Resolute Energy Corp
Form SC 13D/A
October 11, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D/A

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Resolute Energy Corporation

(Name of Issuer)

Common Stock, 0.0001 par value

(Title of Class of Securities)

76116A306

(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:

Robert Robbins

Pillsbury Winthrop Shaw Pittman, LLP

1200 Seventeenth Street, NW

Washington, DC 20036

October 7, 2016

(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).

1 NAME OF REPORTING PERSONS

John C. Goff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,558,808
	8	SHARED VOTING POWER 6,000
	9	SOLE DISPOSITIVE POWER 1,558,808
	10	SHARED DISPOSITIVE POWER 6,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,564,808

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

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

8.9%

14 TYPE OF REPORTING PERSON

IN

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) (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 536,608
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 536,608
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

536,608

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

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

3.1%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Goff Family Investments, LP 75-2662546

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 110,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 110,000
	10	SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

110,000

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

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

0.6%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

Kulik Partners, LP 26-1505767

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 2I

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 82,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 82,000
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,000

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

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

0.5%

14 TYPE OF REPORTING PERSON

PN

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	7	SOLE VOTING POWER 82,000
	8	SHARED VOTING POWER -0-

WITH

9 SOLE DISPOSITIVE POWER

82,000

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,000

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

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

0.5%

14 TYPE OF REPORTING PERSON

PN

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 15,360
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 15,360
	10	SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,360

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

1 NAME OF REPORTING PERSONS

JCG 2016 Holdings, LP 81-4056276

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 674,391
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 674,391
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

674,391

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

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

3.8%

14 TYPE OF REPORTING PERSON

PN

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 82,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 82,000
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,000

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

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

0.5%

14 TYPE OF REPORTING PERSON

CO

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 82,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 82,000
	10	SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,000

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

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

0.5%

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 110,000
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 110,000
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

110,000

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

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

0.6%

14 TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSONS

JCG 2016 Management, LLC 81-4046210

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 674,391
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 674,391
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

674,391

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

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

3.8%

14 TYPE OF REPORTING PERSON

CO

The following constitutes Amendment No. 5 (Amendment No. 5) to the Schedule 13D (as subsequently amended and supplemented, the Schedule 13D) filed by the undersigned on June 22, 2015, as amended and supplemented by Amendment No. 1 to Schedule 13D, filed on July 15, 2015, Amendment No. 2 to Schedule 13D, filed on October 9, 2015, Amendment No. 3 to Schedule 13D, filed on November 12, 2015, Amendment No. 4 to Schedule 13D, filed on July 11, 2016, 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. 5 amends the Schedule 13D as specifically set forth herein. As used herein, Shares means shares of Common Stock.

Item 2. Identity and Background

Item 2 is hereby amended to include the following:

x. JCG 2016 Holdings, LP (JCG 2016 Holdings), a Texas Limited Partnership, with respect to the Shares beneficially owned by it;

xi. JCG 2016 Management, LLC (JCG 2016 Management), a Texas limited liability company, as General Partner of JCG 2016 Holdings.

B. The address of the principal office of Goff Family Trust, Goff Family Investments, Kulik Partners, Cuerno Partners, Goff Foundation, Goff Capital, Kulik GP, Cuerno GP, JCG 2016 Holdings, JCG 2016 Management, and John C. Goff is 500 Commerce St., Suite 700, Fort Worth, Texas 76102.

C. The principal business of Cuerno Partners, Kulik Partners, Goff Family Trust, Goff Foundation, Goff Family Investments and JCG 2016 Holdings is to manage investments for a single family. The principal business of Kulik GP, Cuerno GP, JCG 2016 Management and Goff Capital is serving as the general partner to Kulik Partners, Cuerno Partners, JCG 2016 Holdings and Family Investments, respectively. The principal occupation of John C. Goff is serving as president of Goff Capital and as an asset manager in real estate and private equity.

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

Item 3 is hereby amended in its entirety as follows:

The Shares purchased by each of Goff Family Trust, Goff Family Investments, Kulik Partners, Cuerno Partners and Goff Foundation were purchased with working capital in open market purchases. The aggregate purchase price of the 536,608 Shares beneficially owned by Goff Family Trust is approximately $2,703,618.51. The aggregate purchase price of the 110,000 Shares beneficially owned by Goff Family Investments is approximately $533,379.99. The aggregate purchase price of the 82,000 Shares beneficially owned by Kulik Partners is approximately $403,821.94. The aggregate purchase price of the 82,000 Shares beneficially owned by Cuerno Partners is approximately $400,720.07. The aggregate purchase price of the 15,360 Shares beneficially owned by Goff Foundation is approximately $91,707.90. The 2,000 shares of 8 ⅛% Series B Cumulative Perpetual Convertible Preferred Stock, par value $0.0001 per share (Preferred Stock), of the Issuer, purchased by JCG 2016 Holdings were purchased with working capital in a private placement exempt from registration under Rule 144A on October 7, 2016. The aggregate purchase price of such shares of Preferred Stock, which are convertible into 67,723 Shares of Common Stock, is approximately $2,000,000.00. Effective as of October 7, 2016, John C. Goff transferred to JCG 2016 Holdings 606,668 Shares he had previously held individually. The aggregate purchase price of such Shares is

approximately $3,032,881.13.

