

Resolute Energy Corp  
Form 10-Q  
August 08, 2016  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2016

OR

Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Commission File No. 001-34464

RESOLUTE ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other Jurisdiction of

27-0659371  
(I.R.S. Employer

Incorporation or Organization)

Identification Number)

1700 Lincoln Street, Suite 2800 Denver, CO  
(Address of Principal Executive Offices)

80203  
(Zip Code)

(303) 534-4600

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
 No

As of July 29, 2016, 15,407,748 shares of the Registrant’s \$0.0001 par value Common Stock were outstanding.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking statements” as that term is defined in the Private Securities Litigation Reform Act of 1995. The use of any statements containing the words “anticipate,” “intend,” “believe,” “estimate,” “project,” “expect,” “plan,” “should” or similar expressions are intended to identify such statements. Forward-looking statements included in this report relate to, among other things, our production and cost guidance for 2016; anticipated capital expenditures in 2016 and the sources of such funding; availability of alternative oil purchase markets and oil takeaway systems; our financial condition and management of the Company in the current commodity price environment; future financial and operating results; our intention to evaluate and pursue liquidity enhancing and de-levering transactions, including joint ventures and asset sales; liquidity and availability of capital including projections of free cash flow; additional future potential full cost ceiling impairments; future downward adjustments in estimated proved reserves as a result of low commodity prices; future borrowing base adjustments and the effect thereof; future production, reserve growth and decline rates; our plans and expectations regarding our development activities including drilling, deepening, recompleting, fracing and refracing wells, the number of such potential projects, locations and productive intervals, the rates of return on such projects and the resource potential of such projects; the prospectivity of our properties and acreage; and the anticipated accounting treatment of various activities. Although we believe that these statements are based upon reasonable current assumptions, no assurance can be given that the future results covered by the forward-looking statements will be achieved. Forward-looking statements can be subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by the forward-looking statements. All forward-looking statements speak only as of the date made. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Except as required by law, we undertake no obligation to update any forward-looking statement. Factors that could cause actual results to differ materially from our expectations include, among others, those factors referenced in the “Risk Factors” section of this report, if any, in our Annual Report on Form 10-K for the year ended December 31, 2015, and such things as:

- volatility of oil and gas prices, including extended periods of depressed prices that would adversely affect our revenue, income, cash flow from operations and liquidity and the discovery, estimation and development of, and our ability to replace oil and gas reserves;
- a lack of available capital and financing, including the capital needed to pursue our operations and other development plans for our properties, on acceptable terms, including as a result of a reduction in the borrowing base under our revolving credit facility;
- risks related to our level of indebtedness;
- our ability to fulfill our obligations under our revolving credit facility, secured term loan facility, the senior notes and any additional indebtedness we may incur;
- constraints imposed on our business and operations by our revolving credit facility, secured term loan facility and senior notes may limit our ability to execute our business strategy;
- future write downs of reserves and the carrying value of our oil and gas properties;
- our future cash flow, liquidity and financial position;
- the success of our business and financial strategy, derivative strategies and plans;
- risks associated with rising interest rates;
- risks associated with all of our Aneth Field oil production being purchased by a single customer and connected to such customer with a pipeline that we do not own or control;
- inaccuracies in reserve estimates;
- the completion, timing and success of drilling on our properties;
- operational problems, or uninsured or underinsured losses affecting our operations or financial results;
  - the amount, nature and timing of our capital expenditures, including future development costs;
- anticipated CO<sub>2</sub> supply, which is currently sourced exclusively from Kinder Morgan CO<sub>2</sub> Company, L.P. under a contract with take or pay obligations;
- the effectiveness and results of our CO<sub>2</sub> flood program at Aneth Field;

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- our relationship with the Navajo Nation, the local community in the area where we operate Aneth Field, and Navajo Nation Oil and Gas Company, as well as certain purchase rights held by Navajo Nation Oil and Gas Company;
  - the impact of any U.S. or global economic recession;
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- the success of the development plan for and production from our oil and gas properties;
  - the timing and amount of future production of oil and gas;
  - the ability to sell or otherwise monetize assets at values and on terms that are advantageous to us;
  - availability of, or delays related to, drilling, completion and production, personnel, supplies and equipment;
  - risks and uncertainties in the application of available horizontal drilling and completion techniques;
  - uncertainty surrounding occurrence and timing of identifying drilling locations and necessary capital to drill such locations;
    - our ability to fund and develop our estimated proved undeveloped reserves;
  - the effect of third party activities on our oil and gas operations, including our dependence on third party owned gas gathering and processing systems;
  - our operating costs and other expenses;
  - our success in marketing oil and gas;
  - the impact and costs related to compliance with, or changes in, laws or regulations governing our oil and gas operations, including changes in Navajo Nation laws, and the potential for increased regulation of drilling and completion techniques, underground injection or fracing operations;
  - our relationship with the local communities in the areas where we operate;
  - the availability of water and our ability to adequately treat and dispose of water while and after drilling and completing wells;
  - regulation of salt water injection intended to address seismic activity;
  - the concentration of our producing properties in a limited number of geographic areas;
  - potential changes to regulations affecting derivatives instruments;
  - environmental liabilities under existing or future laws and regulations;
  - the impact of climate change regulations on oil and gas production and demand;
  - potential changes in income tax deduction and credits currently available to the oil and gas industry;
  - the impact of weather and the occurrence of disasters, such as fires, explosions, floods and other events and natural disasters;
  - competition in the oil and gas industry and failure to keep pace with technological development;
    - developments in oil and gas producing countries;
  - risks relating to our joint interest partners' and other counterparties' inability to fulfill their contractual commitments;
  - loss of senior management or key technical personnel;
  - timing of issuance of permits and rights of way, including the effects of any government shut-downs;
    - potential power supply limitations in the electrical infrastructure serving Aneth Field;
  - timing of installation of gathering infrastructure in areas of new exploration and development;
  - potential breakdown of equipment and machinery relating to the Aneth compression facility;
  - losses possible from pending or future litigation;
  - cybersecurity risks;
  - risks related to our common stock including potential delisting from the NYSE, complication of "penny stock" rules and potential declines in our stock prices and dilution to stockholders;
  - the risk of a transaction that could trigger a change of control under our debt agreements and the higher likelihood of such a transaction of such a transaction occurring due to our current low stock price;
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- acquisitions and other business opportunities (or lack thereof) that may be presented to and pursued by us, and the risk that any opportunity currently being pursued will fail to consummate or encounter material complications;
- our ability to achieve the growth and benefits we expect from our acquisitions;
- risks associated with unanticipated liabilities assumed, or title, environmental or other problems resulting from, our acquisitions;
- risk factors discussed or referenced in this report; and
- other factors, many of which are beyond our control.

Additionally, the Securities and Exchange Commission (“SEC”) requires oil and gas companies, in filings made with the SEC, to disclose proved reserves, which are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible from a given date forward, from known reservoirs, under existing economic conditions, operating methods and governmental regulations. The SEC permits the optional disclosure of “probable” and “possible” reserves. From time to time, we may elect to disclose probable reserves and possible reserves, excluding their valuation, in our SEC filings, press releases and investor presentations. The SEC defines “probable” reserves as “those additional reserves that are less certain to be recovered than proved reserves but which, together with proved reserves, are likely as not to be recovered.” The SEC defines “possible” reserves as “those additional reserves that are less certain to be recovered than probable reserves.” The Company applies these definitions when estimating probable and possible reserves. Statements of reserves are only estimates and may not correspond to the ultimate quantities of oil and gas recovered. Any reserves estimates or potential resources disclosed in our public filings, press releases and investor presentations that are not specifically designated as being estimates of proved reserves may include estimated reserves not necessarily calculated in accordance with, or contemplated by, the SEC’s reserves reporting guidelines.

SEC rules prohibit us from including resource estimates in our public filings with the SEC. Our potential resource estimates include estimates of hydrocarbon quantities for (i) new areas for which we do not have sufficient information to date to classify as proved, probable or possible reserves, (ii) other areas to take into account the level of certainty of recovery of the resources and (iii) uneconomic proved, probable or possible reserves. Potential resource estimates do not take into account the certainty of resource recovery and are therefore not indicative of the expected future recovery and should not be relied upon for such purpose. Potential resources might never be recovered and are contingent on exploration success, technical improvements in drilling access, commerciality and other factors. In our press releases and investor presentations, we sometimes include estimates of quantities of oil and gas using certain terms, such as “resource,” “resource potential,” “EUR,” “oil in place,” or other descriptions of volumes of reserves, which terms include quantities of oil and gas that may not meet the SEC definition of proved, probable and possible reserves. These estimates are by their nature more speculative than estimates of proved reserves and accordingly are subject to substantially greater risk of being recovered. The Company believes its potential resource estimates are reasonable, but such estimates have not been reviewed by independent engineers. Furthermore, estimates of potential resources may change significantly as development provides additional data, and actual quantities that are ultimately recovered may differ substantially from prior estimates.

Finally, 24-hour peak IP rates, 30-day peak IP rates and 90-day peak IP rates, for both our wells and for those wells that are located near to our properties are limited data points in each well’s productive history and not necessarily indicative or predictive of future production rates, EUR or economic rates of return from such wells and should not be relied upon for such purpose. Equally, the way we calculate and report peak IP rates and the methodologies employed by others may not be consistent, and thus the values reported may not be directly and meaningfully comparable. Lateral lengths described are indicative only. Actual completed lateral lengths depend on various considerations such as lease-line offsets.

You are urged to consider closely the disclosure in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2015, in particular the factors described under “Risk Factors.”



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## RESOLUTE ENERGY CORPORATION

## Condensed Consolidated Balance Sheets (Unaudited)

(in thousands, except share amounts)

	June 30, 2016	December 31, 2015
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$424	\$9,297
Accounts receivable	42,501	37,100
Commodity derivative instruments	36,952	92,431
Prepaid expenses and other current assets	1,787	1,387
<b>Total current assets</b>	<b>81,664</b>	<b>140,215</b>
<b>Property and equipment, at cost:</b>		
<b>Oil and gas properties, full cost method of accounting</b>		
Unproved	16,547	21,264
Proved	1,801,812	1,732,707
Other property and equipment	9,717	9,648
Accumulated depletion, depreciation and amortization	(1,618,791)	(1,540,447)
<b>Net property and equipment</b>	<b>209,285</b>	<b>223,172</b>
<b>Other assets:</b>		
Restricted cash	23,135	21,497
Commodity derivative instruments	712	3,463
Other assets	2,731	2,636
<b>Total assets</b>	<b>\$317,527</b>	<b>\$390,983</b>
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current liabilities:</b>		
Accounts payable	\$15,558	\$7,101
Accrued expenses	43,173	45,496
Accrued interest payable	5,793	5,764
Asset retirement obligations	1,069	891
Commodity derivative instruments	855	—
<b>Total current liabilities</b>	<b>66,448</b>	<b>59,252</b>
<b>Long term liabilities:</b>		
Revolving credit facility	30,000	—
Secured term loan facility	120,514	118,944
Senior notes	396,620	396,051
Asset retirement obligations	19,066	18,347
Commodity derivative instruments	4,919	—
Other long term liabilities	1,728	1,670
<b>Total liabilities</b>	<b>639,295</b>	<b>594,264</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' deficit:</b>		
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.0001 par value; 45,000,000 shares authorized; issued and outstanding	2	2

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15,407,881 and 15,442,147 shares at June 30, 2016 and December 31, 2015,  
respectively

Additional paid-in capital	662,855	659,124
Accumulated deficit	(984,625 )	(862,407 )
Total stockholders' deficit	(321,768 )	(203,281 )
Total liabilities and stockholders' deficit	\$317,527	\$ 390,983

See notes to condensed consolidated financial statements

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## RESOLUTE ENERGY CORPORATION

## Condensed Consolidated Statements of Operations (Unaudited)

(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<b>Revenue:</b>				
Oil	\$33,483	\$43,539	\$51,278	\$79,883
Gas	1,210	3,416	2,188	7,230
Natural gas liquids	697	1,441	926	2,416
Total revenue	35,390	48,396	54,392	89,529
<b>Operating expenses:</b>				
Lease operating	15,689	19,416	29,506	39,772
Production and ad valorem taxes	4,248	6,396	7,390	12,286
Depletion, depreciation, amortization, and asset retirement				
obligation accretion	10,865	26,602	21,226	58,514
Impairment of proved oil and gas properties	—	210,000	58,000	430,000
General and administrative	7,530	7,530	16,498	14,841
Cash-settled incentive awards	1,435	347	2,233	347
Total operating expenses	39,767	270,291	134,853	555,760
Loss from operations	(4,377 )	(221,895 )	(80,461 )	(466,231 )
<b>Other income (expense):</b>				
Interest expense, net	(12,983 )	(15,854 )	(26,058 )	(27,011 )
Commodity derivative instruments gain (loss)	(19,552 )	(21,266 )	(15,711 )	3,644
Other income (expense)	6	(92 )	12	(85 )
Total other expense	(32,529 )	(37,212 )	(41,757 )	(23,452 )
Loss before income taxes	(36,906 )	(259,107 )	(122,218 )	(489,683 )
Income tax benefit (expense)	—	—	—	22,354
Net loss	\$(36,906 )	\$(259,107 )	\$(122,218 )	\$(467,329 )
<b>Net loss per common share:</b>				
Basic and diluted	\$(2.44 )	\$(17.30 )	\$(8.10 )	\$(31.30 )
<b>Weighted average common shares outstanding:</b>				
Basic and diluted	15,155	14,965	15,096	14,922

See notes to condensed consolidated financial statements



## RESOLUTE ENERGY CORPORATION

## Condensed Consolidated Statements of Stockholders' Deficit (Unaudited)

(in thousands)

