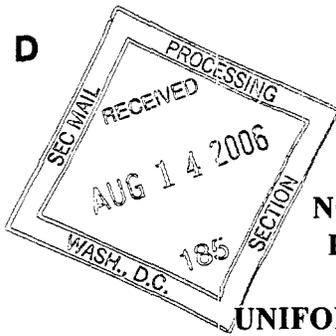


FORM D

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

1372847



OMB APPROVAL
OMB Number: 3235-0076
Expires:
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

SEC USE ONLY
Prefix Serial
DATE RECEIVED

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

Victory Energy Partners 2006 LP

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.)

Victory Energy Partners 2006 LP

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

220 Airport Road, Indiana, PA 15701

Telephone Number (Including Area Code)

724-349-6366

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

Same

Telephone Number (Including Area Code)

Brief Description of Business

Drilling of natural gas wells

PROCESSED

AUG 16 2006

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year 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) PA

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.

SEC 1972 (6-02)

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.

1 of 9

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)

Victory Energy Corporation

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

220 Airport Road, Indiana, PA 15701

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

Full Name (Last name first, if individual)

PLEASE SEE ATTACHED LIST FOR ADDITIONAL GENERAL and/or MANAGING PARTNERS - (2 Pages)

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)

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)

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

Victory Energy Partners 2006 LP – Form D Attachment (2 Pages)

