

Form D

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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D, 81
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

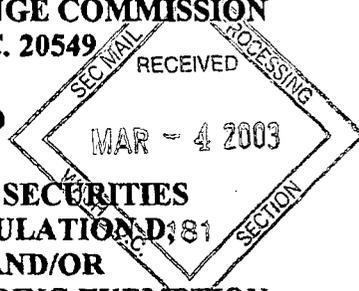


Table with 2 columns: OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

Table with 2 columns: SEC USE ONLY, Prefix, Serial, DATE RECEIVED

PROCESSED

MAR 10 2003

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)
Petrogen Corp., formerly known as "Hadro Resources, Inc."

THOMSON FINANCIAL

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [x] New Filing [ ] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)

Petrogen Corp., formerly known as "Hadro Resources, Inc."

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)

3200 Southwest Freeway, #3300, Houston TX 77027 713.402.6115

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)

(If different from Executive Offices)

Not applicable.

Brief Description of Business

Energy company specializing in development of domestic energy.\*

\*See Attachment A



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## Type of Business Organization

corporation                       limited partnership, already formed                       other (please specify):  
 business trust                       limited partnership, to be formed

Month      Year

Actual or Estimated Date of Incorporation or Organization: [1] 2] 0] 7]       Actual     Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)   

**GENERAL INSTRUCTIONS****Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

SPINDLER, Sacha H.

Business or Residence Address (Number and Street, City, State, Zip Code)

3200 Southwest Freeway, Suite 3300, Houston TX 77027

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

KERRIGAN, L. William

Business or Residence Address (Number and Street, City, State, Zip Code)

3200 Southwest Freeway, Suite 3300, Houston TX 77027

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

ATKINS, Grant R.

Business or Residence Address (Number and Street, City, State, Zip Code)

435 Martin Street, Suite 2000, Blaine WA 98230

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Petrogen International Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

3200 Southwest Freeway, Suite 3300, Houston TX 77027

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Investor Communications International, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

435 Martin Street, Suite 2000, Blaine WA 98230

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No [x] [ ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ \*

3. Does the offering permit joint ownership of a single unit?..... Yes No [x] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Not applicable.

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Table with 2 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows include Debt, Equity, Convertible Securities, Partnership Interests, Other, and Total.

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Table with 2 columns: Number Investors, Aggregate Dollar Amount of Purchases. Rows include Accredited Investors, Non-accredited Investors, and Total.

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

\*See Attachment B

Form D

Type of offering                      Not applicable.  
 Rule 505 .....  
 Regulation A .....  
 Rule 504 .....  
 Total .....

Type of Security	Dollar Amount Sold
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/> \$ n/a
Printing and Engraving Costs .....	<input type="checkbox"/> \$ n/a
Legal Fees .....	<input type="checkbox"/> \$ n/a
Accounting Fees .....	<input type="checkbox"/> \$ n/a
Engineering Fees .....	<input type="checkbox"/> \$ n/a
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ n/a
Other Expenses (identify) .....	<input type="checkbox"/> \$ n/a
Total .....	<input type="checkbox"/> \$ n/a

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ n/a

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
Purchase of real estate .....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
Repayment of indebtedness .....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
Working capital .....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
Other (specify): .....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
.....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a
.....	<input type="checkbox"/> n/a	<input type="checkbox"/> n/a

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Column Totals .....

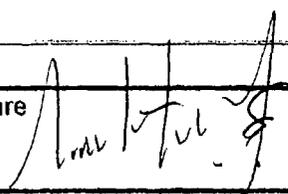
n/a     n/a  
\$ \_\_\_\_\_ \$ \_\_\_\_\_

Total Payments Listed (column totals added) .....

\$ \_\_\_\_\_

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Petrogen Corp.	Signature 	Date 2/24/03
Name of Signer (Print or Type) Sacha H. Spindler	Title of Signer (Print or Type) President/CEO	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Petrogen Corp.	Signature <i>Sacha H. Spindler</i>	Date 2/24/03
Name of Signer (Print or Type) Sacha H. Spindler	Title (Print or Type) President/CEO	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX -NOT APPLICABLE**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									

**ATTACHMENT A TO FORM D  
FOR PETROGEN CORP.**

**A. BASIC IDENTIFICATION DATA**

**Brief Description of Business**

As of the date of this Form D, the Board of Directors of Petrogen Corp., a Nevada corporation and formerly known as "Hadro Resources Inc." (the "Company"), has commenced the closing of the acquisition of Petrogen Inc., a Colorado corporation ("Petrogen"). On October 9, 2002 and effective February 12, 2003, Hadro Resources Inc. (now known as Petrogen Corp.), Petrogen, and the shareholders of Petrogen (the "Petrogen Shareholders") entered into a share exchange agreement (the "Share Exchange Agreement").

