deemed to beneficially own 400,000 Shares.
Percentage: Approximately 0.5%

- ii. Powers

- 1. Sole power to vote or direct vote: 400,000
- 2. Shared power to dispose or direct the disposition: 0
- 3. Sole power to dispose or direct the disposition: 400,000
- 4. Shared power to dispose or direct the disposition: 0

- iii. Goff Capital has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Family Investments during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D. Kulik Partners

- i. As of close of business on October 8, 2015, Kulik Partners beneficially owned 330,000 Shares.
Percentage: Approximately 0.4%

- ii. Powers

- 1. Sole power to vote or direct vote: 330,000
- 2. Shared power to dispose or direct the disposition: 0
- 3. Sole power to dispose or direct the disposition: 330,000
- 4. Shared power to dispose or direct the disposition: 0

- iii. The transactions in the Shares by Kulik Partners during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

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E. Kulik GP

- i. As of close of business on October 8, 2015, Kulik GP, as general partner of Kulik Partners, may be deemed to beneficially own 330,000 Shares owned by Kulik Partners.

Percentage: Approximately 0.4%

ii. Powers

1. Sole power to vote or direct vote: 330,000
2. Shared power to dispose or direct the disposition: 0
3. Sole power to dispose or direct the disposition: 330,000
4. Shared power to dispose or direct the disposition: 0

- iii. Kulik GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Kulik Partners during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

F. Cuerno Partners

- i. As of close of business on October 8, 2015, Cuerno Partners beneficially owned 317,800 Shares.

Percentage: Approximately 0.4%

ii. Powers

1. Sole power to vote or direct vote: 317,800
2. Shared power to dispose or direct the disposition: 0
3. Sole power to dispose or direct the disposition: 317,800
4. Shared power to dispose or direct the disposition: 0

- iii. The transactions in the Shares by Cuerno Partners during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

G. Cuerno GP

- i. As of close of business on October 8, 2015, Cuerno GP, as general partner of Cuerno Partners, may be deemed to beneficially own 317,800 Shares owned by Cuerno Partners.

Percentage: Approximately 0.4%

ii. Powers

1. Sole power to vote or direct vote: 317,800

2. Shared power to dispose or direct the disposition: 0
3. Sole power to dispose or direct the disposition: 317,800
4. Shared power to dispose or direct the disposition: 0

iii. Cuerno GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Cuerno Partners during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

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H. Goff Foundation

i. As of close of business on October 8, 2015, Goff Foundation beneficially owned 74,000 Shares.
Percentage: Approximately 0.1%

ii. Powers

1. Sole power to vote or direct vote: 74,000
2. Shared power to dispose or direct the disposition: 0
3. Sole power to dispose or direct the disposition: 74,000
4. Shared power to dispose or direct the disposition: 0

iii. The Goff Foundation has had no transactions during the past sixty days.

I. John C. Goff

i. As of close of business on October 8, 2015, as trustee of Goff Family Trust, as managing member of Cuerno GP and Kulik GP, as the sole board member of Goff Foundation, as president of Goff Capital, and with respect to the Shares directly and beneficially owned by him; John C. Goff may be deemed the beneficial owner of the (1) 2,289,913 Shares owned by Goff Family Trust, (2) 400,000 Shares owned by Family Investments, (3) 330,000 Shares owned by Kulik Partners, (4) 317,800 Shares owned by Cuerno Partners, (5) 74,000 Shares owned by Goff Foundation and (6) 2,736,087 Shares owned by him individually.
Percentage: Approximately 7.9%

ii. Powers

1. Sole power to vote or direct vote: 6,147,800
2. Shared power to dispose or direct the disposition: 0
3. Sole power to dispose or direct the disposition: 6,147,800
4. Shared power to dispose or direct the disposition: 0

iii. The transactions in the Shares by John C. Goff during the past sixty days are set forth in Schedule A and are incorporated herein by reference. The transactions in the Shares by Goff Family Trust, Family Investments, Kulik Partners, Cuerno Partners, and Goff Foundation during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

As general partner of the Kulik Partners, Kulik GP may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Kulik Partners Shares. Kulik GP disclaims beneficial ownership of the Kulik Partners Shares, except to the extent of its pecuniary interest therein.