	Common Shares	Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance as of January 1, 2016	15,442	\$ 2	\$ 659,124	\$ (862,407 )	\$ (203,281 )
Issuance of stock, restricted stock and share-based compensation	45	—	3,795	—	3,795
Redemption of restricted stock for employee income tax and					
restricted stock forfeitures	(79 )	—	(64 )	—	(64 )
Net loss	—	—	—	(122,218 )	(122,218 )
Balance as of June 30, 2016	15,408	\$ 2	\$ 662,855	\$ (984,625 )	\$ (321,768 )

See notes to condensed consolidated financial statements



## RESOLUTE ENERGY CORPORATION

## Condensed Consolidated Statements of Cash Flows (Unaudited)

(in thousands)

	Six Months Ended June 30, 2016	2015
<b>Operating activities:</b>		
Net loss	\$ (122,218 )	\$ (467,329 )
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depletion, depreciation, amortization and asset retirement obligation accretion	21,226	58,514
Impairment of proved oil and gas properties	58,000	430,000
Amortization of deferred financing costs and long-term debt premium and discount	2,610	3,114
Share-based compensation	3,733	5,962
Commodity derivative instruments loss (gain)	15,711	(3,644 )
Commodity derivative settlement gains	48,292	42,178
Deferred income tax benefit	—	(22,354 )
Change in operating assets and liabilities:		
Accounts receivable	(5,338 )	14,812
Other current assets	(400 )	(983 )
Accounts payable and accrued expenses	1,828	(19,933 )
Accrued interest payable	29	56
Net cash provided by operating activities	23,473	40,393
<b>Investing activities:</b>		
Oil and gas exploration and development expenditures	(60,568 )	(50,137 )
	(32 )	40,654

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Proceeds from sale of oil and gas properties and other		
Purchase of other property and equipment	(69 )	(48 )
Restricted cash	(1,638 )	(1,637 )
Other	25	27
Net cash used in investing activities	(62,282 )	(11,141 )
Financing activities:		
Proceeds from bank borrowings	57,500	104,000
Repayments of borrowings	(27,500 )	(179,875 )
Proceeds from issuance of term loans	—	46,500
Payment of financing costs	—	(3,744 )
Redemption of restricted stock for employee income taxes	(64 )	(156 )
Net cash provided by (used in) financing activities	29,936	(33,275 )
Net decrease in cash and cash equivalents	(8,873 )	(4,023 )
Cash and cash equivalents at beginning of period	9,297	4,352
Cash and cash equivalents at end of period	\$ 424	\$ 329

See notes to condensed consolidated financial statements



RESOLUTE ENERGY CORPORATION

Notes to Condensed Consolidated Financial Statements

Note 1 — Organization and Nature of Business

Resolute Energy Corporation (“Resolute” or the “Company”), is an independent oil and gas company engaged in the exploitation, development, exploration for and acquisition of oil and gas properties. The Company’s operating assets are comprised primarily of properties in Aneth Field located in the Paradox Basin in southeast Utah (the “Aneth Field Properties” or “Aneth Field”) and the Permian Basin in west Texas and southeast New Mexico (the “Permian Properties” or “Permian Basin Properties”). The Company conducts all of its activities in the United States of America.

Resolute Energy Corporation, the stand-alone parent entity, has insignificant independent assets and no operations. There are no restrictions on the Company’s ability to obtain cash dividends or other distributions of funds from its subsidiaries, except those imposed by applicable law.

Note 2 — Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The unaudited condensed consolidated financial statements include Resolute and its subsidiaries, and have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and Regulation S-X for interim financial reporting. Except as disclosed herein, there has been no material change in our basis of presentation from the information disclosed in the notes to Resolute’s consolidated financial statements for the year ended December 31, 2015. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation of the interim financial information have been included. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year. All significant intercompany transactions have been eliminated upon consolidation. Certain prior period amounts have been reclassified to conform to the current period presentation.

In connection with the preparation of the condensed consolidated financial statements, Resolute evaluated subsequent events that occurred after the balance sheet date, through the date of filing.

Significant Accounting Policies

The significant accounting policies followed by Resolute are set forth in Resolute’s consolidated financial statements for the year ended December 31, 2015. These unaudited condensed consolidated financial statements are to be read in conjunction with the consolidated financial statements appearing in Resolute’s Annual Report on Form 10-K and related notes for the year ended December 31, 2015.

Recent Accounting Pronouncements

In March 2016 the FASB issued new authoritative guidance related to the simplification of several aspects of accounting for share-based payment transactions. The main provisions require that all excess tax benefits and tax deficiencies be recognized as income tax expense or benefit in the income statement. The adoption of this guidance in the first quarter of 2016 had no prior period effect.

In February 2016 the FASB issued new authoritative guidance related to the accounting of leases. The main provisions require that lessees recognize both a lease liability and a right-of-use asset at the commencement date. This authoritative accounting guidance is effective for the annual period beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2018. The Company is currently evaluating the provisions of this guidance and assessing its impact on the Company's financial statements and disclosures.

In August 2014 the FASB issued new authoritative accounting guidance related to management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern. This authoritative accounting guidance is effective for the annual period beginning after December 15, 2016, and interim periods within annual periods beginning after December 31, 2016. The Company is currently evaluating the provisions of this guidance and assessing its impact on the Company's financial statements and disclosures.

## Assumptions, Judgments and Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make various assumptions, judgments and estimates to determine the reported amounts of assets, liabilities, revenue and expenses, and in the disclosures of commitments and contingencies. Changes in these assumptions, judgments and estimates will occur as a result of the passage of time and the occurrence of future events. Accordingly, actual results could differ from amounts previously established.

Significant estimates with regard to the condensed consolidated financial statements include proved oil and gas reserve volumes and the related present value of estimated future net cash flows used in the ceiling test applied to capitalized oil and gas properties; asset retirement obligations; valuation of derivative assets and liabilities; share-based compensation expense; depletion, depreciation and amortization; accrued liabilities; revenue and related receivables and income taxes.

## Oil and Gas Properties

Pursuant to full cost accounting rules, Resolute is required to perform a quarterly “ceiling test” calculation to test its oil and gas properties for possible impairment. The primary components impacting the calculation are commodity prices, reserve quantities added and produced, overall exploration and development costs and depletion expense. If the net capitalized cost of the Company’s oil and gas properties subject to amortization (the “carrying value”) exceeds the ceiling limitation, the excess would be charged to expense. The ceiling limitation is equal to the sum of the present value discounted at 10% of estimated future net cash flows from proved reserves, the cost of properties not being amortized, the lower of cost or estimated fair value of unproven properties included in the costs being amortized, and all related income tax effects.

For the three and six months ended June 30, 2016 the Company recorded non-cash impairments of the carrying value of its oil and gas properties of \$0 and \$58 million, respectively, as a result of the ceiling test limitation. For the three and six months ended June 30, 2015 the Company recorded non-cash impairments of the carrying value of its oil and gas properties of \$210 million and \$430 million, respectively, as a result of the ceiling test limitation. If in future periods a negative impact continues on one or more of the components of the calculation, including market prices of oil and gas (based on a trailing twelve-month unweighted average of the oil and gas prices in effect on the first day of each month), differentials from posted prices, future drilling and capital plans, operating costs or expected production, the Company may incur further full cost ceiling impairment related to its oil and gas properties in such periods.

## Note 3 — Acquisitions and Divestitures

### Divestiture of Gardendale Properties in the Midland Basin

In December 2015, the Company sold its Gardendale properties in the Midland Basin in Midland and Ector counties, Texas, for approximately \$172 million. The sale was consummated on December 22, 2015, with an effective date of September 1, 2015. The net proceeds of the sale were used to reduce debt under the Company’s revolving credit facility and secured term loan facility (both as defined in Note 5). As part of the sale, the Company was no longer liable for asset retirement obligations of \$5.6 million at December 31, 2015.

### Divestiture of Hilight Field Properties in the Powder River Basin

In October 2015, the Company sold its Hilight Field Properties in the Powder River Basin for approximately \$55 million. The sale was consummated on October 6, 2015, with an effective date of July 1, 2015. The net proceeds under this sale were used to pay down amounts outstanding under the revolving credit facility (as defined in Note 5).

As a part of the sale, the Company was no longer liable for asset retirement obligations of \$8.1 million at December 31, 2015.

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Divestiture of Howard and Martin County Properties

In May 2015, the Company sold its Howard and Martin County properties in the Permian Basin for approximately \$42 million. The sale was consummated on May 1, 2015, with an effective date of March 1, 2015. The net proceeds under this sale were used to pay down amounts outstanding under the revolving credit facility (as defined in Note 5). As part of the sale, the Company was no longer liable for asset retirement obligations of \$1.3 million at December 31, 2015.

The unaudited pro forma financial information for the three and six months ended June 30, 2015 reflects Resolute's results as if the Gardendale, Hilight Field, and Howard and Martin County properties were sold on January 1, 2015 (in thousands, except per share amounts):

	Three Months Ended June 30, 2015	Six Months Ended June 30, 2015
Revenue	\$38,610	\$69,667
Loss from operations	(222,970)	(465,031)
Net loss	(257,023)	(460,035)
Basic and diluted net loss per share	\$(17.17 )	\$(30.83 )

Note 4 — Earnings per Share

The Company computes basic net income (loss) per share using the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per share is computed using the weighted average number of shares of common stock and, if dilutive, potential shares of common stock outstanding during the period. Potentially dilutive shares consist of the incremental shares and options issuable under the Company's 2009 Performance Incentive Plan (the "Incentive Plan"). The treasury stock method is used to measure the dilutive impact of potentially dilutive shares.

The following table details the potential weighted average dilutive and anti-dilutive securities for the periods presented (in thousands):

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2015	
Potential dilutive restricted stock	917	326	663	387
Anti-dilutive securities	1,474	933	1,305	877

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The following table sets forth the computation of basic and diluted net income (loss) per share of common stock for the periods presented (in thousands, except per share amounts):

	Three Months Ended		Six Months Ended	
	June 30, 2016	2015	June 30, 2016	2015
Net loss	\$(36,906)	\$(259,107)	\$(122,218)	\$(467,329)
Basic weighted average common shares outstanding	15,155	14,965	15,096	14,922
Add: dilutive effect of non-vested restricted stock	—	—	—	—
Diluted weighted average common shares outstanding	15,155	14,965	15,096	14,922
Basic and diluted net loss per common share	\$(2.44 )	\$(17.30 )	\$(8.10 )	\$(31.30 )

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## Note 5 — Long Term Debt

As of the dates indicated, the Company's long-term debt consisted of the following (in thousands):

	Principal	Unamortized premium/ (discount)	Unamortized deferred financing costs	June 30, 2016
Revolving credit facility	\$30,000	\$ —	\$ (1,650 )	\$28,350
Secured term loan facility	128,303	(6,091 )	(1,698 )	120,514
8.50% senior notes	400,000	1,112	(4,492 )	396,620
Total long-term debt	\$558,303	\$ (4,979 )	\$ (7,840 )	\$545,484

  

	Principal	Unamortized premium/ (discount)	Unamortized deferred financing costs	December 31, 2015
Revolving credit facility	\$—	\$ —	\$ (2,121 )	\$ (2,121 )
Secured term loan facility	128,303	(7,223 )	(2,136 )	118,944
8.50% senior notes	400,000	1,233	(5,182 )	396,051
Total long-term debt	\$528,303	\$ (5,990 )	\$ (9,439 )	\$ 512,874

Unamortized deferred financing costs associated with the Revolving Credit Facility (as defined below) at June 30, 2016 and December 31, 2015, of \$1.7 million and \$2.1 million, respectively, have been included in other assets.

For the three months ended June 30, 2016 and 2015, the Company incurred interest expense on long-term debt of \$13.0 million and \$15.9 million, respectively. For the six months ended June 30, 2016 and 2015, the Company incurred interest expense on long-term debt of \$26.1 million and \$27.0 million, respectively. The Company capitalized \$0.6 million and \$0.5 million of interest expense during the three months ended June 30, 2016 and 2015, respectively. The Company capitalized \$1.1 million and \$5.0 million of interest expense during the six months ended June 30, 2016 and 2015, respectively.

## Revolving Credit Facility

Resolute's revolving credit facility is with a syndicate of banks led by Wells Fargo Bank, National Association, as Administrative Agent, and Bank of Montreal, as Syndication Agent (the "Revolving Credit Facility") with Resolute as the borrower. The Revolving Credit Facility specifies a maximum borrowing base as determined by the lenders. The determination of the borrowing base takes into consideration the estimated value of Resolute's oil and gas properties in accordance with the lenders' customary practices for oil and gas loans. The borrowing base is redetermined semi-annually, and the amount available for borrowing could be increased or decreased as a result of such redeterminations. Under certain circumstances, either Resolute or the lenders may request an interim redetermination. The Revolving Credit Facility matures in March 2018.

The Revolving Credit Facility includes covenants that require, among other things, maintenance of certain ratios, measured on a quarterly basis, as follows: (i) secured debt to EBITDA of no more than 3.5 to 1.0, (ii) PV-10 of total

proved reserves to total secured debt of at least 1.5 to 1.0, and (iii) PV-10 of proved developed reserves to total secured debt of at least 1.0 to 1.0. Our Revolving Credit Facility also requires us to enter into derivative agreements covering at least 70% of our anticipated production from proved developed producing properties on a rolling twenty-four month basis, but prohibits us from entering into derivative arrangements for more than (i) 85% of our anticipated production from proved properties in the subsequent two years and (ii) the greater of 75% of our anticipated production from proved properties or 85% of our production from projected proved developed producing properties after such two year period, using economic parameters specified in our Revolving Credit Facility.