On October 9, 2002, the Board of Directors approved and authorized execution of the Share Exchange Agreement. The Board of Directors further authorized and directed the filing with the Securities and Exchange Commission and subsequent distribution to ten or less shareholders of the Company who held of record as of November 30, 2002 at least a majority of the issued and outstanding shares of Common Stock, an Information Statement pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended, for approval of certain corporate actions.

On February 6, 2003, a Written Consent of Shareholders of the Company was executed pursuant to which the shareholders (i) approved the Share Exchange Agreement, related conversion of any loan to equity interest by the Company in Petrogen, and resulting change in control of the Company; (ii) approved an amendment to the Articles of Incorporation of the Company to effectuate a change in the corporate name to "Petrogen Corp."; (iii) approved the sale of substantially all of the assets of the Company; (iv) authorized the Board of Directors of the Company to effectuate a reverse stock split of one-for-twenty of the Company's outstanding Common Stock; (v) approved a stock option plan for key personnel of the Company; and (vi) ratified the election of LaBonte & Co. as independent public accountants for the Company for fiscal year ending December 31, 2002.

Pursuant to the terms of the Share Exchange Agreement, effective February 12, 2003, the Company's name was changed to "Petrogen Corp." and its trading symbol under the OTC Bulletin Board for its shares of Common Stock has been changed to "PTGC".

In accordance with the terms of the Share Exchange Agreement, the Company is an energy company specializing in the development of domestic energy.

**ATTACHMENT B TO FORM D  
FOR PETROGEN CORP.**

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE  
OF PROCEEDS**

Pursuant to the terms of the Share Exchange Agreement, the Company is in the process of acquiring from the Petrogen Shareholders up to one hundred percent (100%) of the issued and outstanding shares of common stock of Petrogen. The terms of the Share Exchange Agreement require the Company to (i) issue up to 7,000,000 post-Reverse Stock Split shares of its restricted Common Stock to the Petrogen Shareholders in proportion to their respective holdings in Petrogen; (ii) grant up to 2,000,000 post-Reverse Stock Split stock options to replace all stock options presently outstanding in Petrogen; (iii) grant up to 167,189 post-Reverse Stock Split common stock purchase warrants to replace all common stock purchase warrants presently outstanding in Petrogen; and (iv) issue 300,000 post-Reverse Stock Split shares of its restricted Common Stock as a finder's fee.

As of the date of this Form D, the Company has issued an aggregate of 7,300,000 shares of its restricted Common Stock. Certain common stock purchase warrants (the "Warrant(s)") aggregating 167,189 have been granted in accordance with the terms and provisions of warrant agreements pursuant to which the holder thereof has the right to convert such Warrant into shares of restricted Common Stock on a one-to-one basis as follows: (i) 7,430 Warrants exercisable at the rate of \$1.20 per share expiring December 20, 2003; (ii) 14,822 Warrants exercisable at the rate of \$0.40 per share expiring October 29, 2004; (iii) 11,857 Warrants exercisable at the rate of \$0.50 per share until June 22, 2003 and thereafter at the rate of \$0.80 per share expiring on June 22, 2004; (iv) 18,972 Warrants exercisable at the rate of \$0.50 per share until August 9, 2003 and thereafter at the rate of \$0.80 per share expiring August 9, 2004; (v) 59,286 Warrants exercisable at the rate of \$0.40 per share expiring November 13, 2004; and (vi) 14,822 Warrants exercisable at the rate of \$0.40 per share expiring November 14, 2004. As of the date of this Form D, 167,189 Warrant have been granted and are outstanding. As granted, the 167,189 common stock purchase warrants may be converted into 167,189 shares of restricted Common Stock.

An aggregate offering price of \$115,202.50 was determined as follows. For purposes of valuation of the shares of Common Stock issued in accordance with the terms of the Share Exchange Agreement, the aggregate offering price of \$7,300.00 was determined as follows: (i) \$7,000.00 for 7,000,000 shares of restricted Common Stock issued at \$0.001 per share; and (ii) \$300.00 for 300,000 shares of restricted Common Stock issued at \$0.001 per share. For purposes of valuation of the Warrants granted, an aggregate offering price of \$107,902.50 was determined as follows: (i) \$56,916.00 for 47,430 Warrants exercisable into 47,430 shares of restricted Common Stock at \$1.20 per share; (ii) \$35,572.00 for 88,930 Warrants exercisable into 88,930 shares of restricted Common Stock at \$0.40 per share; and (iii) \$15,414.50 for 30,829 Warrants exercisable into 30,829 shares of restricted Common Stock at \$0.50 per share.