The 58,449 Shares purchased by John C. Goff individually, and the 6,000 Shares held in family members accounts over which he shares investment and/or dispositive power, were purchased with personal funds in open market purchases. The aggregate purchase price of such Shares beneficially owned by John C. Goff is approximately $308,969.35.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended in its entirety as follows:

The Reporting Persons are filing this Amendment No. 5 to report an overall decrease in the percentage of Shares beneficially owned by the Reporting Persons primarily due to the issuance of shares of Common Stock and Preferred Stock by the Issuer on October 7, 2016, net of the impact of the Reporting Persons purchase of 2,000 shares of Preferred Stock, in order to finance the purchase of strategic assets in the Delaware Basin, as reported by the Issuer in a Current Report on Form 8-K filed on October 5, 2016.

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 continued to acquire publicly traded debt securities of the Issuer.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of the Common Stock, the Reporting Persons are currently evaluating the merits of extending their ownership positions in the Issuer. Each Reporting Person reserves the right, at any time, and from time to time, to acquire additional, 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.

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, and/or one or more third parties such as advisers or bankers, 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.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended in its entirety as follows:

The aggregate percentage of Shares reported beneficially owned by Goff Family Trust, Goff Family Investments, Kulik Partners, Cuerno Partners, Goff Foundation, Goff Capital, Kulik GP and Cuerno GP is based upon 17,577,420 Shares outstanding, which is the total number of Shares outstanding as confirmed by the Issuer as of October 7, 2016. The aggregate percentage of Shares reported beneficially owned by JCG 2016 Holdings, JCG 2016 Management, and John C. Goff is based upon 17,645,143 Shares outstanding, which is the total number of Shares outstanding as confirmed by the Issuer as of October 7, 2016, plus the number of Shares issuable upon conversion of the Preferred Stock beneficially owned by such Reporting Persons.

A. Goff Family Trust

i. As of close of business on October 10, 2016, Goff Family Trust beneficially owned 536,608 Shares.
Percentage: Approximately 3.1%

ii. Powers

1. Sole power to vote or direct vote: 536,608

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 536,608

4. Shared power to dispose or direct the disposition: 0

iii. Goff Family Trust has not entered into any transactions in the Shares during the past sixty days.

B. Goff Family Investments

i. As of close of business on October 10, 2016, Goff Family Investments beneficially owned 110,000 Shares.
Percentage: Approximately 0.6%

ii. Powers

1. Sole power to vote or direct vote: 110,000

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 110,000

4. Shared power to dispose or direct the disposition: 0

iii. Goff Family Investments has not entered into any transactions in the Shares during the past sixty days.

C. Goff Capital

i. As of close of business on October 10, 2016, Goff Capital, as General Partner of Goff Family Investments, may be deemed to beneficially own 110,000 Shares.
Percentage: Approximately 0.6%

ii. Powers

1. Sole power to vote or direct vote: 110,000

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 110,000

4. Shared power to dispose or direct the disposition: 0

iii. Goff Capital has not entered into any transactions in the Shares in the past sixty days. Goff Family Investments has not entered into any transactions in the Shares during the past sixty days.

D. Kulik Partners

i. As of close of business on October 10, 2016, Kulik Partners beneficially owned 82,000 Shares.
Percentage: Approximately 0.5%

ii. Powers

1. Sole power to vote or direct vote: 82,000

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 82,000

4. Shared power to dispose or direct the disposition: 0

iii. Kulik Partners has not entered into any transactions in the Shares during the past sixty days.

E. Kulik GP

i. As of close of business on October 10, 2016, Kulik GP, as general partner of Kulik Partners, may be deemed to beneficially own 82,000 Shares owned by Kulik Partners.
Percentage: Approximately 0.5%

ii. Powers

1. Sole power to vote or direct vote: 82,000

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 82,000

4. Shared power to dispose or direct the disposition: 0

iii. Kulik GP has not entered into any transactions in the Shares in the past sixty days. Kulik Partners has not entered into any transactions in the Shares during the past sixty days.

F. Cuerno Partners

i. As of close of business on October 10, 2016, Cuerno Partners beneficially owned 82,000 Shares.
Percentage: Approximately 0.5%

ii. Powers

1. Sole power to vote or direct vote: 82,000

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 82,000

4. Shared power to dispose or direct the disposition: 0

iii. Cuerno Partners has not entered into any transactions in the Shares in the past sixty days.

