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HALLADOR PETROLEUM CO  
Form 8-K  
January 06, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) January 6, 2006  
(January 5, 2006)

HALLADOR PETROLEUM COMPANY  
(Exact Name of Registrant as specified in Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Colorado  | 0-14731                     | 84-1014610                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>file number) | (IRS Employer<br>Identification No.) |

|   |            |
|---|------------|
| 1660 Lincoln Street, Suite 2700, Denver, Colorado | 80264      |
| (Address of Principal Executive Offices)          | (Zip Code) |

Registrant's telephone number, including area code: 303-839-5504

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 - Other Events

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On Thursday, January 5, 2006, we signed a Letter of Intent to enter into a merger agreement with Sunrise Coal, LLC (Sunrise), an Indiana limited liability limited company. Sunrise is in the coal business and currently operates one coal mine and will be opening a second mine in early 2007. Both mines are located in southern Indiana. If the merger is completed, we will continue our oil and gas operations, but the majority of our revenue will be from coal operations.

The Letter of Intent as executed by both parties is attached hereto as Exhibit 99.1. As stated in the Letter of Intent, we have agreed to pay compensation to our affiliate, COALition Energy, LLC (CELLC), of which we own 29% interest. See our March 31, 2005 Form 10-QSB for additional information concerning our investment in CELLC.

### Item 9.01 - Financial Statements and Exhibits

(a) Not applicable

(b) Not applicable

(c) Exhibits - The following exhibit is filed herewith:

99.1 Letter of Intent dated January 5, 2006 between Hallador Petroleum Company and Sunrise Coal, LLC

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HALLADOR PETROLEUM COMPANY  
(Registrant)

Dated: January 06, 2006

By: /s/Victor P. Stabio  
Chief Executive Officer and President