In March 2016 the Company completed its spring borrowing base redetermination, and the borrowing base was set at \$105 million. As of June 30, 2016, outstanding borrowings under the Revolving Credit Facility were \$30 million with a weighted average interest rate of 2.56%. The borrowing base availability had been reduced by \$3.6 million in conjunction with letters of credit issued at June 30, 2016.

To the extent that the borrowing base, as adjusted from time to time, exceeds the outstanding balance, no repayments of principal are required prior to maturity. However, should the borrowing base be set at a level below the outstanding balance, Resolute would be required to eliminate that excess within 120 days following that determination. The Revolving Credit Facility is guaranteed by all of Resolute's subsidiaries and is collateralized by substantially all of the proved oil and gas assets of Resolute Aneth, LLC and Resolute Natural Resources Southwest, LLC, which are wholly-owned subsidiaries of the Company.



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Each base rate borrowing under the Revolving Credit Facility accrues interest at either (a) the London Interbank Offered Rate (“LIBOR”), plus a margin which varies from 1.50% to 2.50% or (b) the alternative Base Rate defined as the greater of (i) the Administrative Agent’s Prime Rate (ii) the Federal Funds effective Rate plus 0.5% or (iii) an adjusted London Interbank Offered Rate plus a margin which ranges from 0.50% to 1.50%. Each such margin is based on the level of utilization under the borrowing base.

The Revolving Credit Facility includes customary terms and covenants that place limitations on certain types of activities, the payment of dividends, and require satisfaction of certain financial tests. Resolute was in compliance with the terms and covenants of the Revolving Credit Facility at June 30, 2016.

### Secured Term Loan Agreement

On December 30, 2014, Resolute and certain of its subsidiaries, as guarantors, entered into a second lien Secured Term Loan Agreement with Bank of Montreal, as administrative agent, and the lenders party thereto, pursuant to which the Company borrowed \$150 million (the “Secured Term Loan Facility”). Initial funding of the Secured Term Loan Facility occurred on December 31, 2014, with net proceeds of approximately \$135 million after payment of transaction-related fees, expenses and discounts. Net proceeds were used to repay amounts outstanding under the Revolving Credit Facility. The Secured Term Loan Facility will mature on the date that is six months after the maturity of the Company’s existing Revolving Credit Facility, but in no event later than November 1, 2019.

On May 18, 2015, Resolute and certain of its subsidiaries, as guarantors, entered into an Amendment to the Secured Term Loan Agreement and Increased Facility Activation Notice-Incremental Term Loans (the “Amendment”) with Bank of Montreal, as administrative agent, and the lenders party thereto, pursuant to which the Company borrowed an additional \$50 million of second lien term debt (the “Incremental Term Loans”) under its Secured Term Loan Agreement dated December 30, 2014. Funding of the Incremental Term Loans occurred on May 19, 2015. The Incremental Term Loans have the same terms as the existing second lien borrowings under the Secured Term Loan Agreement, adjusted for the date of the closing. The \$50 million of Incremental Term Loans was placed with the same lenders that participated in the initial \$150 million second lien closing in December 2014. Net proceeds from the Incremental Term Loans of approximately \$46 million after payment of transaction-related fees, expenses and discounts, were used to repay amounts outstanding under the Revolving Credit Facility.

Obligations under the Secured Term Loan Facility are guaranteed by certain of the Company’s subsidiaries and secured by second priority liens on substantially all of the assets of the Company and its subsidiaries that serve as collateral under the Revolving Credit Facility.

Borrowings under the Secured Term Loan Facility will generally bear interest at adjusted LIBOR plus 10%, with a 1% LIBOR floor. The covenants in the Secured Term Loan Facility require, among other things, maintenance of certain ratios, measured on a quarterly basis, as follows: (i) secured debt to EBITDA of no more than 3.5 to 1.0, (ii) PV-10 of total proved reserves to total secured debt of at least 1.5 to 1.0, and (iii) PV-10 of proved developed reserves to total secured debt of at least 1.0 to 1.0. Resolute was in compliance with the terms and covenants of the Secured Term Loan Facility at June 30, 2016.

The Company may prepay all or a portion of the Secured Term Loan Facility at any time. The Secured Term Loan Facility is subject to mandatory prepayments of 75% of the net cash proceeds from asset sales after any mandatory repayment of first lien debt, subject to a limited right to reinvest proceeds in oil and gas activities and subject to the right of the lenders to waive prepayment. Prepayments made out of proceeds from asset sales are not subject to prepayment premiums. Mandatory repayments are required of 100% of the net cash proceeds of certain debt or equity

issuances. Such prepayments are subject to a premium of between 10% declining to 2% during the first 36 months after closing. To the extent not otherwise achieved, aggregate repayments that substantially pay off principal amounts under the second lien facility shall include an additional payment sufficient to ensure that the lenders achieve a 1.25 to 1.0 minimum multiple of their invested capital. During December 2015, the Company retired \$70 million of the amount outstanding under the Secured Term Loan Facility following the sale of the Gardendale properties in Midland Basin on December 22, 2015.

Due to the lack of an active market, quoted market prices for the Company's Secured Term Loan Facility or similar debt are not available. The Company used valuation techniques that relied on unobservable inputs, current information including LIBOR interest rates and the specific terms of the Secured Term Loan Facility to estimate the fair value (a Level 3 fair value measurement). The fair value of the Company's Secured Term Loan Facility at June 30, 2016, was estimated to be \$122.2 million, which approximates the principal less the unamortized discount.

## Senior Notes

In 2012 the Company consummated two private placements of senior notes with principal totaling \$400 million (the “Senior Notes”). The Senior Notes are due May 1, 2020, and bear an annual interest rate of 8.50% with the interest on the Senior Notes payable semiannually in cash on May 1 and November 1 of each year.

The Senior Notes were issued under an Indenture (the “Indenture”) among the Company and the Company’s existing subsidiaries (the “Guarantors”) in a private transaction not subject to the registration requirements of the Securities Act of 1933. In March 2013, the Company registered the Senior Notes with the Securities and Exchange Commission by filing an amendment to the registration statement on Form S-4 enabling holders of the Senior Notes to exchange the privately placed Senior Notes for publically registered Senior Notes with substantially identical terms. The Indenture contains affirmative and negative covenants that, among other things, limit the Company’s and the Guarantors’ ability to make investments, incur additional indebtedness or issue preferred stock, create liens, sell assets, enter into agreements that restrict dividends or other payments by restricted subsidiaries, consolidate, merge or transfer all or substantially all of the assets of the Company, engage in transactions with the Company’s affiliates, pay dividends or make other distributions on capital stock or prepay subordinated indebtedness and create unrestricted subsidiaries. The Indenture also contains customary events of default. Upon occurrence of events of default arising from certain events of bankruptcy or insolvency, the Senior Notes shall become due and payable immediately without any declaration or other act of the trustee or the holders of the Senior Notes. Upon the occurrence of certain other events of default, the trustee or the holders of the Senior Notes may declare all outstanding Senior Notes to be due and payable immediately. The Company was in compliance with all financial covenants under its Senior Notes as of June 30, 2016.

The Senior Notes are general unsecured senior obligations of the Company and guaranteed on a senior unsecured basis by the Guarantors. The Senior Notes rank equally in right of payment with all existing and future senior indebtedness of the Company, will be subordinated in right of payment to all existing and future senior secured indebtedness of the Guarantors, will rank senior in right of payment to any future subordinated indebtedness of the Company and will be fully and unconditionally guaranteed by the Guarantors on a senior basis.

The Senior Notes are redeemable by the Company on not less than 30 or more than 60 days’ prior notice, at redemption prices set forth in the Indenture. If a change of control occurs, each holder of the Senior Notes will have the right to require that the Company purchase all of such holder’s Senior Notes in an amount equal to 101% of the principal of such Senior Notes, plus accrued and unpaid interest, if any, to the date of the purchase.

The fair value of the Senior Notes at June 30, 2016, was estimated to be \$236.1 million based upon data from independent market makers (Level 2 fair value measurement).

## Note 6 — Income Taxes

Income tax benefit (expense) during interim periods is based on applying an estimated annual effective income tax rate to year-to-date income (loss), plus any significant unusual or infrequently occurring items that are recorded in the interim period. The provision for income taxes for the three and six months ended June 30, 2016 and 2015, differs from the amount that would be provided by applying the statutory U.S. federal income tax rate of 35% to income before income taxes. This difference relates primarily to the valuation allowance established, in addition to state income taxes and estimated permanent differences.

The following table summarizes the components of the provision for income taxes (in thousands):

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	Three Months Ended June 30, 2016		Six Months Ended June 30, <del>2016</del> 2015	
Current income tax benefit (expense)	\$ —	\$ —	\$ —	\$ —
Deferred income tax benefit (expense)	—	—	—	22,354
Total income tax benefit (expense)	\$ —	\$ —	\$ —	\$ 22,354

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The Company had no reserve for uncertain tax positions as of June 30, 2016. The Company assesses the recoverability of its deferred tax assets each period by considering whether it is more likely than not that all or a portion of the deferred tax assets will be realized. The Company considers all available evidence (both positive and negative) in determining whether a valuation allowance is required. As a result of the Company's analysis, it was concluded that as of June 30, 2016 a valuation allowance should be established against the Company's net deferred tax asset. The Company recorded a valuation allowance as of June 30, 2016 of \$296 million on its long-term deferred tax asset. The Company will continue to monitor facts and circumstances in the reassessment of the likelihood that the deferred tax assets will be realized.

### Note 7 — Stockholders' Equity and Long-term Employee Incentive Plan

#### Preferred Stock

The Company is authorized to issue up to 1,000,000 shares of preferred stock, par value \$0.0001 with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors. No shares were issued and outstanding as of June 30, 2016, or December 31, 2015.

#### Common Stock

The authorized common stock of the Company consists of 45,000,000 shares. The holders of the common shares are entitled to one vote for each share of common stock. In addition, the holders of the common stock are entitled to receive dividends when, as and if declared by the Board of Directors. At June 30, 2016 and December 31, 2015, the Company had 15,407,881 and 15,442,147 shares of common stock issued and outstanding, respectively.

In May 2016, Resolute adopted a stockholder rights plan and in connection with such plan declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value \$0.0001 per share. The Rights trade with, and are inseparable from, the common stock until such time as they become exercisable on the Distribution Date (described below). The Rights are evidenced only by certificates that represent shares of common stock and not by separate certificates. New Rights will accompany any new shares of common stock we issue after May 27, 2016, until the earlier of the Distribution Date described below and the redemption or expiration of the rights.

Each Right allows its holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock (a "Preferred Share") for \$4.50, once the Rights become exercisable. Prior to exercise, the Right does not give its holder any dividend, voting or liquidation rights. The Rights will not be exercisable until 10 days after the public announcement that a person or group has become an "Acquiring Person" by obtaining beneficial ownership of 20% or more of our outstanding common stock, or, if earlier, 10 business days (or a later date determined by the Board before any person or group becomes an Acquiring Person) after a person or group begins a tender or exchange offer which, if completed, would result in that person or group becoming an Acquiring Person.

In June 2016, Resolute filed a certificate of amendment to its certificate of incorporation to effect the previously-announced reverse stock split of the Company's common stock, par value \$0.0001 per share, at a ratio of 1-for-5 (the "Reverse Stock Split"). The certificate of amendment also reduced the number of authorized shares of

common stock from 225,000,000 to 45,000,000. The Reverse Stock Split, including the certificate of amendment, was approved by stockholders at the Company's 2016 annual meeting of stockholders and by the Company's Board of Directors. As a result, the Company is now in compliance with the \$1.00 per share minimum price requirement of the New York Stock Exchange (the "NYSE"). All historical share amounts disclosed have been retroactively adjusted to reflect this Reverse Stock Split.

Resolute received notification on November 30, 2015, from the NYSE that the Company's market capitalization was below the NYSE's continued listing standard. The Company is considered below criteria established by the NYSE because the Company's average market capitalization fell below \$50 million over a trailing consecutive 30 trading-day period and its last reported stockholders' equity was less than \$50 million. In accordance with NYSE procedures, the Company had 45 days from the receipt of the notice to submit a business plan to the NYSE demonstrating how it intends to regain compliance with the NYSE's continued listing standards within eighteen months. Resolute developed and submitted such a business plan within the required time frame and the NYSE accepted the plan. The Company will be subject to quarterly monitoring for compliance with the business plan and the Company's common stock will continue to trade on the NYSE during the eighteen month period, subject to the Company's compliance with other NYSE continued listing requirements. The NYSE may choose to shorten the usual compliance period if prior to the end of the eighteen months the Company's market capitalization is over \$50 million for two consecutive quarters.

## Long Term Employee Incentive Plan

The Company accounts for share-based compensation in accordance with FASB ASC Topic 718, Stock Compensation.

In July 2009, the Company adopted the Incentive Plan, providing for long-term share-based awards intended as a means for the Company to attract, motivate, retain and reward directors, officers, employees and other eligible persons through the grant of awards and incentives for high levels of individual performance and improved financial performance of the Company. The share-based awards are also intended to further align the interests of award recipients and the Company's stockholders. The maximum number of shares of common stock that may be issued under the Incentive Plan is 3,451,548 (which includes the additional 620,000 shares under Amendment No. 2 to the incentive plan approved by the Company's stockholders in June 2015 and the 1,000,000 shares under Amendment No. 3 in the incentive plan approved by the Company's stockholders in May 2016).

In May 2015, the Board and its Compensation Committee approved a long-term incentive program for 2015 under the Incentive Plan consisting of grants of (i) options to purchase shares of common stock of the Company, vesting in equal annual installments on each of the first three anniversaries of the date of grant, with an exercise price of \$6.75 per share and a ten year term, (ii) time-vested restricted cash awards of \$5.2 million, vesting in equal annual installments on each of the first three anniversaries of the date of grant, and (iii) performance-vested restricted cash awards of \$2.9 million, as described below.

