

Petroleum
& Resources
Corporation



investing in resources for the future



THE CORPORATION

- a closed-end equity investment company emphasizing natural resources stocks
- objectives: preservation of capital
reasonable income
opportunity for capital gain
- internally-managed
- low expense ratio
- low turnover

STOCK DATA (12/31/05)

NYSE Symbol	PEO
Market Price	\$32.34
52-Week Range	\$25.55 – \$35.40
Discount	8.2%
Shares Outstanding	21,621,072

SUMMARY FINANCIAL INFORMATION

	Year Ended December 31	
	2005	2004
Net asset value per share	\$ 35.24	\$ 28.16
Total net assets	761,913,652	618,887,401
Unrealized appreciation	428,811,345	275,422,891
Net investment income	11,391,783	8,924,453
Total realized gain	26,239,852	18,979,327
Total return (based on market value)	32.3%	14.4%
Total return (based on net asset value)	32.0%	23.3%
Expense ratio	0.59%	0.56%

2005 DIVIDENDS AND DISTRIBUTIONS

Paid	Amount (per share)	Type
March 1, 2005	\$0.06	Long-term capital gain
March 1, 2005	0.02	Short-term capital gain
March 1, 2005	0.05	Investment income
June 1, 2005	0.13	Investment income
September 1, 2005	0.13	Investment income
December 27, 2005	1.00	Long-term capital gain
December 27, 2005	0.14	Short-term capital gain
December 27, 2005	0.25	Investment income
	\$1.78	

2006 ANNUAL MEETING OF STOCKHOLDERS

Location: Gaylord Palms Hotel Resort & Convention Center, Orlando, Florida

Date: March 28, 2006

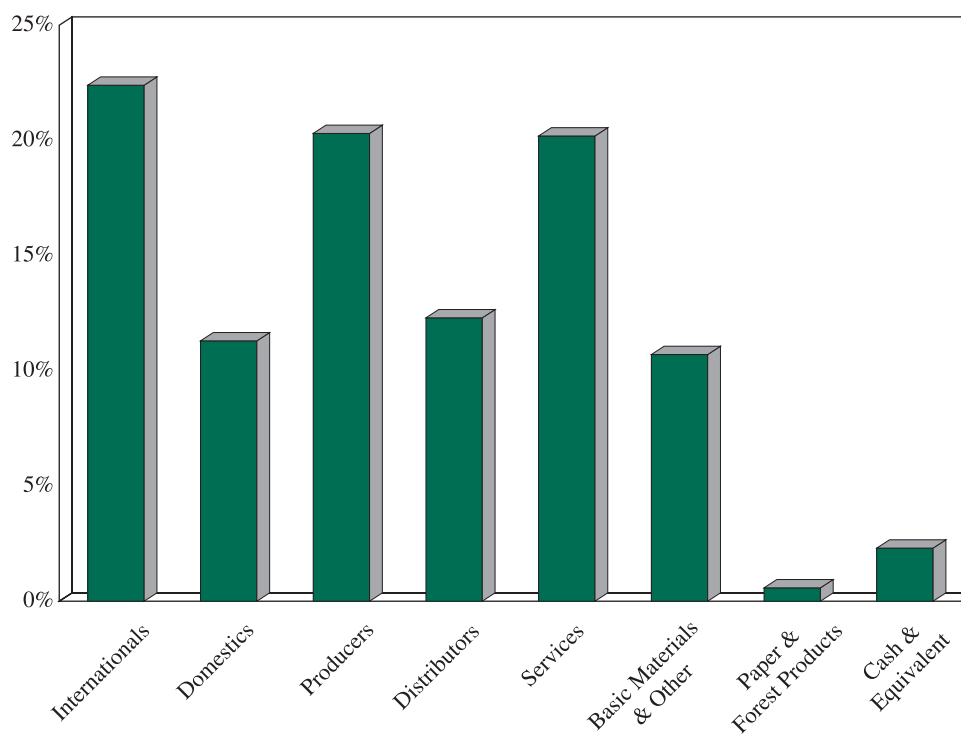
Time: 11:00 a.m.