Alphabetical	Non-PA Resident	Address - 1	Address - 2	City	State	Zip Code	Accredited Investor
Alexoff, Randall L. Family Trust	OH	5 Windemere Place		Poland	OH	44514	Yes
Amoni Family Partnership		Josephine Aroni, Gen'l Prtnr	3757 Library Road, Suite 250	Pittsburgh	PA	15234	Yes
Ashbridge, Frank A. & Nancy E.		173 Wyndemere Drive		Johnstown	PA	15904	Yes
Barrett, Randall K.		One Nolte Drive	R. D. #4 Box 4	Kittanning	PA	16201	Yes
Barrett, Verle D.		P. O. Box 478		Dayton	PA	16222	Yes
Bennett, Tilden		200 Glen Abbey Court		Presto	PA	15142	Yes
Berger, Joshua L.		713 Hastings Street		Pittsburgh	PA	15206	Yes
Bethel, Gary R		8 Thomas Jefferson Drive		Irwin	PA	15642	Yes
Blairsville Wilbert Vault Co. Inc.		100 N. E. Lane	P. O. Box 7	Blairsville	PA	15717	Yes
Bonarrigo, Russell & Geraldine		411 Penn Drive		Blairsville	PA	15717	Yes
Bonnett, Ronald C.		350 East 7th Avenue	P. O. Box 270	Tarentum	PA	15084	Yes
Brice, David B.		Box 238 Grant Street		Dayton	PA	16222	Yes
Chauner, Frank B., Rev. Trust	IL	500 Skokie Blvd., Suite 525		Northbrook	IL	60062	Yes
Cippel, David J.		2217 Center Avenue		Ford City	PA	16226	Yes
Cippel, Joseph Jr. & Paula		2120 Park Avenue		Ford City	PA	16226	Yes
Cippel, Joseph & Janet		1220 Lenape Avenue		Ford City	PA	16226	Yes
Cooper, James W.		Unionvale Coal Company	210 East Main Street	Ligonier	PA	15658	Yes
Cooper, Leslie A.	US VI	18L Estate Bovoni 7350 Bovoni, STE C 124	P. O. LBox 6287	St. Thomas	USVI	00802	Yes
Coward, William M.		549 Schoolhouse Road		Johnstown	PA	15904	Yes
Coyne, Thomas H. & Erin H.		3015 State Road		Croydon	PA	19021	Yes
Crisanti, David	NY	225 Lafayette Street, Apt. 5-D		New York	NY	10012	Yes
Crisanti, James		5438 Howe Street		Pittsburgh	PA	15232	Yes
Daniel, R. Michael		1491 Redfern Drive		Pittsburgh	PA	15241	Yes
Delaney, John J.		122 Greenview Drive		Indiana	PA	15701	Yes
Dickey, William E.		385 Barnard Road		Smicksburg	PA	16256	No
Dills, J. DeWayne		195 South Liberty Street		Blairsville	PA	15717	Yes
Donnelly, Michael J.		118 Greenview Drive		Indiana	PA	15701	Yes
Drapczuk, Richard J.	NJ	P. O. Box 3358		Cherry Hill	NJ	8034	No
Eyer, Robert J.		129 Forest Circle		Portage	PA	15946	Yes
Ferringer, Larry & Alice		127 Gallagher Road		Dayton	PA	16222	Yes
Fox, James M.	NJ	383 Park Street		Montclair	NJ	7043	No
Friday, Charles W. & Mary K.	FL	1925 Preble Avenue		Pittsburgh	PA	15233	Yes
Gagetta, John C.		3568 Ridgewood Drive		Pittsburgh	PA	15235	Yes
Gorell, Heather-Trust		7 Whites Woods Trail		Indiana	PA	15701	Yes
Gorell, Sara- Trust		7 Whites Woods Trail		Indiana	PA	15701	Yes
Gorell, Wayne C. & Betty Ann		7 Whites Woods Trail		Indiana	PA	15701	Yes
Gottfredson, Eric & Stacie	TX	191 Chinaberry Way		Coppell	TX	75019	Yes
Gottschalk, Charles A.		604 St. Lawrence Lane		Gibsonia	PA	15044	Yes
Greene, William J		31 Aaron Lane		Indiana	PA	15701	No
Grettler, Rodney D		P. O. Box 1022		Indiana	PA	15701	No
Hagerich, Robert Jr. & Patricia		337 Stoneycreek Street		Johnstown	PA	15901	Yes
Hardy-Maley Family Trust		Robert B. Williams, Trustee	1019 Route 519	Eighty Four	PA	15330	Yes
Hayden Harper Multi-Strategy Fund LP	NC	1818 Lombardy Circle	Attn: Michael Fox	Charlotte	NC	28203	Yes
Horbal, Anthony		1301 Grandview Avenue, Suite 220		Pittsburgh	PA	15211	Yes
Horbal, Apryle		940 Trimont Lane		Pittsburgh	PA	15211	Yes
Hrabik, Martin Jr. Trustee	OH	2905 Creekside Drive		Westlake	OH	44145	Yes
Hughes, William & Lucinda		180 Shadyside Lane		Shelocta	PA	15774	Yes
Jenkins, DanielK		1653 McFarland Road		Pittsburgh	PA	15216	Yes
Kanter, Troy A.	NE	2930 Ridge Line Road		Lincoln	NE	68516	Yes
Karsan, Nooruddin		117 East Laurier PLace		Bryn Mawr	PA	19010	Yes
Kelleher, Amy M.		2295 Preble Avenue	P. O. Box 99997	Pittsburgh	PA	15233	Yes
Kelleher, Dennis D.		2295 Preble Avenue	P. O. Box 99997	Pittsburgh	PA	15233	Yes
Kelleher, Dennis J.		2295 Preble Avenue	P. O. Box 99997	Pittsburgh	PA	15233	Yes
Kelleher, Sarah D.		2295 Preble Avenue	P. O. Box 99997	Pittsburgh	PA	15233	Yes

Victory Energy Partners 2006 LP – Form D Attachment (2 Pages)

