

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 unless such exemption is predicated on the filing of a federal notice.

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 SEC 1972 (6/02)

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

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



04040637

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

Table with SEC USE ONLY header, Prefix, Serial, DATE RECEIVED

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

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 () Section 4(6)

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.)

TD Kentucky Number 1, L.P.

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

18281 Lemon Drive, Yorba Linda, CA 92886

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

(714) 779-9897

Telephone Number (Including Area Code)

Brief Description of Business

Participation, in a non-operating capacity, in the drilling, completion, and management of oil and gas wells.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year (0 5) (0 3) (X) 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)

C A

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.

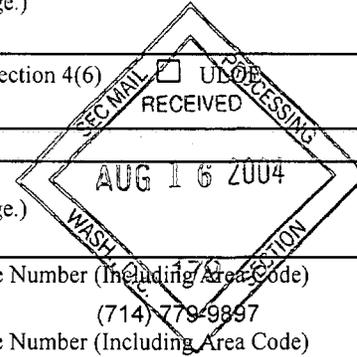
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

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.



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THOMSON FINANCIAL

Handwritten signature

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.

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

Full Name (Last name first, if individual)

TD and Associates, Inc.

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

18281 Lemon Drive, Yorba Linda, CA 92886

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

Full Name (Last name first, if individual)

Timpe, Dennis

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

18281 Lemon Drive, Yorba Linda, CA 92886

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)

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)

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)

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)

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

A. BASIC IDENTIFICATION DATA

FORM D

Issuer: TD Kentucky Number 1, L.P.

General Partners

John E. Austin
763 Holly Oak Dr.
Palo Alto, CA 94303

Kermit Lang
P.O. Box 247
Trabuco Canyon, CA 92678

Douglas M. Cooper
1722 Country Club Ln.
Marshalltown, IA 50158

Randall Quinton
1003 221st Ave., S.E.
Sammamish, WA 98075

A. Robert Cordell
349 Arbor Rd.
Winston-Salem, NC 27104

Leonard Saltzman
2304 Ringling Blvd., #101
Sarasota, FL 34237

Gerald and Muriel Brown, Trustees
The Brown 1998 Living Trust dated 3/20/98
819 Toyon Way
Redwood City, CA 94062

James DiCarlo
P.O. Box 16185
San Francisco, CA 94116

Philip R. and Michele E. Fasel
14115 Camden
Orland Park, IL 60462

Howard D. Henrickson
8303 Lincoln Lake Rd.
Greenville, MI 48838

Alfred Dennis Alleman
619 Summit Ridge Dr.
The Dalles, OR 97058

Charles A. Hickmann
1830 Werner Drive
Alva, FL 33920

Kay Baum
690 Portofino Lane
Foster City, CA 94404

Wm. Terry and Carolyn Fuldner
442 Admiral Court
Destin, FL 32541

Tilman A. Green
4925 Mayfair
Dearborn Heights, MI 48125

Walter Guillory Jr.
11591 E. Via Salida
Yuma, AZ 85367

Duane Anderson
1605 Sandalwood St.
Costa Mesa, CA 92626

Leon B. Jensen
406 E. 1730 N
Orem, UT 84097

David Stuhr
690 Portofino Lane
Foster City, CA 94404

Lellah F. Swank
Sidney K. Swank and J. Muriel
Gentine, POA
Box 565
Gaylord, Kansas 67638

Kurt and Karen Lodes
13852 Sanderstead Road
Santa Ana, CA 92705

Kenneth Mork
3978 Nordica Court
San Jose, CA 95124

Marion Ayler
512 S. Autumn Lane
Pueblo West, CO 81007

Barbara McDonald
722 Hickman Dr.
Millville, DE 19970

Harold Carder, Jr.

Walter Toombs

42 Government Ave.
Valparaiso, FL 32580

Wayne Troyer
1036 Stoeber Av.
Sarasota, FL 34232

Anthony Rakos and Dorothy Rakos, Trustees of the
AD Rakos Trust U/A Dated 7/29/91
1124 Kinsie Court
Napierville, IL 60540

John Martin
618 W. Vermont, Box 204
Osborne, KS 67473

James and Esther Pamel
4693 W. Wickford
Bloomfield Hills, MI 48302

James Palmer
4216 Little Streams Trail
Lambertville, MI 48144

Constance Sheely
8015 Webster
Lambertville, MI 48144

Leon E. Bloch, Jr., Trustee
FBO Leon E. Bloch, Jr. Revocable Trust dated 9/14/87
414 West 58th St.
Kansas City, MO 64113

Sidney Swank
3625 Runnymede
St. Charles, MO 63301

Geoffrey Gogan
99 Kitchell Road
Morristown, NJ 07960

Wayne and Linda Haigh, Trustees of the
Wayne and Linda Haigh 1994 Trust
2620 Rockview Drive
Reno, NV 89509