PORTFOLIO REVIEW

TEN LARGEST PORTFOLIO HOLDINGS (12/31/05)

	<i>Market Value</i>	<i>% of Net Assets</i>
Exxon Mobil Corp.	\$ 64,033,800	8.4
BP plc ADR	38,532,000	5.0
Chevron Corp.	36,048,950	4.7
ConocoPhillips	29,671,800	3.9
Schlumberger Ltd.	27,202,000	3.6
BJ Services Co.	27,135,800	3.6
EOG Resources, Inc.	25,312,650	3.3
Devon Energy Corp.	22,201,700	2.9
Burlington Resources Inc.	21,274,160	2.8
Nabors Industries Ltd.	19,695,000	2.6
Total	<u>\$311,107,860</u>	<u>40.8%</u>

SECTOR WEIGHTINGS (12/31/05)

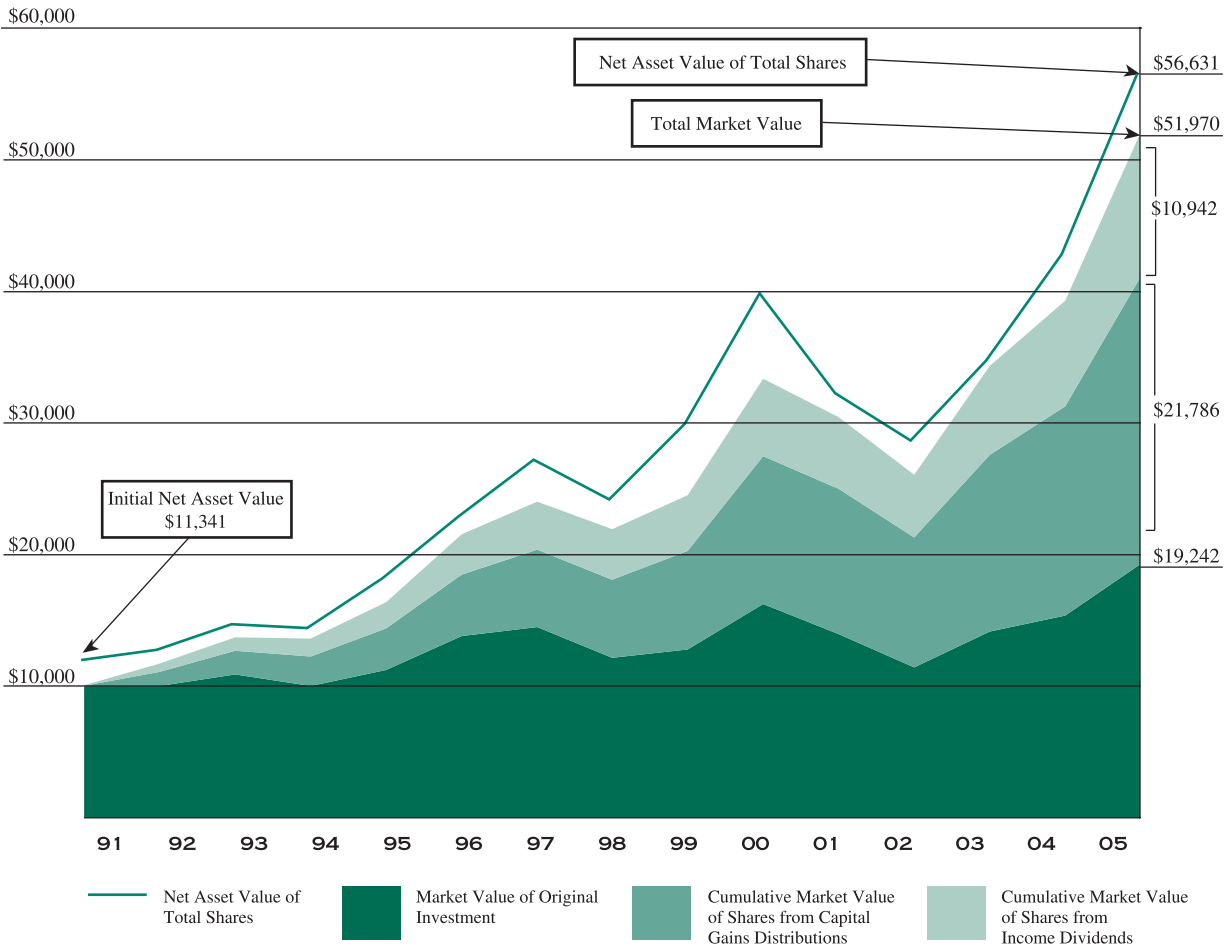


PETROLEUM & RESOURCES CORPORATION

Calendar Years	Market value of original shares	Cumulative market value of capital gains distributions taken in shares	Cumulative market value of income dividends taken in shares	Total market value	Total net asset value
1991	\$10,311	\$ 520	\$ 346	\$11,177	\$12,070
1992	10,014	1,052	648	11,714	12,834
1993	10,906	1,757	1,066	13,729	14,800
1994	10,014	2,219	1,399	13,632	14,494
1995	11,204	3,162	2,035	16,401	18,297
1996	13,786	4,708	3,031	21,525	22,971
1997	14,476	5,888	3,650	24,014	27,281
1998	12,150	5,950	3,546	21,646	24,239
1999	12,793	7,488	4,229	24,510	30,005
2000	16,249	11,248	5,848	33,345	39,914
2001	13,959	11,011	5,481	30,451	32,320
2002	11,412	9,881	4,983	26,276	28,743
2003	14,125	13,468	6,759	34,352	34,815
2004	15,339	15,919	8,031	39,289	42,916
2005	19,242	21,786	10,942	51,970	56,631

ILLUSTRATION OF AN ASSUMED
15 YEAR INVESTMENT OF \$10,000
(unaudited)

Investment income dividends and capital gains distributions are taken in additional shares. This chart covers the years 1991–2005. Fees for the reinvestment of interim dividends are assumed as 2% of the amount reinvested (maximum of \$2.50) and commissions of \$0.05 per share. There is no charge for reinvestment of year-end distributions. No adjustment has been made for any income taxes payable by stockholders on income dividends or on capital gains distributions or the sale of any shares. These results should not be considered representative of the dividend income or capital gain or loss which may be realized in the future.