In September 2015, the Board and its Compensation Committee approved a grant consistent with the terms defined above of options to purchase shares of common stock of the Company, vesting in equal annual installments on each of the first three anniversaries of the date of grant, with an exercise price of \$2.10 per share and a ten year term.

In February 2016, the Board of Directors and Compensation Committee of the Company approved long-term incentive awards to employees and non-employee directors for 2016 consisting of a combination of stock options, cash-settled stock appreciation rights and restricted cash grants under the Incentive Plan. The 2016 long-term incentive awards to employees and non-employee directors consisted of grants of (i) options to purchase 741,450 shares of common stock of the Company with a ten-year term, vesting in three equal annual installments on March 8 of 2017, 2018 and 2019, with exercise prices of \$2.65 per share (as to 335,375 shares) and \$2.915 per share (as to 406,075 shares), (ii) 1,702,852 cash-settled stock appreciation rights with a ten-year term, vesting in three equal annual installments on March 8 of 2017, 2018 and 2019, with a base price of \$2.65 per share (as to 486,373 rights) and \$2.915 per share (as to 1,216,479 rights), (iii) \$5,329,870 time-vested restricted cash awards, vesting in three equal annual installments on March 8 of 2017, 2018 and 2019, and (iv) 45,148 shares of restricted stock vesting on March 8, 2017.

For the three and six months ended June 30, 2016 and 2015, the Company recorded expense related to the Incentive Plan as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Time-based restricted stock awards	\$941	\$2,121	\$2,719	\$4,402
TSR awards	219	710	556	1,412
Stock appreciation awards	—	11	—	22

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Stock option awards	247	84	436	84
Time-based restricted cash awards	1,040	224	1,690	224
Performance-based restricted cash awards	89	123	127	123
Cash-settled stock appreciation awards	306	—	416	—
Total Incentive Plan compensation expense	\$2,842	\$3,273	\$5,944	\$6,267

As of June 30, 2016 the Company held unrecognized share-based compensation expense (in thousands) which is expected to be recognized over a weighted-average period as follows:

	Unrecognized Compensation Expense	Weighted Average Years Remaining
Time-based restricted stock awards	\$ 2,665	0.8
TSR awards	1,106	0.7
Stock option awards	2,224	2.4
Total unrecognized compensation expense	\$ 5,995	

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## Equity Awards

Equity awards consist of service-based and performance-based restricted stock units and stock options under the Incentive Plan. All historical exercise, base and threshold prices disclosed have been retroactively adjusted to reflect the Reverse Stock Split.

## Stock Option Awards

Options issued to employees to purchase shares of common stock vest in three equal annual installments at specified dates based on continued employment with a ten year term. The compensation expense to be recognized for the option awards was measured based on the Company's estimated fair value at the date of grant using a Black-Scholes pricing model as well as estimated forfeiture rates between 0% and 15%, no dividends, expected stock price volatility ranging from 63% to 67% and a risk free rate ranging between 1.75% and 2.27%.

The following table summarizes the option award activity for the six months ended June 30, 2016:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding, beginning of period	396,440	\$ 6.40		
Granted	741,450	2.80		
Exercised	—	—		
Forfeited	(14,910 )	3.97		
Outstanding, end of period	1,122,980	\$ 4.05	9.4	\$ 152
Exercisable, end of period	121,899	\$ 6.75	8.9	\$ —

The weighted average grant date fair value of options granted during the six months ended June 30, 2016 and 2015, was \$1.93 and \$4.84, respectively.

## Time-Based Restricted Stock Awards

Shares of time-based restricted stock issued to employees generally vest in three or four equal annual installments at specified dates based on continued employment. Shares issued to non-employee directors vest in one year based on continued service. The compensation expense to be recognized for the time-based restricted stock awards was measured based on the Company's closing stock price on the dates of grant, utilizing estimated forfeiture rates between 0% and 15% which are updated periodically based on actual employee turnover. During the six months ended June 30, 2016 the Company granted 45,148 shares of time-based restricted stock to non-employee directors, pursuant to the Incentive Plan.

The following table summarizes the changes in non-vested time-based restricted stock awards for the six months ended June 30, 2016:

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	Shares	Weighted Average Grant Date Fair Value
Non-vested, beginning of period	285,704	\$ 42.10
Granted	45,148	2.65
Vested	(185,241)	41.42
Forfeited	(2,866 )	45.19
Non-vested, end of period	142,745	\$ 30.43

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## Stock Appreciation Awards

At June 30, 2016, no share-settled stock appreciation awards remain outstanding as all remaining awards expired on December 31, 2015.

## TSR Awards

In 2014 the Compensation Committee and Board awarded performance-based restricted shares to executive officers of the Company under the Incentive Plan. The restricted stock grants vest only upon achievement of thresholds of cumulative total shareholder return (“TSR”) as compared to a specified peer group (the “Performance-Vested Shares”). A TSR percentile (the “TSR Percentile”) is calculated based on the change in the value of the Company’s common stock between the grant date and the applicable vesting date, including any dividends paid during the period, as compared to the respective TSRs of a specified group of seventeen peer companies. The Performance-Vested Shares vest in three installments to the extent that the applicable TSR Percentile ranking thresholds are met upon the one-, two- and three-year anniversaries of the grant date. Performance-Vested Shares that are eligible to vest on a vesting date, but do not qualify for vesting, become eligible for vesting again on the next vesting date. All Performance-Vested Shares that do not vest as of the final vesting date will be forfeited on such date.

The Compensation Committee also granted rights to earn additional shares of common stock upon achievement of a higher TSR Percentile (“Outperformance Shares”). The Outperformance Shares are earned in increasing increments based on a TSR Percentile attained over a specified threshold. Outperformance Shares may be earned on any vesting date to the extent that the applicable TSR Percentile ranking thresholds are met in three installments on the one-, two- and three-year anniversaries of the grant date. Outperformance Shares that are earned at a vesting date will be issued to the recipient; however, prior to such issuance, the recipient is not entitled to stockholder rights with respect to Outperformance Shares. Outperformance Shares that are eligible to be earned but remain unearned on a vesting date become eligible to be earned again on the next vesting date. The right to earn any theretofore unearned Outperformance Shares terminates immediately following the final vesting date. The Performance-Vested Shares and the Outperformance Shares are referred to as the “TSR Awards.”

The compensation expense to be recognized for the TSR Awards was measured based on the estimated fair value at the date of grant using a Monte Carlo simulation model and utilizes estimated forfeiture rate of 4% which is updated periodically based on actual employee turnover.

The following table summarizes the changes in non-vested TSR Awards for the six months ended June 30, 2016:

	Shares	Weighted Average Grant Date Fair Value
Non-vested, beginning of period	152,916	\$ 71.29
Granted	—	—
Vested	—	—

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Forfeited	—	—
Expired	(55,355 )	79.55
Non-vested, end of period	97,561	\$ 66.60

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## Liability Awards

Liability awards consist of awards that are settled in cash instead of shares, as discussed below.

### Cash-settled Stock Appreciation Rights

A stock appreciation right is the right to receive an amount in cash equal to the excess, if any, of the fair market value of a share of common stock on the date on which the right is exercised over its base price. The February 2016 grants of cash-settled stock appreciation rights hold base prices of \$2.65 per share (as to 486,373 rights) and \$2.915 per share (as to 1,216,479 rights). These awards vest in three equal annual installments and have a ten-year term. The fair value of the cash-settled stock appreciation rights as of grant date and June 30, 2016, was \$3.3 million and \$3.6 million, respectively, of which \$0.4 million has been accrued as of June 30, 2016.

### Time-Based Restricted Cash Awards

Awards of time-based restricted cash issued to employees vest in three equal annual increments at specified dates based on continued employment. Time-based restricted cash issued to non-employee directors vests in one year based on continued service. The compensation expense to be recognized for the time-based restricted cash awards was measured utilizing estimated forfeiture rates between 0% and 15% which will be updated periodically based on actual employee turnover. The total estimated future liability of the time-based restricted cash awards as of June 30, 2016, was \$9.9 million, of which \$2.6 million has been accrued.

### Performance-Based Restricted Cash Awards

The performance criteria for the performance-based restricted cash awards granted in May 2015 are based on future prices of the Company's common stock trading at or above specified thresholds. If and as certain stock price thresholds are met, using a 60 trading day average, various multiples of the performance-vested cash award will be attained. The first stock price hurdle is at \$10.00 at which the award would be payable at 1x, and the highest stock price hurdle would be \$40.00 at which the award would be payable at a multiple of 6x. Interim hurdles and multiples between these end points are set forth in the governing agreements. The performance-based cash awards have a ten year term (i.e., the Company's obligation would be triggered at any time the defined stock price multiples are met over a ten year period, subject to the initial three year vesting period, described below, and provided the employee continues to be employed by the Company). A time vesting element will apply to the performance-vested cash awards such that attained multiples will not be paid out earlier than upon satisfaction of a three-year vesting timetable from the date of grant. In order for an award to be paid, both the performance criteria and the time criteria would need to be satisfied. Once a time vesting date passes, the employee is entitled to be paid one third, two thirds or 100%, as applicable, of whatever multiples have been achieved. Any multiples achieved following 100% time vesting would be paid within 60 days of such achievement.

The estimated fair value of the performance-based restricted cash awards as of June 30, 2016 was \$0.5 million of which \$0.4 million has been accrued as of June 30, 2016 based upon the three-year vesting. The fair value was estimated using an option pricing model for a cash or nothing call, an estimated forfeiture rate of 5% and an average effective term of seven years. As the fair value of liability awards is required to be re-measured at each period end,

amounts recognized in future periods will vary.

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## Note 8 — Asset Retirement Obligation

Resolute's estimated asset retirement obligation liability is based on estimated economic lives, estimates as to the cost to abandon the wells and facilities in the future, and federal and state regulatory requirements. The liability is discounted using a credit-adjusted risk-free rate estimated at the time the liability is incurred or revised, that ranges between 7% and 12%. Revisions to the liability could occur due to changes in estimated abandonment costs or well economic lives, or if federal or state regulators enact new requirements regarding the abandonment of wells. Asset retirement obligations are valued utilizing Level 3 fair value measurement inputs.

The following table provides a reconciliation of Resolute's asset retirement obligations for the periods presented (in thousands):

	Six Months Ended	
	June 30,	
	2016	2015
Asset retirement obligations at beginning of period	\$ 19,238	\$ 31,340
Additional liability incurred / acquired	15	20
Accretion expense	882	1,452
Liabilities settled	—	(1,316 )
Revisions to previous estimates	—	235
Asset retirement obligations at end of period	20,135	31,731
Less: current asset retirement obligations	(1,069 )	(806 )
Long-term asset retirement obligations	\$ 19,066	\$ 30,925

## Note 9 — Derivative Instruments

Resolute enters into commodity derivative contracts to manage its exposure to oil and gas price volatility. Resolute has not elected to designate derivative instruments as cash flow hedges under the provisions of FASB ASC Topic 815, Derivatives and Hedging. As a result, these derivative instruments are marked to market at the end of each reporting period and changes in the fair value are recorded in the accompanying consolidated statements of operations. Gains and losses on commodity derivative instruments from Resolute's price risk management activities are recognized in other income (expense). The cash flows from derivatives are reported as cash flows from operating activities unless the derivative contract is deemed to contain a financing element. Derivatives deemed to contain a financing element are reported as financing activities in the condensed consolidated statement of cash flows.

The Company utilizes fixed price swaps, basis swaps, option contracts and two-and three-way collars. These instruments generally entitle Resolute (the floating price payer in most cases) to receive settlement from the counterparty (the fixed price payer in most cases) for each calculation period in amounts, if any, by which the settlement price for the scheduled trading days applicable to each calculation period is less than the fixed strike price or floor price. The Company would pay the counterparty if the settlement price for the scheduled trading days applicable to each calculation period exceeds the fixed strike price or ceiling price. The amount payable by Resolute, if the floating price is above the fixed or ceiling price is the product of the notional contract quantity and the excess of the floating price over the fixed or ceiling price per calculation period. The amount payable by the counterparty, if the floating price is below the fixed or floor price, is the product of the notional contract quantity and the excess of the

fixed or floor price over the floating price per calculation period. A three-way collar consists of a two-way collar contract combined with a put option contract sold by the Company with a strike price below the floor price of the two-way collar. The Company receives price protection at the purchased put option floor price of the two-way collar if commodity prices are above the sold put option strike price. If commodity prices fall below the sold put option strike price, the Company receives the cash market price plus the variance between the put price and the floor price. This type of instrument captures more value in a rising commodity price environment, but limits the benefits in a downward commodity price environment. Basis swaps, when used in connection with fixed price swaps, to fix the price differential between the NYMEX Commodity price and the index price at which the gas production is sold.

As of June 30, 2016, the fair value of the Company's commodity derivatives was a net asset of \$31.9 million (Level 2 fair value measurement).



