

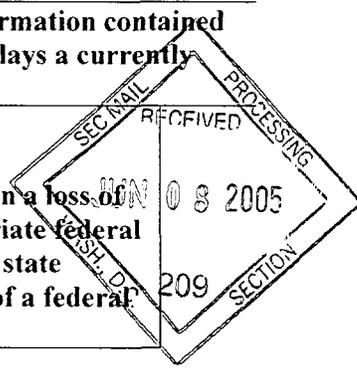
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SEC 1972
(6/02)

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2006
Estimated average burden hours per response.. .16.00

FORM D

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



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

Penneco Drilling Associates 2005-1 - Units of General/Limited Partnership Interests

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

PROCESSED
JUN 13 2005
THOMSON FINANCIAL E

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.)

Penneco Drilling Associates 2005-1

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

6608 Route 22, P.O. Box 300, Delmont, Pennsylvania 15626-0300 (724) 468-8232

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

Brief Description of Business

Oil and gas well drilling and operation.

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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.)

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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? \$12,500*1

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) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

3000 McKnight East Drive, Pittsburgh, Pennsylvania 15237

Name of Associated Broker or Dealer

Allegheny Investments, Ltd.

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]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

14497 North Dale Mabry Hwy, Suite 215, Tampa, Florida 33618

Name of Associated Broker or Dealer

Calton & Associates, Inc.

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]
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

29 Sawyer Road, Waltham, Massachusetts 02453

Name of Associated Broker or Dealer

Commonwealth Financial Network

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.)

*1 The amount of \$12,500 represents 10 Units at \$1,250 each. The Managing General Partner, Penneco Oil Company, Inc., in its discretion may accept a subscription for less.

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

308 Seventh Avenue, Pittsburgh, Pennsylvania 15222

Name of Associated Broker or Dealer

Hefren-Tillotson, Inc.

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]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

511 State Street, Baden, Pennsylvania 15005

Name of Associated Broker or Dealer

Olde Economie Financial Consultants, Ltd.

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]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

One Valmont Plaza, 4th Floor, Omaha, Nebraska 68154

Name of Associated Broker or Dealer

QA3 Financial Corporation

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]

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Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

5900 O Street, 4th Floor, Lincoln, Nebraska 68510

Name of Associated Broker or Dealer

Ameritas Investment Corp.

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]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

4775 Wallingford Street, Pittsburgh, Pennsylvania 15213-1711

Name of Associated Broker or Dealer

Thomas M. Nixon & Associates

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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Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

3500 Parkway Lane, Suite 220, Norcross, Georgia 30092

Name of Associated Broker or Dealer

Triad Advisors

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]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

8620 West 110th Street, Suite 200, Overland Park, Kansas 66210

Name of Associated Broker or Dealer

VSR Financial Services, Inc.

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]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

3333 S. Wadsworth Boulevard, Suite 231, Lakewood, CO 80227

Name of Associated Broker or Dealer

Stephen A. Kohn and Associates, Ltd.

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]

Full Name (Last name first, if individual) N/A [More than five persons to be listed are associated with the broker/dealer identified below.]

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

7425 Mission Valley Road, Suite 203, San Diego, CA 92108

Name of Associated Broker or Dealer

Independent Financial Group

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]

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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	\$ 24,000,000 ^{*2}	\$ 1,941,500 ^{*3}
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 24,000,000^{*2}	\$ 1,941,500^{*3}

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

2. Enter the number of accredited and non-accredited investors who 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	9	\$ 1,941,500 ^{*3}
Non-accredited Investors	0	\$ 0 ^{*3}
Total (for filings under Rule 504 only)	9	\$ 1,941,500^{*3}

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	_____	\$ _____

*2 This amount includes the Units expected to be purchased by the Managing General Partner (Penneco Oil Company, Inc), its affiliates, stockholders, directors, officers and employees.

*3 The aggregate dollar amount of purchases of the units as of June 3, 2005 is \$1,941,500.

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

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"/>	\$ <u>35,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
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"/>	\$ <u>35,000</u>

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.”

\$ 23,965,000

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 (Legal fees for acquisition).....	<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>Drilling and leasing of developmental and deep oil and gas wells, non-operating interests in oil and gas wells</u>	<input checked="" type="checkbox"/>	\$ <u>21,700,000</u>	<input checked="" type="checkbox"/>	\$ <u>2,265,000</u>
Column Totals	<input checked="" type="checkbox"/>	\$ <u>21,700,000</u>	<input checked="" type="checkbox"/>	\$ <u>2,265,000</u>
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ <u>23,965,000</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) PENNECO DRILLING ASSOCIATES 2005-1 by its Managing Partner, Penneco Oil Company, Inc.	Signature 	Date June 7, 2005
Name of Signer (Print or Type) Terrence S. Jacobs	Title of Signer (Print or Type) President of Penneco Oil Company, Inc.	

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