Over the last several years, the energy sector has posted strong earnings and share price performance. 2005 marked the fourth consecutive year of energy stocks outperforming the Dow Jones Industrial Average and the S&P 500 Index. In this annual report we detail our performance for 2005 and share our current outlook for the energy markets.

THE YEAR IN REVIEW

The early decline in oil and natural gas prices attributed to warm weather and high inventories was short lived. Daily news headlines quickly focused on underinvestment by the industry, supply scarcity and limited new resource potential. While demand growth, especially in China and the United States, drove energy prices in 2004, supply concerns and worldwide capacity drove prices in 2005. In fact, U.S. crude oil and natural gas prices increased an average of 36% and 45%, respectively, while U.S. energy demand was flat. The driver of the higher prices was concern about limited spare capacity, especially within OPEC. The late summer hurricane season greatly compounded the concerns about resource availability. Besides having a devastating impact on many lives, Hurricanes Katrina and Rita inflicted substantial damage to both upstream and downstream U.S. infrastructure, further propelling energy prices higher. Crude prices spiked to over \$69 per barrel and natural gas exceeded \$15 per thousand cubic feet (mcf). Gasoline prices increased with strong demand and topped \$3.00 per gallon temporarily as a result of the hurricanes. As Gulf of Mexico supplies gradually returned to the market, commodity prices retreated to pre-hurricane levels. At year end, crude oil closed at \$61.04 per barrel, compared to \$42.12 at the start of the year, and natural gas closed at \$11.23 per mcf versus \$5.79 at the start of 2005.