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The following table represents Resolute's commodity swap contracts as of June 30, 2016:

Remaining Term	Oil (NYMEX WTI)		Gas (NYMEX Henry Hub)	
	Bbl per Day	Weighted Average Swap Price per Bbl	MMBtu per Day	Weighted Average Swap Price per MMBtu
July – December 2016	6,575	\$ 80.11	5,100	\$ 2.975
January – December 2017	1,528	\$ 51.10	2,008	\$ 2.807

The following tables represent Resolute's two-way commodity collar contracts as of June 30, 2016:

Remaining Term	Oil (NYMEX WTI)		
	Bbl per Day	Weighted Average Floor Price per Bbl	Weighted Average Ceiling Price per Bbl
July – December 2017	1,000	\$ 52.00	\$ 64.00

Remaining Term	Gas (NYMEX Henry Hub)		
	MMBtu per Day	Weighted Average Floor Price per MMBtu	Weighted Average Ceiling Price per MMBtu
July – December 2017	3,250	\$ 2.25	\$ 2.64

The following table represents Resolute's commodity option contract as of June 30, 2016:

Remaining Term	Oil (NYMEX WTI)	
	Bbl per Day	Weighted Average Sold Call Price per

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		Bbl
January – December 2018	1,100	\$ 50.00

The table below summarizes the location and amount of commodity derivative instrument gains and losses reported in the consolidated statements of operations (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Other income (expense):				
Commodity derivative settlement gain	\$20,544	\$17,988	\$48,292	\$42,178
Mark-to-market loss	(40,096)	(39,254)	(64,003)	(38,534)
Commodity derivative instruments gain (loss)	\$(19,552)	\$(21,266)	\$(15,711)	\$3,644

## Credit Risk and Contingent Features in Derivative Instruments

Resolute is exposed to credit risk to the extent of nonperformance by the counterparties in the derivative contracts discussed above. All counterparties are lenders under Resolute's Revolving Credit Facility. Accordingly, Resolute is not required to provide any credit support to its counterparties other than cross collateralization with the properties securing the Revolving Credit Facility. Resolute's derivative contracts are documented with industry standard contracts known as a Schedule to the Master Agreement and International Swaps and Derivative Association, Inc. Master Agreement ("ISDA"). Typical terms for each ISDA include credit support requirements, cross default provisions, termination events, and set-off provisions. Resolute generally has set-off provisions with its lenders that, in the event of counterparty default, allow Resolute to set-off amounts owed under the Revolving Credit Facility or other general obligations against amounts owed for derivative contract liabilities.

Resolute does not offset the fair value amounts of commodity derivative assets and liabilities with the same counterparty for financial reporting purposes. The following is a listing of Resolute's commodity derivative assets and liabilities required to be measured at fair value on a recurring basis and where they are classified within the hierarchy as of June 30, 2016, and December 31, 2015 (in thousands):

	Level 2	
	June 30,	December 31,
	2016	2015
<b>Assets</b>		
Derivative instruments, current	\$36,952	\$ 92,431
Derivative instruments, long term	712	3,463
Total assets	\$37,664	\$ 95,894
<b>Liabilities</b>		
Derivative instruments, current	\$855	\$ —
Derivative instruments, long term	4,919	—
Total liabilities	\$5,774	\$ —

## Note 10 — Commitments and Contingencies

CO<sub>2</sub> Take-or-Pay Agreements

Resolute is party to a take-or-pay purchase agreement with Kinder Morgan CO<sub>2</sub> Company L.P., under which Resolute has committed to buy specified volumes of CO<sub>2</sub>. The purchased CO<sub>2</sub> is for use in Resolute's enhanced tertiary recovery projects in Aneth Field. Resolute is obligated to purchase a minimum daily volume of CO<sub>2</sub> or pay for any deficiencies at the price in effect when delivery was to have occurred. The ultimate CO<sub>2</sub> volumes planned for use on the enhanced recovery projects exceed the minimum daily volumes provided in these take-or-pay purchase agreements. Although the Company may incur deficiency payments from time to time, Resolute expects to avoid any payments for deficiencies over the term of the agreement.

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Future minimum CO<sub>2</sub> purchase commitments as of June 30, 2016, under this purchase agreement, based on prices and volumes in effect at June 30, 2016, are as follows (in thousands):

	CO <sub>2</sub> Purchase Year Commitments
2016	4,968
2017	2,741
Total\$	7,709

Cooperative Agreement with Navajo Nation Oil and Gas Company

Resolute is party to a cooperative agreement with Navajo Nation Oil and Gas Company (“NNOGC”) related to the Aneth Field Properties (the “Cooperative Agreement”). Pursuant to the Cooperative Agreement, NNOGC holds an option to purchase an additional 10% of Resolute’s interest in the Aneth Field Properties. The option is exercisable in July 2017 at the then-current fair market value of such interest at that time.

Note 11 — Subsequent Events

Divestiture of Midstream Assets in the Delaware Basin

On July 7, 2016, Resolute Natural Resources Southwest, LLC (“Resolute Southwest”), a wholly owned subsidiary of Resolute, entered into a definitive Purchase and Sale Agreement (the “Mustang Agreement”) with Caprock Permian Processing LLC and Caprock Field Services LLC, as buyers (collectively, “Caprock”) pursuant to which Resolute Southwest and an existing minority interest holder (collectively, the “Sellers”) agreed to sell certain gas gathering and produced water handling and disposal systems owned by them in the Mustang project area in Reeves County, Texas for a cash payment of \$35 million, plus certain earn-out payments described below.

On July 7, 2016, Resolute Southwest also entered into a definitive Purchase and Sale Agreement (the “Appaloosa Agreement”) with Caprock, pursuant to which Resolute Southwest agreed to sell certain gas gathering and produced water handling and disposal systems owned by Resolute Southwest in the Appaloosa project area in Reeves County, Texas for a cash payment of \$15 million, plus certain earn-out payments described below.

On July 7, 2016, in connection with the Appaloosa Agreement and the Mustang Agreement, Resolute Southwest also entered into a definitive Earn-out Agreement (the “Earn-out Agreement”), pursuant to which Resolute Southwest will be entitled to receive certain earn-out payments based on drilling and completion activity in the Appaloosa and Mustang areas through 2020 that will deliver gas and produced water into the system. Earn-out payments for each qualifying well will vary depending on the lateral length of the well and the year in which the well is drilled and completed. Aggregate earn-out payments for all wells drilled and completed in the Appaloosa and Mustang areas over the term of the Earn-out Agreement are capped at \$60 million (gross). Earn-out payments for Appaloosa area wells will be paid entirely to Resolute Southwest and payments for Mustang area wells will be allocated 60% to Resolute Southwest and 40% to its partner.

On August 1, 2016, Resolute Southwest closed the transactions contemplated by the Mustang Agreement and the Appaloosa Agreement. Resolute Southwest received aggregate consideration of approximately \$36 million (including earn-out payments earned as of the closing), of which approximately \$2 million was placed in an escrow account for a period of time to secure Resolute’s indemnity obligations under the Mustang Agreement and the Appaloosa Agreement.

The net proceeds of the midstream sale were used to repay amounts outstanding under the Company’s Revolving Credit Facility and for general corporate purposes.

In connection with the closing of the transactions contemplated by the Appaloosa Agreement and the Mustang Agreement, Resolute Southwest entered into 15 year commercial agreements with Caprock for gas gathering services and water handling and disposal services for all current and future gas and water produced by Resolute Southwest and its partner in the Mustang and Appaloosa areas in exchange for customary fees based on the volume of gas and water produced and delivered. Resolute Southwest and its partner have agreed to dedicate and deliver all gas and water produced from their acreage within the Mustang and Appaloosa areas to Caprock for gathering, compression and disposal services for a term of fifteen years.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Annual Report on Form 10-K for the year ended December 31, 2015, as well as the accompanying financial statements and the related notes contained elsewhere in this report. References to "Resolute," "the Company," "we," "ours," and "us" refer to Resolute Energy Corporation and its subsidiaries.

### Overview

We are a publicly traded, independent oil and gas company engaged in the exploitation, development, exploration for and acquisition of oil and gas properties. Our operating assets are comprised primarily of properties in Aneth Field located in the Paradox Basin in southeast Utah (the "Aneth Field Properties" or "Aneth Field") and the Permian Basin in west Texas and southeast New Mexico (the "Permian Basin Properties"). Our primary operational focus for 2016 is on the horizontal development of our Delaware Basin Wolfcamp resource base in Reeves County, Texas, while continuing to focus on controlling our costs and preserving our liquidity in the current depressed commodity price environment. Over the longer term, we will focus on increasing reserves and production from these properties while improving efficiency and optimizing operating costs. We plan to expand our reserve base production through an organic growth strategy focused on the expansion of tertiary oil recovery in Aneth Field, the exploitation and development of oil-prone acreage, particularly in our Permian Basin Properties, through carefully targeted exploration activities in our properties, and through opportunistic acquisitions.

During 2015 oil sales comprised approximately 89% of revenue, and our December 31, 2015 estimated net proved reserves were approximately 33.1 million barrels of oil equivalent ("MMBoe"), of which approximately 84% and 76% were proved developed reserves and proved developed producing reserves ("PDP"), respectively. Approximately 87% of our estimated net proved reserves were oil and approximately 93% were oil and natural gas liquids ("NGL"). The December 31, 2015, pre-tax present value discounted at 10% ("PV-10") of our net proved reserves and the standardized measure of our estimated net proved reserves were \$199 million.

Pursuant to full cost accounting rules, we perform ceiling tests each quarter on our proved oil and gas assets. We recorded non-cash impairments of the carrying value of our proved oil and gas properties of \$120 million, \$220 million, \$210 million, \$198 million, \$77 million and \$58 million at December 31, 2014, March 31, 2015, June 30, 2015, September 30, 2015, December 31, 2015 and March 31, 2016, respectively, as a result of the ceiling test limitation. No impairment was recorded at June 30, 2016. However, if in future periods a negative impact continues on one or more of the components of the calculation, including market prices of oil and gas (based on a trailing twelve-month unweighted average of the oil and gas prices in effect on the first day of each month), differentials from posted prices, future drilling and capital plans, operating costs or expected production, the Company may incur further full cost ceiling impairment related to its oil and gas properties in such periods.

In 2015 we adopted and implemented an operating and financial plan intended to hold production essentially flat while we conserved capital and focused on reducing operating and overhead costs across the business. We accomplished our production goals for the year and we significantly reduced our lease operating and general and administrative expenses from historical levels. Additionally, in order to reduce leverage and enhance liquidity, we identified specific assets which management felt it would be prudent to divest. This program included the divestiture of assets in Howard, Martin, Midland and Ector counties, Texas, as well as Campbell County, Wyoming, for total proceeds of nearly \$275 million. All of these proceeds were used to reduce outstanding indebtedness. The Company's success in both our operational and strategic initiatives in 2015 gave us the flexibility to increase our original capital budget during the fourth quarter of 2015. In November 2015 our board of directors approved a four well horizontal development drilling program in the Reeves County portion of the Delaware Basin which commenced in November

2015 with the spudding of the first well of this program, a 7,500-foot Wolfcamp A lateral followed by three additional Wolfcamp wells.

For 2016, our Board of Directors approved a capital budget of between \$115 million and \$135 million, primarily focused on continuing horizontal development of our Delaware Basin Wolfcamp resource base in Reeves County, Texas, (our “Reeves County Assets”) where we planned to drill and complete a total of nine wells (inclusive of the four wells above). Capital spending in Aneth Field will be limited to acquisition of CO<sub>2</sub> upgrades in electrical infrastructure and basic field maintenance. The drilling success achieved during the first half of 2016 led us to expand our 2016 drilling program by adding five additional wells (for a total of fourteen wells during 2016). While we will increase the number of gross wells spud in 2016, because of the cost savings that we have achieved, we expect that our total capital budget will remain within our original guidance range. Because these wells will be drilled in the third and fourth quarter, they will not materially contribute to aggregate 2016 production. However, these additional wells will add to our 2016 exit rate and will provide momentum to our 2017 production volumes. This budget reflects our view that 2016 is a window of opportunity for Resolute to make investments in assets that are accretive to net asset value at current prices and to grow proved reserves and production that will benefit the Company as we move through 2016 and into 2017. Our ability to make these

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investments results from the significant progress made by the Company in 2015 in lowering operating costs and improving our liquidity position, our 2016 derivative position, and the success of our Reeves County drilling efforts to date.

We continue to consider and pursue such actions as are necessary to preserve our liquidity and to remain in compliance with the terms and conditions of our Revolving Credit Facility, our Secured Term Loan Facility and the Senior Notes. On August 1, 2016, we closed the sale of our Reeves County midstream assets. This transaction provided approximately \$36 million of net proceeds to Resolute, with \$2 million held in escrow and the remaining proceeds used principally to repay all outstanding Revolving Credit Facility debt. We will also continue to explore other ways to enhance our liquidity, de-lever our balance sheet and increase drilling activity, including potential asset sales and potential joint ventures in the Permian Basin. Such strategic initiatives are considered on an ongoing basis and decisions related thereto will be made if the terms are determined to be advantageous to us.

We expect to outspend our cash flows from operations during 2016. However, a further deterioration of commodity prices could negatively affect our results of operations, financial condition and future development plans. We may decrease our 2016 capital forecast during the year as a result of, among other things, a significant decline in commodity prices, drilling results, cost increases, or unfavorable changes in our borrowing capacity.

Our Revolving Credit Facility, Secured Term Loan Facility and Senior Notes include customary terms and covenants that place limitations on certain types of activities and require satisfaction of certain financial tests. We were in compliance with all material terms and covenants of the Revolving Credit Facility, Secured Term Loan Facility and Senior Notes at June 30, 2016.

Our management uses a variety of financial and operational measurements to analyze our operating performance, including but not limited to, production levels, pricing and cost trends, reserve trends, operating and general and administrative expenses, operating cash flow and Adjusted EBITDA. The analysis of these measurements should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Annual Report on Form 10-K for the year ended December 31, 2015.

#### Aneth Field Properties

Our largest asset, constituting 77% of our net proved reserves as of December 31, 2015, is our ownership of working interests in Aneth Field, a mature, long-lived oil producing field, most of which is located on the Navajo Reservation in southeast Utah. We own a majority of the working interests in, and are the operator of, three federal production units which constitute the Aneth Field Properties. These are the Aneth Unit, the McElmo Creek Unit and the Rutherford Unit, in which we own working interests of 62%, 67.5% and 59%, respectively, at June 30, 2016. The crude oil produced from the Aneth Field Properties is generally characterized as light, sweet crude oil that historically has been highly desired as a refinery blending feedstock. We believe that significantly more oil can be recovered from our Aneth Field Properties through industry standard secondary and tertiary recovery techniques.