Alphabetical	Non-PA Resident	Address - 1	Address - 2	City	State	Zip Code	Accredited Investor
Kinter, Frank C. Jr.		549 Chestnut Street		Indiana	PA	15701	Yes
Kuss, Gregory R.	OH	285 Old County Line Road		Westerville	OH	43081	Yes
Labriola, Michael A.		36 Easton Road		Pittsburgh	PA	15238	Yes
Lary, Andrew	NY	340 East 74th St. Apt. 12-D		New York	NY	10021	Yes
LeDonne, Kenneth		P. O Box 1119		Wexford	PA	15090	Yes
LeDonne, Robert		P. O Box 1119		Wexford	PA	15090	Yes
Levine, Edwin	FL	1417 Lands End Road		Manalapan	FL	33462	Yes
Lockard, Delvin L. & Nancy J.		107 Spruce Street		Marsteller	PA	15760	No
Long, Jim T. Jr.	NC	77 Black Mtn. Lane		Franklin	NC	28734	Yes
Mack, Jonathan B.		57 South 6th Street		Indiana	PA	15701	Yes
Mack, Joseph N.		3512 Fairway Court		Blairsville	PA	15717	Yes
Maher, Jack		373 Moween Road		Saltsburg	PA	15681	Yes
Maliver, Leonard L.		841 Hospital Road, Suite 2400		Indiana	PA	15701	Yes
Marcus, Robert S.		57 South 6th Street		Indiana	PA	15701	Yes
McCabe, Lawrence		2002 Old Orchard Place		Gibsonia	PA	15044	Yes
McCullough, Earl & Susan		360 Little Rock Road		Kittanning	PA	16201	No
Meghji, Mohsin	NY	49 Carriage Road		Roslyn	NY	11576	Yes
Menzies, Elizabeth Miranda	OH	15 W. Hill Lane		Wyoming	OH	45215	Yes
Mohan, Govindaraj & Ramya		5120 White Oak Drive		Indiana	PA	15701	Yes
Murray, Phillip J. & Carol		301 Grant Street 14th Floor		Pittsburgh	PA	15219	No
North, William R. & Sally J.		3004 Sportsman Road		Apollo	PA	15613	Yes
O'Brien, Martin		308 Maple Street		Sewickley	PA	15143	Yes
O'Fallon, Denis & Celia	MD	12123 Merricks Court		Monrovia	MD	21770	Yes
Panzarella, Jay		40th Floor, One Oxford Center		Pittsburgh	PA	15219	Yes
Raborn, Donald & Elsie		70 Merry Ellen's Place		Indiana	PA	15701	Yes
Rempel, Michael		140 Wren Street		Indiana	PA	15701	Yes
Rooney, Patrick	TX	121 Pecan Hollow Drive		Coppell	TX	75019	No
Schaffer, Eric A.		1244 Malvern Avenue		Pittsburgh	PA	15217	Yes
Scott, Craig C. & Susan M.	FL	2332 Troon Court		Sanibel	FL	33957	Yes
Scott, Richard S.		804 West Sutter Road		Glenshaw	PA	15116	Yes
Sellner, Colleen & Patrick		205 Eagle Drive		Ford City	PA	16226	No
Sherry, Paul V. III & Carmella		152 Shadyside Lane		Shelocta	PA	15774	Yes
Shull, Arlene L. Trustee		6011 Boxer Drive		Bethel Park	PA	15102	Yes
Smith, Gordon D. & Marjorie S.		565 Elknud Lane		Johnstown	PA	15905	Yes
Spadafora, William & Candice	SC	27 Middleton Gardens Place		Bluffton	SC	29910	Yes
Sparks, David		700 Zehner Road		Indiana	PA	15701	Yes
Sweeney, Paul M.		150 Wolfe Run Road		Cranberry Twp.	PA	16066	Yes
Tedesco, Anthony M. & Christine M.		3891 Churchview Avenue		Pittsburgh	PA	15236	Yes
Thompson, William D., Jr.		255 Stonehedge Drive		Hollidaysburg	PA	16648	Yes
Tis, Daniel J.		117 Parise Road		Pittsburgh	PA	15221	Yes
Tis, William & Elizabeth		100 Edgecrest Drive		Verona	PA	15147	Yes
Vernal, William M.		109 Brookside Lane		Moon	PA	15108	Yes
Volk, Susan M. Donald F.		625 Westwind Drive		Berwyn	PA	19312	Yes
Weber, Bruce F.	NC	7708 Highlandview Circle		Raleigh	NC	27613	No
Weber, Scott & Karen		148 Hamilton Street		Indiana	PA	15701	No
Wilson, Gregory		841 Hospital Rd., Suite 2700		Indiana	PA	15701	Yes
Wolk, Richard J.		109 Bentley Drive		Pittsburgh	PA	15238	Yes
Zimmerman, Brian & Sara		129 Eastwood Court		Indiana	PA	15701	Yes
Zwilling, Howard		148 Phillips Place		Pittsburgh	PA	15217	Yes