Strong energy prices led to a continued increase in onshore and offshore drilling activity during 2005. U.S. land rig utilization increased during the year as the rig count rose 23% to 1,372. The increased activity pushed leading edge day rates (the daily cost to the operator of renting the drilling rig) about 50% higher for U.S. land rigs and led to a near doubling of average day rates for offshore rigs. While oil companies experienced higher costs, drilling service companies benefited from both higher activity and a significant increase in pricing throughout their product lines. In addition, drilling contractors in the Gulf of Mexico benefited from a sharp rise in day rates following the loss of or significant damage to 10 jackup rigs and 5 drilling platforms during Hurricanes Katrina and Rita.

The coal market directly benefited from the significant increase in natural gas prices. Rising natural gas prices led to a continued increase in utilization rates at U.S. coal-fired power plants. A majority of the higher demand for coal was satisfied by production out of the western U.S. As a result of the strong demand and a related increase in environmental compliance costs, the relatively clean-burning coal from the western U.S. more than doubled in price, while eastern coal prices were flat. Material and labor costs partially offset the price improvements.

PERFORMANCE

High earnings and cash flows resulted from robust industry fundamentals and strong capital discipline. Most companies reduced debt, maintained a strong financial position, initiated or expanded share repurchase programs and raised dividends. Petroleum & Resources, as well as the energy indices, significantly outperformed the S&P 500 Index and the Dow Jones Industrial Average. The total return on the Fund's net assets, including income and capital gain distributions for the calendar year, was 32.0%. Comparable figures for the S&P 500 Index and the Dow Jones Industrials were 4.9% and 1.7%, respectively. The Dow Jones Oil & Gas Index returned 32.0%. On a market value basis, Petroleum & Resources' total return was 32.3%.

Stock selection and weightings explain the performance variations between Petroleum & Resources and the indices. The Oil and Gas sector comprises only 9.3% of the S&P 500 and 77.4% of the Petroleum & Resources portfolio. Energy equities in the S&P 500 advanced 31.3% while Petroleum & Resources' energy holdings produced a return of 39.7%. The table below summarizes the weightings and performance of Petroleum & Resources versus the comparable S&P 500 figures.

Sector	S&P Weighting	PEO Weighting	S&P Return	PEO Return
Energy	9.3%	77.4%	31.3%	39.7%
Materials	2.9%	7.9%	4.4%	16.9%
Industrials	11.3%	2.1%	2.2%	-1.5%
Utilities	3.3%	12.6%	16.7%	21.0%

Petroleum & Resources is a conservative equity investment in energy and natural resource companies with a broadly diversified exposure to the energy sector. Comparison against the Dow Jones Oil & Gas Index

(DJOGI) provides an industry-specific measure. Petroleum & Resources' gain on both a net asset value and market basis of 32% matched that of the DJOGI. This performance is exceptional when overlaid on our investment objectives of preservation of capital, generation of reasonable income, and providing the opportunity for capital gain. These objectives are met by stock selection across the energy spectrum. Large integrated oil companies, gas distributors, and utilities provided stability and income while exploration and production as well as oil service companies contributed greater capital appreciation. Petroleum & Resources matched the DJOGI while providing diversification and income. We are diversified in several industries not in the DJOGI, including coal, chemicals, paper, gas distributors, and water utilities. Additionally, we invest in foreign energy securities for diversification and income whereas the DJOGI does not include these equities.

INVESTMENT RESULTS

Net assets of the Corporation on December 31, 2005 were \$761,913,652 or \$35.24 per share on 21,621,072 shares outstanding. This compares with \$618,887,401 or \$28.16 per share on 21,979,676 shares outstanding a year earlier.

Net investment income for 2005 was \$11,391,783 compared to \$8,924,453 for 2004. These earnings are equivalent to \$0.53 and \$0.41 per share, respectively, on the average number of shares outstanding throughout each year. As a result of the reorganization of Precision Drilling Corp. into a trust in 2005, the Corporation received dividend income of \$3,032,857 or \$0.14 per share. This accounts in large measure for the increase in investment income over 2004 and is not expected to recur in 2006. In 2005, our 0.59% expense ratio (expenses to average net assets) was once again at a low level compared to the industry.