The field is connected by pipeline to a refinery located near Gallup, New Mexico that is owned and operated by Western Refining Southwest, Inc., a subsidiary of Western Refining Inc. ("Western"). Western currently purchases all of the oil production of Resolute and NNOGC from Aneth Field under a purchase agreement initially entered into in July 2014. On December 31, 2014, the Company entered into an amendment to the agreement which provided for Resolute to receive a price equal to the NYMEX oil price minus a differential of \$8.00 per barrel of oil. The amendment also extended the term of the agreement until March 31, 2015 and provided that the term would continue thereafter on a month-to-month basis until terminated by a party with ninety days prior notice. On December 8, 2015, the Company entered into a second amendment to the agreement which provided for a reduction of the differential to \$7.50 per barrel of oil. On May 9, 2016, the Company entered into a third amendment to the agreement which provides that



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Resolute and NNOGC will receive a price equal to NYMEX oil price minus a differential of \$7.50 per barrel of oil for the first 6,000 barrels of oil purchased per day and a differential of \$5.50 for amounts in excess of 6,000 barrels per day, with such pricing effective on May 1, 2016. If, for any reason, Western is unable to process our oil, there is alternative access to markets through rail and truck facilities or through the FERC-regulated Texas-New Mexico pipeline owned by Western. Furthermore, oil can be trucked to refineries or oil pipelines in Southern New Mexico, west Texas or Salt Lake City, Utah.

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## Permian Basin Properties

Our Permian Basin Properties, constituting 23% of net proved reserves as of December 31, 2015, are located in the Permian Basin of Texas and southeast New Mexico. Our position is divided between two principal project areas: the Delaware Basin project area in Reeves County and the Northwest Shelf project area located in the Denton, Gladiola and Knowles fields in the Northwest Shelf area in Lea County, New Mexico. Our project area located in the Delaware Basin portion of the Permian Basin, in Reeves County, targets the Wolfcamp formation. We believe that growth potential exists from more than 320 gross prospective wells targeting Upper Wolfcamp A and Wolfcamp B formations based on 80-acre spacing and Lower Wolfcamp A on 160-acre spacing. Significant additional opportunity exists from reduced spacing as well as additional subzones. Our other project area, in the Northwest Shelf in Lea County, New Mexico, is centered on conventional production in Denton and Gladiola fields where we are focused on improving field-level economics through production enhancements and operating cost reductions. We believe that growth potential and upside may exist in these properties from activities such as deepening existing wells and infill drilling from 40-acre to 20-acre spacing.

During the six-month period ended June 30, 2016, we completed 7 gross (4.2 net) wells and had 2 gross (1.7 net) wells awaiting completion operations at quarter end (all of which are located in the Delaware Basin). Furthermore, as of June 30, 2016, we were in the process of drilling 1 gross (0.9 net) well also located in the Delaware Basin.

In August 2016, we sold certain midstream asset interests in the Delaware Basin. See Note 3 of the Notes to Condensed Consolidated Financial Statements for additional information.

In December 2015, we sold our Gardendale interests in the Midland Basin for approximately \$172 million. The sale was consummated on December 22, 2015, with an effective date of September 1, 2015.

In May 2015, we sold our Howard and Martin County properties in the Permian Basin for approximately \$42 million. The sale was consummated on May 1, 2015, with an effective date of March 1, 2015.

## Divestiture of Wyoming Properties

In October 2015, we sold our Hilight Field interests in Powder River Basin for approximately \$55 million. The sale was consummated on October 6, 2015, with an effective date of July 1, 2015.

## Factors That Significantly Affect Our Financial Results

Revenue, cash flow from operations and future growth depend on many factors beyond our control, such as oil prices, cost of services and supplies, economic, political and regulatory developments and competition from other sources of energy. Historical oil prices have been volatile and are expected to fluctuate widely in the future. Sustained periods of low prices for oil could materially and adversely affect our financial position, our results of operations, the quantities of oil and gas that we can economically produce, and our ability to obtain capital.

Like all businesses engaged in the exploration for and production of oil and gas, we face the challenge of natural production declines. As initial reservoir pressures are depleted, oil and gas production from a given well decreases. Thus, an oil and gas exploration and production company depletes part of its asset base with each unit of oil or gas it produces. We attempt to overcome this natural decline by developing existing properties, implementing secondary and tertiary recovery techniques and by acquiring more reserves than we produce. Our future growth will depend on our ability to enhance production levels from existing reserves and to continue to add reserves in excess of production through exploration, development and acquisition. We will maintain our focus on costs necessary to produce our reserves as well as the costs necessary to add reserves through production enhancement, drilling and acquisitions. Our ability to make capital expenditures to increase production from existing reserves and to acquire more reserves is dependent on availability of capital resources, and can be limited by many factors, including the ability to obtain

capital in a cost-effective manner and to obtain permits and regulatory approvals in a timely manner.

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Updated 2016 Guidance

In response to the results achieved in operations and drilling and completions activities and cost control efforts during the first six months of 2016, the following table summarizes updated current financial and operational estimates for 2016 for production and lease operating expenses.

Projected 2016 production	
Annual Mboe	4,246 - 4,904
Boe per day	11,600 - 13,400
Projected 2016 costs	
Lease operating expense (\$ million) <sup>(1)</sup>	\$60 - \$70

<sup>(1)</sup> Excludes non-cash items

All other elements of our 2016 guidance remain unchanged.

Results of Operations

For the purposes of management's discussion and analysis of the results of operations, management has analyzed the operational results for the three and six months ended June 30, 2016, in comparison to results for the three and six months ended June 30, 2015.

The following table presents our sales volumes, revenues and operating expenses, and sets forth our sales prices, costs and expenses on a barrel of oil equivalent ("Boe") basis for the periods indicated:

	Three Months Ended		Six Months Ended	
	June 30,	2015	June 30,	2015
	2016		2016	
Net Sales:				
Oil (MBbl)	842	861	1,510	1,738
Gas (MMcf)	877	1,508	1,472	2,955
NGL (MBbl)	91	119	144	216
Total sales (MBoe)	1,080	1,231	1,900	2,446
Average daily sales (Boe/d)	11,865	13,528	10,441	13,514
Average Sales Prices:				
Oil (\$/Bbl)	\$39.75	\$50.54	\$33.95	\$45.96
Gas (\$/Mcf)	1.38	2.27	1.49	2.45
NGL (\$/Bbl)	7.64	12.19	6.41	11.21
Average sales price (\$/Boe, excluding commodity derivative settlements)				
	\$32.78	\$39.31	\$28.62	\$36.60
Operating Expenses (\$/Boe):				
Lease operating	\$14.53	\$15.77	\$15.53	\$16.26
Production and ad valorem taxes	3.93	5.20	3.89	5.02
General and administrative	6.97	6.12	8.68	6.07
General and administrative (excluding non-cash compensation expense)				
	5.74	3.87	6.82	3.78

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Cash-settled incentive awards	1.33	0.28	1.18	0.14
Depletion, depreciation, amortization and accretion	10.06	21.61	11.17	23.92

Quarter Ended June 30, 2016, Compared to the Quarter Ended June 30, 2015

Revenue. Revenue from oil and gas activities decreased by 27% to \$35.4 million during 2016, from \$48.4 million during 2015. Of the \$13.0 million decrease in revenue, approximately \$7.1 million was attributable to decreased commodity pricing (\$32.78 per Boe in 2016 versus \$39.31 per Boe in 2015) and \$5.9 million was due to decreased production. Sales volumes decreased 12% to 1,080 MBoe during 2016 as compared to 1,231 MBoe during 2015. Property sales completed during 2015 accounted for more than 100% of the decrease in production. Pro forma for the 2015 property sales, 2016 production increased 19%.

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Operating Expenses. Lease operating expenses include direct labor, contract services, field office rent, production and ad valorem taxes, vehicle expenses, supervision, transportation, minor maintenance, tools and supplies, workover expenses, utilities and other customary charges. Resolute assesses lease operating expenses in part by monitoring the expenses in relation to production volumes and the number of wells operated.

Lease operating expenses decreased to \$15.7 million during 2016, from \$19.4 million during 2015. The majority of this change was attributable to property sales completed during 2015. On a per-unit basis, lease operating expense decreased 8% to \$14.53 in 2016 compared to \$15.77 in 2015.

Production and ad valorem taxes decreased to \$4.2 million during 2016, as compared to \$6.4 million during 2015 and were less on a per-unit basis, due to decreased oil, gas and NGL sales prices. Production and ad valorem taxes were 12.0% of total revenue in 2016 versus 13.2% of total revenue in 2015.

General and administrative expenses include the costs of employees and executive officers, related benefits, share-based compensation, office leases, professional fees, general corporate overhead and other costs not directly associated with field operations. We monitor our general and administrative expenses carefully, attempting to balance the cash effect of incurring general and administrative costs against the related benefits, with a focus on hiring and retaining highly qualified staff who can add value to our asset base.

General and administrative expenses remained flat at \$7.5 million during 2016, as compared to \$7.5 million during 2015. On a unit-of-production basis, general and administrative expenses increased 14%. Cash-based general and administrative expense increased 30% to \$6.2 million in 2016 from \$4.8 million in 2015. This increase was a result of \$1.0 million in reduced corporate overhead reimbursements due to property sales and \$0.4 million in professional fees related to a terminated potential senior notes exchange.

Cash-settled incentive award expenses increased to \$1.4 million in 2016, as compared to \$0.3 million in 2015. This increase was a result of the grant of time- and performance-based restricted cash awards as well as cash-settled stock appreciation rights under the long-term incentive program. The time-based awards will vest and be expensed ratably over three years. The performance-based awards and the stock appreciation rights will vest ratably over three years but their fair value will be re-measured at each period end over their ten-year life.

Depletion, depreciation, amortization and accretion expenses decreased to \$10.9 million during 2016, as compared to \$26.6 million during 2015. On a per-unit basis, depreciation, amortization and accretion expenses decreased to \$10.06 per Boe in 2016 from \$21.61 per Boe in 2015 due to a decrease in the 2016 amortization base resulting from the \$543 million in ceiling test impairments recorded during the period from April 1, 2015, through March 31, 2016, and reduction in future development costs as a result of lower commodity prices.

Pursuant to full cost accounting rules, we perform ceiling tests each quarter on our proved oil and gas assets. The primary components affecting this calculation are commodity prices, reserve quantities added and produced, overall exploration and development costs and depletion expense. If the net capitalized cost of the Company's oil and gas properties subject to amortization (the "carrying value") exceeds the ceiling limitation, the excess is charged to expense. We recorded a \$210 million non-cash impairment of the carrying value of our proved oil and gas properties at June 30, 2015 as a result of the ceiling test limitation. No impairment was recorded at June 30, 2016. If in future periods a negative impact continues on one or more of the components of the calculation, including market prices of oil and gas (based on a trailing twelve-month unweighted average of the oil and gas prices in effect on the first day of each month), differentials from posted prices, future drilling and capital plans, operating costs or expected production, the Company may incur further full cost ceiling impairment related to its oil and gas properties in such periods.

Other Income (Expense). All of our oil and gas derivative instruments are accounted for under mark-to-market accounting rules, which provide for the fair value of the contracts to be reflected as either an asset or a liability on the balance sheet. The change in the fair value during an accounting period is reflected in the income statement for that period. During 2016 the loss on oil and gas commodity derivatives was \$19.6 million, consisting of \$40.1 million of mark-to-market losses offset by \$20.5 million of derivative settlement gains. During 2015 the loss on oil and gas commodity derivatives was \$21.3 million, consisting of \$39.3 million of mark-to-market losses offset by \$18.0 million of derivative settlement gains.

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Interest expense in 2016 decreased to \$13.0 million from the \$15.9 million recorded in 2015. The \$2.9 million decrease was primarily due to a lower level of borrowings on the Secured Term Loan Facility and Revolving Credit Facility. The components of our interest expense are as follows (in thousands):

	Three Months Ended June 30,	
	2016	2015
8.50% senior notes	\$8,500	\$8,500
Secured term loan facility	3,568	4,878
Revolving credit facility	237	1,346
Amortization of deferred financing costs, senior notes premium and secured term loan facility discount	1,307	1,617
Other, net	9	61
Capitalized interest	(638 )	(548 )
<b>Total interest expense</b>	<b>\$12,983</b>	<b>\$15,854</b>

**Income Tax Benefit (Expense).** There was no income tax benefit or expense recognized during 2016 and 2015 primarily as a result of the valuation allowance that was established in 2015.

### Six Months Ended June 30, 2016, Compared to the Six Months Ended June 30, 2015

**Revenue.** Revenue from oil and gas activities decreased by 39% to \$54.4 million during 2016, from \$89.5 million during 2015. Of the \$35.1 million decrease in revenue, approximately \$20.0 million was due to decreased production and \$15.1 million was attributable to decreased commodity pricing (\$28.62 per Boe in 2016 versus \$36.60 per Boe in 2015). Sales volumes decreased 22% to 1,900 MBoe during 2016 as compared to 2,446 MBoe during 2015. Property sales completed during 2015 accounted for more than 100% of the decrease in production. Pro forma for the 2015 property sales, 2016 production increased 8%.

**Operating Expenses.** Lease operating expenses decreased to \$29.5 million during 2016, from \$39.8 million during 2015. Approximately \$9.3 million of the \$10.3 million decrease was attributable to property sales completed during 2015, while the remainder was due to reduced spending initiatives driven by depressed commodity pricing. On a per-unit basis, lease operating expense decreased 5% to \$15.53 in 2016 compared to \$16.26 in 2015.