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? \$ 25,000.00
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)
 Thomas M. Nixon & Associates, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
 475 Wallingford Street, Pittsburgh, PA 15213

Name of Associated Broker or Dealer
 Howard B. Zwillinger

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)
 Highland Financial, Ltd

Business or Residence Address (Number and Street, City, State, Zip Code)
 915 Menoher Blvd., Suite A, Johnstown, PA 15905-2800

Name of Associated Broker or Dealer
 Gordon D. Smith

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 the 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	\$ 7,140,000.00	\$ 6,732,000.00
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 7,140,000.00	\$ 6,732,000.00

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	91	\$ 6,350,000.00
Non-accredited Investors	12	\$ 382,000.00
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, in 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		\$ 0.00

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 insurer. 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 checked="" type="checkbox"/>	\$ 1,772.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 8,826.00
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 565,000.00
Other Expenses (identify) <u>State filing fees</u>	<input type="checkbox"/>	\$ 3,785.00
Total	<input type="checkbox"/>	\$ 579,383.00

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.”

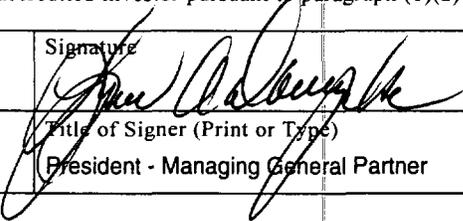
\$ _____

5. Indicate below the amount of the adjusted gross proceed 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"/> \$ 6,732,000.00
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 6,732,000.00
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 6,732,000.00	

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) Victory Energy Partners 2006 LP	Signature 	Date July 31, 2006
Name of Signer (Print or Type) Lynn A. Doverspike	Title of Signer (Print or Type) President - Managing General Partner	

1. “The adjusted gross proceeds to the issuer equals the aggregate offering price of securities included in this offering because all expenses in connection with the issuance and distribution of the securities in this offering are being paid by the managing general partner rather than by the 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

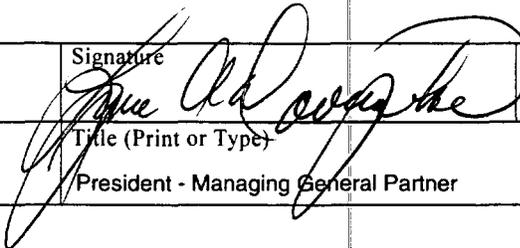
See Appendix, Column 5, for state response.

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)
Victory Energy Partners 2006 LP

Signature



Date

July 31, 2006

Name (Print or Type)
Lynn A. Doverspike

Title (Print or Type)

President - Managing General Partner

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	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	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		X	Gen'l Prtnrshp Int	3	\$250,000.00	0	\$0.00		X
GA									
HI									
ID									
IL		X	Gen'l Prtnrshp Int	1	\$50,000.00	0	\$0.00		X
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	Gen'l Prtnrshp Int	1	\$25,000.00	0	\$0.00		X
MA									
MI									
MN									
MS									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE		x	Gen'l Prtnrshp Int	1	\$50,000.00	0	\$0.00		x
NV									
NH									
NJ		x	Gen'l Prtnrshp Int	0	\$0.00	2	\$75,000.00		x
NM									
NY		x	Gen'l Prtnrshp Int	3	\$250,000.00	0	\$0.00		x
NC		x	Gen'l Prtnrshp Int	2	\$325,000.00	1	\$25,000.00		x
ND									
OH		x	Gen'l Prtnrshp Int	4	\$675,000.00	0	\$0.00		x
OK									
OR									
PA		x	Gen'l Prtnrshp Int	73	\$4,400,000.00	8	\$257,000.00		x
RI									
SC		x	Gen'l Prtnrshp Int	1	\$25,000.00	0	\$0.00		x
SD									
TN									
TX		x	Gen'l Prtnrshp Int	1	\$100,000.00	1	\$25,000.00		x
UT									
VT									
VA									
WA									
WV									
WI									

