

Edgar Filing: Fischer Kirk J - Form SC 13G

Fischer Kirk J  
Form SC 13G  
February 16, 2007

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )\*

PENGE CORP.

-----  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001

-----  
(Title of Class of Securities)

70705P 10 5

-----  
(CUSIP Number)

DECEMBER 31, 2006

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)  
[ ] Rule 13d-1(c)  
[X] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (3-06) 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.

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
KIRK J. FISCHER

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
UNITED STATES

|               |    |                          |           |
|---------------|----|--------------------------|-----------|
| Number of     | 5. | Sole Voting Power        | -0-       |
| Shares Bene-  | 6. | Shared Voting Power      | 4,100,000 |
| ficially      | 7. | Sole Dispositive Power   | -0-       |
| Owned by Each | 8. | Shared Dispositive Power | 4,100,000 |
| Reporting     |    |                          |           |
| Person With:  |    |                          |           |

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
KIRK FISCHER IS THE BENEFICIAL OWNER OF 4,100,000 SHARES OF  
THE COMMON STOCK.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See  
Instructions)

11. Percent of Class Represented by Amount in Row (9) 16.7%

12. Type of Reporting Person (See Instructions) IN

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only). LORI L.  
FISCHER

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

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UNITED STATES

-----  
Number of Shares Beneficially Owned by Each Reporting Person With:  
5. Sole Voting Power -0-  
6. Shared Voting Power 4,100,000  
7. Sole Dispositive Power -0-  
8. Shared Dispositive Power 4,100,000  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
LORI FISCHER IS THE BENEFICIAL OWNER OF 4,100,000 SHARES OF THE COMMON STOCK.
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9) 16.7%
12. Type of Reporting Person (See Instructions) IN

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ITEM 1.

- (a) Name of Issuer: PENGE CORP. (THE "COMPANY")
- (b) Address of Principal Executive Offices: 1501 NORTH FAIRGROUNDS,  
MIDLAND, TX 79705

ITEM 2.

- (a) Name of Persons Filing: KIRK J. FISCHER AND LORI L. FISCHER  
(THE "REPORTING PERSONS")
- (b) Address of Principal Business Office, if none, Residence:  
PRINCIPAL BUSINESS OFFICE OF THE REPORTING PERSONS IS 1501  
NORTH FAIRGROUNDS, MIDLAND, TX 79705
- (c) Citizenship: UNITED STATES
- (d) Title of Class of Securities: COMMON STOCK, PAR VALUE \$0.001  
(THE "COMMON STOCK")
- (e) CUSIP Number: 70705P 10 5

ITEM 3.

This statement is not filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c).

ITEM 4. OWNERSHIP

- (a) Amount Beneficially Owned: AS OF DECEMBER 31, 2006, THE REPORTING

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PERSONS WERE THE BENEFICIAL OWNERS OF 4,100,000 SHARES OF THE COMMON STOCK.

- (b) Percent of Class: 16.7%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: AS OF DECEMBER 31, 2006, NEITHER REPORTING PERSON HAD SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF ANY SHARES OF THE COMMON STOCK.
  - (ii) Shared power to vote or to direct the vote: AS OF DECEMBER 31, 2006, THE REPORTING PERSONS SHARED THE POWER TO VOTE OR TO DIRECT THE VOTE OF 4,100,000 SHARES OF THE COMMON STOCK, OF WHICH 2,100,000 SHARES WERE HELD OF RECORD BY KIRK FISCHER, 1,250,000 SHARES WERE HELD OF RECORD BY LORI FISCHER AND 750,000 SHARES WERE HELD OF RECORD BY THEIR CHILDREN.
  - (iii) Sole power to dispose or to direct the disposition of: AS OF DECEMBER 31, 2006, NEITHER REPORTING PERSON HAD SOLE POWER TO DISPOSE OF OR TO DIRECT THE DISPOSITION OF ANY SHARES OF THE COMMON STOCK.

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- (iv) Shared power to dispose or to direct the disposition of: AS OF DECEMBER 31, 2006, THE REPORTING PERSONS SHARED THE POWER TO DISPOSE OF OR TO DIRECT THE DISPOSITION OF 4,100,000 SHARES OF THE COMMON STOCK, OF WHICH 2,100,000 SHARES WERE HELD OF RECORD BY KIRK FISCHER, 1,250,000 SHARES WERE HELD OF RECORD BY LORI FISCHER AND 750,000 SHARES WERE HELD OF RECORD BY THEIR CHILDREN.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

SEE ITEM 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

NOT APPLICABLE.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE.

ITEM 10. CERTIFICATIONS

NOT APPLICABLE.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: FEBRUARY 12, 2007  
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/s/ KIRK J. FISCHER  
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Kirk J. Fischer

DATED: FEBRUARY 12, 2007  
-----

/s/ LORI L. FISCHER  
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Lori L. Fischer

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INDEX TO EXHIBITS

| Exhibit | Description   |
|---------|---|
| A       | Written agreement relating to the filing of a joint statement by Kirk J. Fischer and Lori L. Fischer as required by Rule 13d-1(k) under the Securities Exchange Act of 1934 |

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EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G of Kirk J. Fischer and Lori L. Fischer relating to the shares of Common Stock of Penge Corp., shall be filed on behalf of each of the undersigned.

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DATED: FEBRUARY 12, 2007  
-----

/s/ KIRK J. FISCHER  
-----

Kirk J. Fischer

DATED: FEBRUARY 12, 2007  
-----

/s/ LORI L. FISCHER  
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Lori L. Fischer

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