**Production and ad valorem taxes** decreased to \$7.4 million during 2016, as compared to \$12.3 million during 2015 and were less on a per-unit basis, due to decreased oil, gas and NGL sales prices. Production and ad valorem taxes were 13.6% of total revenue in 2016 versus 13.7% of total revenue in 2015.

**General and administrative expenses** increased to \$16.5 million during 2016, as compared to \$14.8 million during 2015. The \$1.7 million, or 11%, increase primarily resulted from \$2.0 million in reduced corporate overhead reimbursements due to property sales, \$1.3 million in professional fees related to a terminated potential senior notes exchange, \$0.4 million in increased salaries, wages and burdens, offset by \$2.0 million in decreased share based compensation. On a unit-of-production basis, general and administrative expenses increased 43%. Cash-based general and administrative expense increased 40% to \$13.0 million in 2016 from \$9.2 million in 2015.

**Cash-settled incentive award expenses** increased to \$2.2 million in 2016, as compared to \$0.3 million in 2015. This increase was the result of the grant of time- and performance-based restricted cash awards as well as cash-settled stock appreciation rights under the long-term incentive program. The time-based awards will vest and be expensed ratably over three years. The performance-based awards and the stock appreciation rights will vest ratably over three years but their fair value will be re-measured at each period end over their ten-year life.



Depletion, depreciation, amortization and accretion expenses decreased to \$21.2 million during 2016, as compared to \$58.5 million during 2015. On a per-unit basis, depreciation, amortization and accretion expenses decreased to \$11.17 per Boe in 2016 from \$23.92 per Boe in 2015 due to a decrease in the 2016 amortization base resulting from the \$543 million in ceiling test impairments recorded during the period from April 1, 2015, through March 31, 2016, and reduction in future development costs as a result of lower commodity prices.

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Pursuant to full cost accounting rules, we perform ceiling tests each quarter on our proved oil and gas assets. The primary components affecting this calculation are commodity prices, reserve quantities added and produced, overall exploration and development costs and depletion expense. If the net capitalized cost of the Company's oil and gas properties subject to amortization (the "carrying value") exceeds the ceiling limitation, the excess is charged to expense. We recorded \$58 million and \$430 million non-cash impairments of the carrying value of our proved oil and gas properties at June 30, 2016 and June 30, 2015, respectively, as a result of the ceiling test limitation. The 2016 impairment resulted primarily from lower realized oil prices. If in future periods a negative impact continues on one or more of the components of the calculation, including market prices of oil and gas (based on a trailing twelve-month unweighted average of the oil and gas prices in effect on the first day of each month), differentials from posted prices, future drilling and capital plans, operating costs or expected production, the Company may incur further full cost ceiling impairment related to its oil and gas properties in such periods.

Other Income (Expense). All of our oil and gas derivative instruments are accounted for under mark-to-market accounting rules, which provide for the fair value of the contracts to be reflected as either an asset or a liability on the balance sheet. The change in the fair value during an accounting period is reflected in the income statement for that period. During 2016 the loss on oil and gas commodity derivatives was \$15.7 million, consisting of \$64.0 million of mark-to-market losses offset by \$48.3 million of derivative settlement gains. During 2015 the gain on oil and gas commodity derivatives was \$3.6 million, consisting of \$42.1 million of derivative settlement gains offset by \$38.5 million of mark-to-market losses.

Interest expense in 2016 decreased to \$26.1 million from the \$27.0 million recorded in 2015. The \$0.9 million decrease was primarily due to a lower level of borrowings on the Secured Term Loan Facility and Revolving Credit Facility offset lower capitalized interest due to a decrease in unproved property costs with qualifying exploration activity. The components of our interest expense are as follows (in thousands):

	Six Months Ended	
	June 30,	
	2016	2015
8.50% senior notes	\$17,000	\$17,000
Secured term loan facility	7,135	9,003
Revolving credit facility	383	2,856
Amortization of deferred financing costs, senior notes premium		
and secured term loan facility discount	2,609	3,114
Other, net	8	66
Capitalized interest	(1,077 )	(5,028 )
Total interest expense	\$26,058	\$27,011

Income Tax Benefit (Expense). There was no income tax benefit or expense recognized during 2016, as compared to income tax benefit of \$22.4 million, or 4.6% of the loss before income taxes in 2015. The significant difference in the 2016 effective rate was attributable to the valuation allowance established, in addition to noncash executive compensation that is anticipated to be nondeductible for income tax purposes and to permanent differences related to share-based compensation.

### Liquidity and Capital Resources

Our primary sources of liquidity have been cash generated from operations, amounts available under our Revolving Credit Facility, proceeds from the issuance of debt and equity securities and sales of oil and gas properties. For purposes of Management's Discussion and Analysis of Liquidity and Capital Resources, we have analyzed our cash flows and capital resources for the six months ended June 30, 2016 and 2015.

	Six Months Ended June 30,	
	2016	2015
	(in thousands)	
Cash provided by operating activities	\$23,473	\$40,393
Cash used in investing activities	(62,282)	(11,141)
Cash provided by (used in) financing activities	29,936	(33,275)

Net cash provided by operating activities was \$23.5 million for the first six months of 2016 as compared to \$40.4 million for the 2015 period. The decrease in net cash provided by operating activities in 2016 as compared to 2015 was primarily due to reduced cash flow driven by 2015 property sales and increased general and administrative costs.

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Net cash used in investing activities was \$62.3 million in 2016 compared to \$11.1 million in 2015. The primary investing activity in 2016 was cash used for capital expenditures of \$60.6 million. Capital expenditures in 2016 consisted primarily of \$51.9 million in drilling activities and infrastructure projects in the Permian Basin, \$5.4 million in facility projects in Aneth Field and \$3.3 million in CO<sub>2</sub> acquisition for the Aneth Field. The primary investing activity in 2015 was cash used for capital expenditures of \$50.1 million. Capital expenditures in 2015 consisted primarily of \$7.7 million in compression and facility projects in Aneth Field, \$4.5 million in CO<sub>2</sub> acquisition, \$34.4 million in drilling activities and infrastructure projects in the Permian Basin and \$3.5 million in drilling activities and infrastructure in our Wyoming Properties. Capital divestitures in 2015 included \$40.0 million of proceeds from the sale of the Howard and Martin County properties in the Permian Basin and \$0.6 million of proceeds from the sale of certain properties in the Bakken trend of North Dakota and acreage in Park County, Wyoming and Andrews County, Texas.

Net cash provided by financing activity was \$29.9 million in 2016 compared to \$33.3 million used in financing activities in 2015. The primary financing activity in 2016 was \$30.0 million in net borrowings under the Revolving Credit Facility.

If cash flow from operating activities does not meet expectations, we may reduce our expected level of capital expenditures and/or fund a portion of our capital expenditures using borrowings under our Revolving Credit Facility (if available), issuances of other debt or equity securities or from other sources, such as asset sales. There can be no assurance that needed capital will be available on acceptable terms or at all. Our ability to raise funds through the incurrence of additional indebtedness could be limited by the covenants in our Revolving Credit Facility, Secured Term Loan Facility, or Senior Notes. If we are unable to obtain funds when needed or on acceptable terms, we may not be able to satisfy our obligations under our existing indebtedness, finance the capital expenditures necessary to maintain production or proved reserves or complete acquisitions that may be favorable to us.

Our Revolving Credit Facility and our Secured Term Loan Facility require us to enter into derivative agreements covering a significant portion of our production, as described below under “Revolving Credit Facility.”.

We plan to continue our practice of hedging a significant portion of our production through the use of various commodity derivative transactions. Our existing derivative transactions have not been designated as cash flow hedges, and we anticipate that future transactions will receive similar accounting treatment. Derivative settlements usually occur within five days of the end of the month. As is typical in the oil and gas industry, however, we do not generally receive the proceeds from the sale of our oil production until the 20th day of the month following the month of production. As a result, when commodity prices increase above the fixed price in the derivative contracts, we will be required to pay the derivative counterparty the difference between the fixed price in the derivative contract and the market price before receiving the proceeds from the sale of the hedged production. If this occurs, we may use working capital or borrowings under the Revolving Credit Facility to fund our operations.

### Revolving Credit Facility

Our Revolving Credit Facility is with a syndicate of banks led by Wells Fargo Bank, National Association, as Administrative Agent, and Bank of Montreal, as Syndication Agent with Resolute as the borrower. The Revolving Credit Facility specifies a maximum borrowing base as determined by the lenders in their sole discretion. The

determination of the borrowing base takes into consideration the estimated value of our oil and gas properties in accordance with the lenders' customary practices for oil and gas loans. The borrowing base is re-determined semi-annually, and the amount available for borrowing could be increased or decreased as a result of such redeterminations. Under certain circumstances, either the Company or the lenders may request an interim redetermination. The Revolving Credit Facility matures in March 2018.

The Revolving Credit Facility includes covenants that require, among other things, maintenance of certain ratios, measured on a quarterly basis, as follows: (i) secured debt to EBITDA of no more than 3.5 to 1.0, (ii) PV-10 of total proved reserves to total secured debt of at least 1.5 to 1.0, and (iii) PV-10 of proved developed reserves to total secured debt of at least 1.0 to 1.0. Our Revolving Credit Facility also requires us to enter into derivative agreements covering at least 70% of our anticipated production from proved developed producing properties on a rolling twenty-four month basis, but prohibits us from entering into derivative arrangements for more than (i) 85% of our anticipated production from proved properties in the next two years and (ii) the greater of 75% of our anticipated production from proved properties or 85% of our production from projected proved developed producing properties after such two year period, using economic parameters specified in our Revolving Credit Facility.

In March 2016 the Company completed its spring borrowing base redetermination, and the borrowing base was set at \$105 million. As of June 30, 2016 outstanding borrowings under the Revolving Credit Facility were \$30 million. The borrowing base availability is reduced by \$3.6 million in conjunction with letters of credit issued at June 30, 2016. In August 2016, we used the proceeds from the sale of our Reeves County midstream assets to repay all amounts then outstanding under the Revolving Credit Facility.

To the extent that the borrowing base, as adjusted from time to time, exceeds the outstanding balance, no repayments of principal are required prior to maturity. However, should the borrowing base be set at a level below the outstanding balance, we would be required to eliminate that excess over the 120 days following that determination. The Revolving Credit Facility is guaranteed by all of our subsidiaries and is collateralized by substantially all of the proved oil and gas assets of Resolute Aneth, LLC and Resolute Natural Resources Southwest, LLC, which are wholly-owned subsidiaries of the Company. Each base rate borrowing under the Revolving Credit Facility accrues interest at either (a) the London Interbank Offered Rate, plus a margin which varies from 1.50% to 2.50% or (b) the alternative Base Rate defined as the greater of (i) the Administrative Agent's Prime Rate (ii) the Federal Funds effective Rate plus 0.5% or (iii) an adjusted London Interbank Offered Rate ("LIBOR") plus a margin which ranges from 0.50% to 1.50%. Each such margin is based on the level of utilization under the borrowing base.

The Revolving Credit Facility includes customary terms and covenants that place limitations on certain types of activities, the payment of dividends, and require satisfaction of certain financial tests. We were in compliance with all material terms and covenants of the Revolving Credit Facility at June 30, 2016.

Resolute Energy Corporation, the stand-alone parent entity, has insignificant independent assets and no operations. There are no restrictions on our ability to obtain cash dividends or other distributions of funds from our subsidiaries, except those imposed by applicable law.

#### Secured Term Loan Agreement

On December 30, 2014, we entered into a second lien Secured Term Loan Agreement with Bank of Montreal, as administrative agent, and the lenders party thereto, pursuant to which we borrowed \$150 million. Initial funding of the Secured Term Loan Facility occurred on December 31, 2014 with net proceeds of approximately \$135 million after payment of transaction-related fees, expenses and discounts. Net proceeds were used to repay amounts outstanding under the Revolving Credit Facility. The Secured Term Loan Facility will mature on the date that is six months after the maturity of our existing Revolving Credit Facility, but in no event later than November 1, 2019.

On May 18, 2015, Resolute and certain of its subsidiaries, as guarantors, entered into an Amendment to the Secured Term Loan Agreement and Increased Facility Activation Notice-Incremental Term Loans with Bank of Montreal, as administrative agent, and the lenders party thereto, pursuant to which the Company borrowed an additional \$50 million of Incremental Term Loans under its Secured Term Loan Agreement dated December 30, 2014. Funding of the Incremental Term Loans occurred on May 19, 2015. The Incremental Term Loans have the same terms as the existing second lien borrowings under the Secured Term Loan Agreement, adjusted for the date of the closing. The \$50 million of Incremental Term Loans was placed with the same lenders that participated in the initial \$150 million second lien closing in December 2014. Net proceeds from the Incremental Term Loans, of approximately \$46 million after payment of transaction-related fees, expenses and discounts, were used to repay amounts outstanding under the Revolving Credit Facility.

Obligations under the Secured Term Loan Facility are guaranteed by our subsidiaries and secured by second priority liens on substantially all of our assets that serve as collateral under the Revolving Credit Facility.

Borrowings under the Secured Term Loan Facility will generally bear interest at adjusted LIBOR plus 10%, with a 1% LIBOR floor. The covenants in the Secured Term Loan Facility require, among other things, maintenance of certain ratios, measured on a quarterly basis, as follows: (i) secured debt to EBITDA of no more than 3.5 to 1.0, (ii) PV-10 of total proved reserves to total secured debt of at least 1.5 to 1.0, and (iii) PV-10 of proved developed reserves to total secured debt of at least 1.0 to 1.0. We were in compliance with all material terms and covenants of the Secured Term

Loan Facility at June 30, 2016.