Net realized gains amounted to \$26,239,852 during the year, while the unrealized appreciation on investments increased from \$275,422,891 at December 31, 2004 to \$428,811,345 at year end, a 56% increase.

DIVIDENDS AND DISTRIBUTIONS

Total dividends and distributions paid in 2005 were \$1.78 per share compared to \$1.32 in 2004. As announced on November 10, 2005, a year-end distribution consisting of investment income of \$0.25 and capital gains of \$1.14 was made on December 27, 2005, both realized and taxable in 2005. On January 12, 2006, an additional distribution of \$0.13 per share was declared payable March 1, 2006, representing

undistributed net investment income and capital gains earned in 2005, taxable to shareholders in 2006.

OUTLOOK FOR 2006

The first few days of 2006 served as a reminder that oil and gas are commodities and their prices are subject to inventory levels and weather. Natural gas prices peaked at more than \$11.00 per mcf then declined 16% due to warm weather and plentiful supplies. However, even after the correction, natural gas prices are at record high levels due to declining North American production compounded by the severe hurricane season. Four months after the hurricanes, about 26% of Gulf of Mexico oil production and 19% of Gulf of Mexico gas remain shut in, and the impact will linger into 2006. Therefore, we expect natural gas prices to remain at historically high levels but to experience volatility due to weather sensitivity. Gas prices for the year 2006 are expected to average slightly less than the \$8.33 per mcf average for 2005, barring another strong hurricane season.

Likewise, as we move through 2006, the same influences that drove world oil prices in 2005, such as rapid world oil demand growth, low OPEC and non-OPEC spare capacity, and refinery constraints, will continue to affect oil markets. Worldwide energy demand growth is expected to continue, with the strongest gains being experienced in the Asia-Pacific region and the U.S. While production capacity growth will remain limited, new supplies both in OPEC and non-OPEC countries should match demand increases. If demand falls, OPEC appears willing to adjust quotas to maintain the oil price above \$50.00 per barrel. However, geopolitical issues and weather are unknowns and will disrupt the apparent balance when they occur. We see tight oil supply-demand fundamentals persisting throughout the year but do not expect them to worsen. Accordingly, we are anticipating an oil price average of \$50-\$60 per barrel.

Earnings for companies in the energy sector will be strong as commodity prices remain at historically high levels. The rate of gain in earnings will slow as costs increase and revenues reflect lower prices. Large integrated energy companies and oil service firms should do well in this environment. Companies will continue to spend cash flow to generate future production gains, directly benefiting the oil service stocks. As noted earlier, returns for energy stocks have exceeded the overall market returns for several years. Since fundamentals still appear strong, we expect our portfolio to continue to perform well in 2006.

SHARE REPURCHASE PROGRAM

On December 8, 2005, the Board of Directors authorized the repurchase by management of an additional 5% of the outstanding shares of the Corporation over the ensuing year. The repurchase program is subject to the restriction that shares can only be repurchased when the discount of the market price of the shares from the net asset value is 6.5% or greater.

From the beginning of 2006 through January 25, 2006, 35,150 shares have been repurchased at a total cost of \$1,216,967 and a weighted average discount from net asset value of 8.1%.

DIRECTOR CHANGES

There have been a number of changes in the composition of the Board of Directors in the past year, some of which were noted in our quarterly reports. Mr. W. David MacCallan, Chairman of the Corporation for twenty years before retiring in 1991, passed away in August. Mr. Landon Peters passed away earlier in the year and Mr. W. Perry Neff retired. Both had been directors for many years and their advice and guidance are missed. In October, Dr. Susan Schwab was nominated to be Deputy U.S. Trade Representative and confirmed in November, necessitating her

resignation from the Board. Though a director for only five years, Dr. Schwab brought a fresh perspective and broad international experience to the Board that will be difficult to replace. To address these departures, the Board of Directors elected two new directors, Dr. Roger W. Gale and Dr. Craig R. Smith, who joined the Board effective December 1, 2005. Each has broad experience in corporate governance. In addition, Dr. Gale brings to the Board specific knowledge of the energy and utility industries. We welcome them and look forward to their participation in the Board's activities.