G. Cuerno GP

i. As of close of business on October 10, 2016, Cuerno GP, as general partner of Cuerno Partners, may be deemed to beneficially own 82,000 Shares owned by Cuerno Partners.
Percentage: Approximately 0.5%

ii. Powers

1. Sole power to vote or direct vote: 82,000

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 82,000

4. Shared power to dispose or direct the disposition: 0

iii. Cuerno GP has not entered into any transactions in the Shares in the past sixty days. Cuerno Partners has not entered into any transactions in the Shares in the past sixty days.

H. Goff Foundation

i. As of close of business on October 10, 2016, Goff Foundation beneficially owned 15,360 Shares.
Percentage: Approximately 0.1%

ii. Powers

1. Sole power to vote or direct vote: 15,360

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 15,360

4. Shared power to dispose or direct the disposition: 0

iii. The Goff Foundation has not entered into any transactions in the Shares in the past sixty days.

I. JCG 2016 Holdings

i. As of close of business on October 10, 2016, JCG 2016 Holdings directly owned 606,668 Shares and 2,000 shares of Preferred Stock, which were convertible into 67,723 Shares, for a total of 674,391 Shares beneficially owned.
Percentage: Approximately 3.8%

ii. Powers

1. Sole power to vote or direct vote: 674,391

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 674,391

4. Shared power to dispose or direct the disposition: 0

iii. The transactions in the Shares by JCG 2016 Holdings in the past sixty days are set forth in Schedule A and are incorporated herein by reference with the exception of the internal transfer between related parties of 606,668 Shares.

J. JCG 2016 Management

i. As of close of business on October 10, 2016, JCG 2016 Management beneficially owned 674,391 Shares.

Percentage: Approximately 3.8%

ii. Powers

1. Sole power to vote or direct vote: 674,391

2. Shared power to dispose or direct the disposition: 0

3. Sole power to dispose or direct the disposition: 674,391

4. Shared power to dispose or direct the disposition: 0

iii. JCG 2016 Management has not entered into any transactions in the Shares in the past 60 days. The transactions in the Shares in the past sixty days by JCG 2016 Holdings, of which JCG 2016 Management is the general partner, are set forth in Schedule A and are incorporated herein by reference.

K. John C. Goff

i. As of close of business on October 10, 2016, 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) 536,608 Shares owned by Goff Family Trust, (2) 110,000 Shares owned by Goff Family Investments, (3) 82,000 Shares owned by Kulik Partners, (4) 82,000 Shares owned by Cuerno Partners, (5) 15,360 Shares owned by Goff Foundation, (6) 674,391 Shares beneficially owned by JCG 2016 Holdings and (7) 64,449 Shares owned by him individually or held in family members accounts over which he shares investment and/or dispositive power.

Percentage: Approximately 8.9%

ii. Powers

1. Sole power to vote or direct vote: 1,558,808

2. Shared power to dispose or direct the disposition: 6,000

3. Sole power to dispose or direct the disposition: 1,558,808

4. Shared power to dispose or direct the disposition: 6,000

iii. The transactions in the Shares by John C. Goff in the past sixty days are set forth in Schedule A and are incorporated herein by reference, with the exception of the internal transfer between related parties of 606,668 Shares. The transactions in the Shares by JCG 2016 Holdings in the past sixty days are incorporated herein by reference with the exception of the internal transfer between related parties of 606,668 Shares. Goff Family Trust, Goff Family Investments, Kulik Partners, Cuerno Partners, Goff Foundation and JCG 2016 Management have not entered into any transactions in the Shares in the past sixty days.

As general partner of 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 Partner Shares, except to the extent of its pecuniary interest therein.

As general partner of 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 Goff 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 Goff Family Investments Shares. Goff Capital disclaims beneficial ownership of Goff Family Investments Shares, except to the extent of its pecuniary interest therein.

As general partner of JCG 2016 Holdings, JCG 2016 Management 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 JCG 2016 Holdings Shares. JCG 2016 Management disclaims beneficial ownership of JCG 2016 Holdings Shares, except to the extent of its pecuniary interest therein.

As trustee of Goff Family Trust, as managing member of Cuerno GP, Kulik GP and JCG 2016 Management, 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, the Goff Family Investments Shares and the JCG 2016 Holdings 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.

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 10, 2016

SIGNATURES ON THE FOLLOWING PAGE

John C. Goff

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

The John C. Goff 2010 Family Trust

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

Kulik GP, LLC

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

Cuerno Largo, LLC

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

Goff Capital, Inc.

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

Kulik Partners, LP
By: its General Partner, Kulik GP, LLC

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

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

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

The Goff Family Foundation

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

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

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

JCG 2016 Holdings, LP
By: its General Partner, JCG 2016 Management, LLC

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

JCG 2016 Management, LLC

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