We may prepay all or a portion of the Secured Term Loan Facility at any time. The Secured Term Loan Facility is subject to mandatory prepayments of 75% of the net cash proceeds from asset sales, after any mandatory repayment to first lien debt, subject to a limited right to reinvest proceeds in oil and gas activities and subject to the right of the lenders to waive prepayment. Prepayments made out of proceeds from asset sales are not subject to prepayment premiums. Mandatory repayments are required of 100% of the net cash proceeds of certain debt or equity issuances. Such prepayments are subject to a premium of between 10% declining to 2% during the first 36 months after closing. To the extent not otherwise achieved, aggregate repayments that substantially pay off principal amounts under the second lien facility shall include an additional payment sufficient to ensure that the lenders achieve a 1.25 to 1.0 minimum multiple of their invested capital. During December 2015, the Company retired \$70 million of the amount outstanding under the Secured Term Loan Facility following the sale of our Gardendale properties in Midland Basin on December 22, 2015.

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## Senior Notes

In 2012 we consummated two private placements of senior notes with principal totaling of \$400 million. The Senior Notes are due May 1, 2020, and bear an annual interest rate of 8.50% with the interest on the notes payable semiannually in cash on May and November 1 of each year.

The Senior Notes were issued under an Indenture (the “Indenture”) among the Company and our existing subsidiaries (the “Guarantors”) in a private transaction not subject to the registration requirements of the Securities Act of 1933. In March 2013, the Company registered the Senior Notes with the Securities and Exchange Commission by filing an amendment to the registration statement on Form S-4 enabling holders of the Senior Notes to exchange the privately placed Senior Notes for publically registered Senior Notes with substantially identical terms. The Indenture contains affirmative and negative covenants that, among other things, limit our and the Guarantors’ ability to make investments, incur additional indebtedness or issue preferred stock, create liens, sell assets, enter into agreements that restrict dividends or other payments by restricted subsidiaries, consolidate, merge or transfer all or substantially all of our assets, engage in transactions with our affiliates, pay dividends or make other distributions on capital stock or prepay subordinated indebtedness and create unrestricted subsidiaries. The Indenture also contains customary events of default. Upon occurrence of events of default arising from certain events of bankruptcy or insolvency, the Senior Notes shall become due and payable immediately without any declaration or other act of the trustee or the holders of the Senior Notes. Upon the occurrence of certain other events of default, the trustee or the holders of the Senior Notes may declare all outstanding Senior Notes to be due and payable immediately. We were in compliance with all financial covenants under our Senior Notes as of June 30, 2016.

The Senior Notes are general unsecured senior obligations of the Company and guaranteed on a senior unsecured basis by the Guarantors. The Senior Notes rank equally in right of payment with all existing and future senior indebtedness of the Company, will be subordinated in right of payment to all existing and future senior secured indebtedness of the Guarantors, will rank senior in right of payment to any future subordinated indebtedness of the Company and will be fully and unconditionally guaranteed by the Guarantors on a senior basis.

The Senior Notes are redeemable by us on not less than 30 or more than 60 days prior notice, at redemption prices set forth in the Indenture. If a change of control occurs, each holder of the Senior Notes will have the right to require that we purchase all of such holder’s Senior Notes in an amount equal to 101% of the principal of such Senior Notes, plus accrued and unpaid interest, if any, to the date of the purchase.

As previously disclosed in its Current Report on Form 8-K filed on April 28, 2016, during the month of February 2016, the Company was approached by certain holders of the Senior Notes to engage in discussions with the Company regarding a potential debt exchange, financing or other transaction involving the Senior Notes. The Company and the Noteholders did not reach an agreement on such a transaction and the Company has terminated all discussions with Noteholders regarding any such transaction but may engage in other such discussions in the future.

## Common Stock

In May 2016, Resolute declared a dividend of one preferred share purchase right (a “Right”) for each outstanding share of common stock, par value \$0.0001 per share. The Rights trade with, and are inseparable from, the common stock until such time as they become exercisable on the Distribution Date (described below). The Rights are evidenced only by certificates that represent shares of common stock and not by separate certificates. New Rights will accompany any new shares of common stock we issue after May 27, 2016, until the earlier of the Distribution Date described below and the redemption or expiration of the rights.



Each Right allows its holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock (a “Preferred Share”) for \$4.50, once the Rights become exercisable. Prior to exercise, the Right does not give its holder any dividend, voting or liquidation rights. The Rights will not be exercisable until 10 days after the public announcement that a person or group has become an “Acquiring Person” by obtaining beneficial ownership of 20% or more of our outstanding common stock, or, if earlier, 10 business days (or a later date determined by the Board before any person or group becomes an Acquiring Person) after a person or group begins a tender or exchange offer which, if completed, would result in that person or group becoming an Acquiring Person.

In June 2016, Resolute filed a certificate of amendment to its certificate of incorporation to effect the previously-announced reverse stock split of the Company’s common stock, par value \$0.0001 per share, at a ratio of 1-for-5 (the “Reverse Stock Split”). The certificate of amendment also reduced the number of authorized shares of common stock from 225,000,000 to 45,000,000. The Reverse Stock Split, including the certificate of amendment, was approved by stockholders at the Company’s 2016 annual meeting of stockholders and by the Company’s Board of Directors. As a result, the Company is now in compliance with the \$1.00 per share minimum price requirement of the New York Stock Exchange (the “NYSE”). All historical share amounts disclosed have been retroactively adjusted to reflect the Reverse Stock Split.

Resolute received notification on November 30, 2015, from the NYSE that the Company's market capitalization was below the NYSE's continued listing standard. The Company is considered below criteria established by the NYSE because the Company's average market capitalization fell below \$50 million over a trailing consecutive 30 trading-day period and its last reported stockholders' equity was less than \$50 million. In accordance with NYSE procedures, the Company had 45 days from the receipt of the notice to submit a business plan to the NYSE demonstrating how it intends to regain compliance with the NYSE's continued listing standards within eighteen months. Resolute developed and submitted such a business plan within the required time frame and the NYSE accepted the plan. The Company will be subject to quarterly monitoring for compliance with the business plan and the Company's common stock will continue to trade on the NYSE during the eighteen month period, subject to the Company's compliance with other NYSE continued listing requirements. The NYSE may choose to shorten the usual compliance period if prior to the end of the eighteen months the Company's market capitalization is over \$50 million for two consecutive quarters.

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet financing arrangements other than operating leases and have not guaranteed any debt or commitments of other entities or are party to any options on non-financial assets.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## Commodity Price Risk and Derivative Arrangements

Our major market risk exposure is in the pricing applicable to oil and gas production. Realized pricing on our unhedged volumes of production is primarily driven by the spot market prices applicable to oil production and the prevailing price for gas. Oil and gas prices have been volatile and unpredictable for several years, and we expect this volatility to continue in the future. The prices we receive for unhedged production depend on many factors outside of our control.

We employ derivative instruments such as swaps, puts, calls, collars and other such agreements. The purpose of these instruments is to manage our exposure to commodity price risk in order to provide a measure of stability to our cash flows in an environment of volatile oil and gas prices.

Under the terms of our Revolving Credit Agreement and our Secured Term Loan Agreement the form of derivative instruments to be entered into is at our discretion, but we are required to enter into derivative agreements covering at least 70% of our anticipated production from proved developed producing properties on a rolling twenty four month basis, not to exceed (i) 85% of our anticipated production from proved properties in the next two years and (ii) the greater of 75% of our anticipated production from proved properties or 85% of our anticipated production from proved developed producing properties after such two year period, utilizing economic parameters specified in our credit agreement, including escalated prices and costs.

By removing the price volatility from a significant portion of our oil and gas production, we have mitigated, but not eliminated, the potential effects of volatile prices on cash flow from operations for the periods hedged. While mitigating negative effects of falling commodity prices, certain of these derivative contracts also limit the benefits we would receive from increases in commodity prices. It is our policy to enter into derivative contracts only with counterparties that are major, creditworthy financial institutions deemed by management as competent and competitive market makers. As of June 30, 2016, the fair value of our commodity derivatives was a net asset of \$31.9 million.

The following table represents our commodity swap contracts as of June 30, 2016:

Remaining Term	Oil (NYMEX WTI)			Gas (NYMEX Henry Hub)		
	Day	per Bbl	Fair Value of Asset (Liability) (in thousands)	Day	per MMBtu	Fair Value of Asset (Liability) (in thousands)
Jul – Dec 2016	6,575	\$ 80.11	\$ 36,353	5,100	\$ 2.975	\$ (40 )
Jan – Dec 2017	1,528	\$ 51.10	\$ (586 )	2,008	\$ 2.807	\$ (301 )

The following tables represent our two-way commodity collar contracts as of June 30, 2016:

Oil (NYMEX WTI)				
Remaining Term	Bbl per Day	Weighted	Weighted	Fair Value
		Average Floor Price	Average Ceiling Price	of Asset (Liability)
		per Bbl	per Bbl	(in thousands)
Jul – Dec 2017	1,000	\$ 52.00	\$ 64.00	\$ 712

Gas (NYMEX Henry Hub)				
Remaining Term	MMBtu per Day	Weighted	Weighted	Fair Value
		Average Floor Price	Average Ceiling Price	of Asset (Liability)
		per MMBtu	per MMBtu	(in thousands)
Jul – Dec 2017	3,250	\$ 2.25	\$ 2.64	\$ (335 )

The following table represents our commodity option contract as of June 30, 2016:

Remaining Term	Oil (NYMEX WTI)		Fair Value
	Bbl per Day	Weighted Average Sold Call Price per Bbl	of Asset (Liability) (in thousands)
Jan – Dec 2018	1,100	\$ 50.00	\$ (3,912 )

### Interest Rate Risk

At June 30, 2016, we had \$30 million and \$128.3 million of outstanding debt under the Revolving Credit Facility and Secured Term Loan Facility, respectively. Interest is calculated under the terms of the agreement based principally on a LIBOR spread. A 10% increase in LIBOR would result in an increase less than \$0.1 million in annual interest expense. We do not currently have any derivative arrangements to protect against fluctuations in interest rates applicable to our outstanding indebtedness.

### Credit Risk and Contingent Features in Derivative Instruments

We are exposed to credit risk to the extent of nonperformance by the counterparties in the derivative contracts discussed above. All counterparties are also lenders under our Revolving Credit Facility. For these contracts, we are not required to provide any credit support to our counterparties other than cross collateralization with the properties securing the Revolving Credit Facility. Our derivative contracts are documented with industry standard contracts known as a Schedule to the Master Agreement and International Swaps and Derivative Association, Inc. Master Agreement (“ISDA”). Typical terms for the ISDAs include credit support requirements, cross default provisions, termination events, and set-off provisions. We have set-off provisions with our Revolving Credit Facility lenders that, in the event of counterparty default, allow us to set-off amounts owed under the Revolving Credit Facility or other general obligations against amounts owed for derivative contract liabilities.

ITEM 4. CONTROLS AND PROCEDURES

Our management, with the participation of Nicholas J. Sutton, our Chief Executive Officer, and Theodore Gazulis, our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2016. Based on the evaluation, those officers have concluded that:

- our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and
- our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has not been any change in the Company's internal control over financial reporting that occurred during the quarterly period ended June 30, 2016 that has materially affected, or is reasonably likely to affect, the Company's internal control over financial reporting.

## PART II OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

Resolute is not a party to any material pending legal or governmental proceedings, other than ordinary routine litigation incidental to our business. While the ultimate outcome and impact of any proceeding cannot be predicted with certainty, our management believes that the resolution of any of our pending proceedings will not have a material adverse effect on our financial condition or results of operations.

## ITEM 1A. RISK FACTORS

Information about material risks related to our business, financial condition and results of operations for the quarter ended June 30, 2016 does not materially differ from those set out in Part I, Item 1A of the Annual Report on Form 10-K for the year ended December 31, 2015. These risks are not the only risks facing the Company.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

## Issuer Purchases of Equity Securities

In connection with the vesting of Company restricted common stock under the 2009 Performance Incentive Plan (“Incentive Plan”), we retain shares of common stock at the election of the recipients of such awards in satisfaction of withholding tax obligations. These shares are retired by the Company.

	Total Number of Shares Purchased <sup>(1)(2)</sup>	Average Price Paid Per Share
2016		
March 1 – 31	19,525	\$ 3.05
April 1 – 30	1,377	\$ 2.41
May 1 – 31	58	\$ 3.28
June 1 – 30	221	\$ 2.95

1) All shares purchased in 2016 were to offset tax withholding obligations that occur upon the vesting and delivery of outstanding common stock under the terms of the Incentive Plan.

2) As of June 30, 2016, the maximum number of shares that may yet be purchased would not exceed the employees’ portion of taxes withheld on unvested shares (240,306 shares), unvested stock options (1,122,980 shares), shares yet to be granted under the Incentive Plan (1,029,216 shares) and potential Outperformance Shares (97,561 shares).

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibit

Number Description of Exhibits

- 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (filed herewith)
- 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (filed herewith)
- 32.1 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
- 101 The following materials are filed herewith: (i) XBRL Instance Document, (ii) XBRL Taxonomy Extension Schema Document, (iii) XBRL Taxonomy Extension Calculation Linkbase Document, (iv) XBRL Taxonomy Extension Labels Linkbase Document, (v) XBRL Taxonomy Extension Presentation Linkbase Document, and (vi) XBRL Taxonomy Extension Definition Linkbase Document.

SIGNATURES

Pursuant to the requirements of the Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Signature	Capacity	Date
/s/ Nicholas J. Sutton Nicholas J. Sutton	Chief Executive Officer and Director  (Principal Executive Officer)	August 8, 2016
/s/ Theodore Gazulis Theodore Gazulis	Executive Vice President and  Chief Financial Officer  (Principal Financial Officer)	August 8, 2016