As general partner of the Cuerno Partners, Cuerno GP may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Cuerno Partner Shares. Cuerno GP disclaims beneficial ownership of the Cuerno Partner Shares, except to the extent of its pecuniary interest therein.

As general partner of Family Investments, Goff Capital may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of Family Investments Shares. Goff Capital disclaims beneficial ownership of Family Investments Shares, except to the extent of its pecuniary interest therein.

As trustee of Goff Family Trust, as managing member of Cuerno GP and Kulik GP, as the sole board member of Goff Foundation and as president of Goff Capital; John C. Goff may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Goff Family Trust Shares, the Kulik Partner Shares, the Cuerno Partner Shares, the Goff Foundation Shares and the Family Investments Shares. Mr. Goff disclaims beneficial ownership of those Shares, except to the extent of its pecuniary interest therein.

No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: October 8, 2015

John C. Goff

By: /s/ John C. Goff

Kulik Partners, LP

By: its General Partner, Kulik GP, LLC

By: /s/ John C. Goff

John C. Goff, Member

The John C. Goff 2010 Family Trust

By: /s/ John C. Goff
John C. Goff, Trustee

**Cuerno Largo Partners, LP
By: its General Partner, Cuerno Largo LLC**

By: /s/ John C. Goff
John C. Goff, Member

Kulik GP, LLC

By: /s/ John C. Goff
John C. Goff, Member

The Goff Family Foundation

By: /s/ John C. Goff
John C. Goff, Member
Sole Board Member

Cuerno Largo, LLC

By: /s/ John C. Goff
John C. Goff, Member

**Goff Family Investments, LP
By: its General Partner, Goff Capital, Inc.**

By: /s/ John C. Goff
John C. Goff, President

Goff Capital, Inc.

By: /s/ John C. Goff
John C. Goff, President

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Schedule A

John C. Goff

| <u>Date of Purchase</u> | <u># of shares</u> | <u>Price per share</u> |
|--------------------------------|---------------------------|-------------------------------|
| 10/8/2015 | 50,000 | \$0.5583 |
| 10/2/2015 | 40,000 | \$0.4167 |
| 9/30/2015 | 100,000 | \$0.3967 |
| 9/17/2015 | 30,000 | \$0.4995 |
| 9/16/2015 | 7,500 | \$0.4796 |
| 8/31/2015 | 70,000 | \$0.5029 |
| 8/28/2015 | 130,000 | \$0.4972 |
| <u>TOTAL:</u> | 427,500 | \$0.4742 |

| <u>The John C. Goff 2010 Family Trust</u> | | |
|--|---------------------------|-------------------------------|
| <u>Date of Purchase</u> | <u># of shares</u> | <u>Price per share</u> |
| 10/1/2015 | 147,500 | \$0.4092 |
| 9/30/2015 | 100,000 | \$0.3967 |
| <hr/> | | |
| <u>TOTAL:</u> | 247,500 | \$0.4042 |

| <u>Goff Family Investments, LP</u> | | |
|---|---------------------------|-------------------------------|
| <u>Date of Purchase</u> | <u># of shares</u> | <u>Price per share</u> |
| 9/30/2015 | 50,000 | \$0.3967 |
| <hr/> | | |
| <u>TOTAL:</u> | 50,000 | \$0.3967 |

| <u>Kulik Partners, LP</u> | | |
|----------------------------------|---------------------------|-------------------------------|
| <u>Date of Purchase</u> | <u># of shares</u> | <u>Price per share</u> |
| 9/30/2015 | 30,000 | \$0.3967 |
| <hr/> | | |
| <u>TOTAL:</u> | 30,000 | \$0.3967 |

| <u>Cuerno Largo Partners, LP</u> | | |
|---|---------------------------|-------------------------------|
| <u>Date of Purchase</u> | <u># of shares</u> | <u>Price per share</u> |
| 9/30//2015 | 17,800 | \$0.3967 |
| <hr/> | | |
| <u>TOTAL:</u> | 17,800 | \$0.3967 |