James West
5981 Hwy 357
Campobello, SC 29322

Alan and Billie Ruth Schlank
4019 N River Street
Arlington, VA 22207

The F. Paul Muller Trust
P.O. Box 383
Louisville, CO 80027

8520 Golf Blvd. #12
Navarre, FL 32566

Joseph Giallombardo
3602 Lawson Road
Glenview, IL 60025

Daniel and Ruth Freund
102 Fawn Ln.
Elgin, IL 60120

Gene Bengé
465 So. Hwy. 27
Somerset, KY 42501

Samuel and Alison Bono
1435 Ivywood Dr.
Okemos, MI 48864

Teresa Palmer
4216 Little Streams Trail
Lambertville, MI 48144

Melanie and Janet Lech
14325 Kerner Dr.
Sterling Heights, MI 48313

Charles H. Schroeder Trust
Charles H. Schroeder Trustee
7216 Larson Avenue
Kansas City, MO 64133

Mark Cundari
106 Lisa Court
Wyckoff, NJ 07481

Wesley and Linda Bonsell
PO Box 16048
Las Cruces, NM 88004

Gary Lee
866 Mountridge Ct.
Las Vegas, NV 89110

Leon Jensen
406 E 1730 N
Orem, UT 84097

Paul Homan
HC 75 Box 36
New Creek, WV 26743

B. INFORMATION ABOUT OFFERING

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....

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

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

\$ 9,750

Yes No

3. Does the offering permit joint ownership of a single unit?.....

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)

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]
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[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.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ 975,000	\$ 798,500
Other (Specify _____)	\$ _____	\$ _____
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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	37	\$ 632,750
Non-accredited Investors	14	\$ 165,750
Total (for filings under Rule 504 only)	_____	\$ _____

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.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 40,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 5,000
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ 45,000

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

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."

\$ 930,000

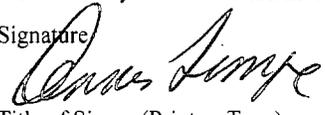
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Drill and complete wells</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>736,200</u>
<hr/>		
<u>Management Fees</u>	<input checked="" type="checkbox"/> \$ <u>193,800</u>	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$ <u>193,800</u>	<input checked="" type="checkbox"/> \$ <u>736,200</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>930,000</u>	

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)
TD Kentucky Number 1, L.P.

Signature


Date
July 28, 2004

Name of Signer (Print or Type)
Dennis Timpe

Title of Signer (Print or Type)
President of TD and Associates, Inc.,
Managing General Partner of Issuer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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)
TD Kentucky Number 1, L.P.

Signature

Title (Print or Type)
President of TD and Associates, Inc.
Managing General Partner of Issuer

Date
July 28, 2004

Name of Signer (Print or Type)
Dennis Timpe

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

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		x	P-ship Interest \$ 19,500	1	\$ 19,500				
AR									
CA	x		P-ship Interest \$ 117,000	8	\$ 107,250	1	\$9,750		
CO		X	P-ship Interest \$ 19,500	2	\$ 19,500				
CT									
DE	X		P-ship Interest \$ 19,500			1	\$ 19,500		
DC									
FL	x		P-ship Interest \$155,000	6	\$ 145,250	1	\$9,750		
GA									
HI									
ID									
IL	x		P-ship Interest \$68,500	3	\$58,500	1	\$9,750		
IN									
IA		x	P-ship Interest \$9,750	1	\$9,750				
KS	X		P-ship Interest \$ 19,500			2	\$ 19,500		
KY		x	P-ship Interest \$ 19,500	1	\$ 19,500				
LA									
ME									
MD									
MA									
MI	x		P-ship Interest \$146,250	3	\$78,000	5	\$68,250		
MN									
MS									
MO		x	P-ship Interest \$ 39,000	3	\$ 39,000				

APPENDIX

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
MT									
NE									
NV		x	P-ship Interest \$ 29,250	2	\$ 29,250				
NH									
NJ	x		P-ship Interest \$ 19,500	1	\$ 9,750	1	\$ 9,750		
NM	X		P-ship Interest \$ 9,750			1	\$ 9,750		
NY									
NC		x	P-ship Interest \$9,750	1	\$9,750				
ND									
OH									
OK									
OR		x	P-ship Interest \$9,750	1	\$9,750				
PA									
RI									
SC	X		P-ship Interest \$ 9,750			1	\$ 9,750		
SD									
TN									
TX									
UT		x	P-ship Interest \$9,750	1	\$9,750				
VT									
VA		x	P-ship Interest \$ 19,500	1	\$ 19,500				
WA		x	P-ship Interest \$9,750	1	\$9,750				
WV		x	P-ship Interest \$ 39,000	1	\$ 39,000				
WI									
WY									
PR									