

OMB APPROVAL	
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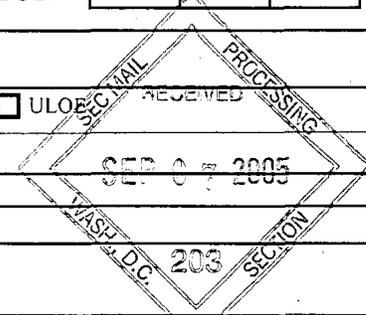
FORM D

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



05066125

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



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

Starr County #1, LLP 2005

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

Type of Filing: 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.)

Starr County #1, LLP 2005

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

2530 Scottsville Road, Suite 12, Bowling Green, KY 42104

Telephone Number (Including Area Code)

(270) 843-0660

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

(if different from Executive Offices)

Same as above

Telephone Number (Including Area Code)

PROCESSED Same as above

Brief Description of Business

Drilling two oil and natural gas wells in Frio E Sands formation

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: 09 05 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: KY)

SEP 13 2005

THOMSON FINANCIAL

SEP 13 2005

THOMSON FINANCIAL

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 the 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 to the notice constitutes a part of this notice and must be completed.

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.

Persons who 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.

Handwritten initials

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)

Investors Energy, LLC

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)

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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
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ 11,040
3. Does the offering permit joint ownership of a single unit?..... Yes No
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)

Malory Investments, Inc.

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

1351 Westwood Blvd, Suite 102, Los Angeles, CA 90024

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	<input checked="" type="checkbox"/>	AR	<input checked="" type="checkbox"/>	CO	CT	DE	DC	<input checked="" type="checkbox"/>	GA	HI	ID
IL	IN	IA	<input checked="" type="checkbox"/>	KY	LA	ME	MD	MA	MI	MN	MS	<input checked="" type="checkbox"/>
MT	NE	<input checked="" type="checkbox"/>	NH	<input checked="" type="checkbox"/>	NM	NY	<input checked="" type="checkbox"/>	ND	OH	OK	<input checked="" type="checkbox"/>	PA
RI	SC	SD	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	UT	VT	VA	WA	WV	<input checked="" type="checkbox"/>	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

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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.)

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item1)		3 Type of security and aggregate offering price offered in State (Part C-Item1)	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		Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ	X		\$55,200	1	\$55,200	0	\$0		X
AR									
CA	X		\$55,200	4	\$55,200	0	\$0		X
CO									
CT									
DE									
DC									
FL	X		\$22,080	3	\$22,080	0	\$0		X
GA									
HI									
ID									
IL									
IN									
IA									
KS	X		\$5,520	0	\$5,520	0	\$0		X
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

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	Yes	No		Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO	X		\$5,520	1	\$5,520	0	\$0		X
MT									
NE									
NV	X		\$16,560	1	\$16,560	0	\$0		X
NH									
NJ	X		\$44,160	2	\$44,160	0	\$0		X
NM									
NY									
NC	X		\$11,040	1	\$11,040	0	\$0		X
ND									
OH									
OK									
OR	X		\$5,520	1	\$5,520	0	\$0		X
PA									
RI									
SC									
SD									
TN	X		\$11,040	1	\$11,040	0	\$0		X
TX	X		\$16,560	2	\$16,560	0	\$0		X
UT									
VT									
VA									
WA									
WV									
WI	X		\$11,040	1	\$11,404	0	\$0		X

APPENDIX

1	2		3	4				5	
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State	Yes	No	Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									