The proxy statement for the Annual Meeting of Stockholders to be held in Orlando, Florida on March 28, 2006, is expected to be mailed on or about February 17, 2006.

By order of the Board of Directors,



Douglas G. Ober,

*Chairman, President and
Chief Executive Officer*

January 26, 2006

STATEMENT OF ASSETS AND LIABILITIES

December 31, 2005

Assets

Investments* at value:

Common stocks and convertible securities (cost \$316,230,755)	\$745,022,832	
Short-term investments (cost \$17,168,422)	17,168,422	
Securities lending collateral (cost \$5,809,478)	5,809,478	\$768,000,732

Cash		305,614
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Receivables:

Investment securities sold		9,700
Dividends		771,762

Prepaid pension cost		1,032,479
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Prepaid expenses and other assets		475,986
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<i>Total Assets</i>		770,596,273
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Liabilities

Open written option contracts at value (proceeds \$422,668)		403,400
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Obligations to return securities lending collateral		5,809,478
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Accrued expenses and other liabilities		2,469,743
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<i>Total Liabilities</i>		8,682,621
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Net Assets		\$761,913,652
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Net Assets

Common Stock at par value \$1.00 per share, authorized

50,000,000 shares; issued and outstanding 21,621,072 shares (includes 4,630 restricted shares and restricted stock units for 4,000 shares) (Note 6)	\$ 21,621,072
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Additional capital surplus	309,452,524
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Unearned compensation — restricted stock awards (Note 6)	(152,834)
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Undistributed net investment income	106,632
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Undistributed net realized gain on investments	2,074,913
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Unrealized appreciation on investments	428,811,345
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Net Assets Applicable to Common Stock	\$761,913,652
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Net Asset Value Per Share of Common Stock	\$35.24
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* See schedule of investments on pages 14 through 16.

The accompanying notes are an integral part of the financial statements.

STATEMENT OF OPERATIONS

Year Ended December 31, 2005

Investment Income

Income:

Dividends	\$ 14,338,074
Interest and other income	1,275,182

<i>Total income</i>	15,613,256
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Expenses:

Investment research	1,958,168
Administration and operations	998,311
Directors' fees	309,662
Reports and stockholder communications	230,169
Transfer agent, registrar and custodian expenses	154,527
Auditing and accounting services	88,133
Legal services	84,435
Occupancy and other office expenses	209,850
Travel, telephone and postage	71,955
Other	116,263

<i>Total expenses</i>	4,221,473
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Net Investment Income	11,391,783
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Realized Gain and Change in Unrealized Appreciation on Investments

Net realized gain on security transactions	26,239,852
Change in unrealized appreciation on investments	153,388,454

Net Gain on Investments	179,628,306
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Change in Net Assets Resulting from Operations	\$191,020,089
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The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN NET ASSETS

	For the Year Ended	
	Dec. 31, 2005	Dec. 31, 2004
From Operations:		
Net investment income	\$ 11,391,783	\$ 8,924,453
Net realized gain on investments	26,239,852	18,979,327
Change in unrealized appreciation on investments	153,388,454	90,350,341
<i>Change in net assets resulting from operations</i>	191,020,089	118,254,121
Distributions to Stockholders From:		
Net investment income	(12,030,248)	(9,536,803)
Net realized gain from investment transactions	(25,924,473)	(19,037,472)
<i>Decrease in net assets from distributions</i>	(37,954,721)	(28,574,275)
From Capital Share Transactions:		
Value of shares issued in payment of distributions	14,748,314	9,629,174
Cost of shares purchased (note 4)	(24,891,727)	(3,362,898)
Deferred compensation (notes 4, 6)	104,296	—
<i>Change in net assets from capital share transactions</i>	(10,039,117)	6,266,276
Total Increase in Net Assets	143,026,251	95,946,122
Net Assets:		
Beginning of year	618,887,401	522,941,279
End of year (including undistributed net investment income of \$106,632 and \$746,047, respectively)	\$761,913,652	\$618,887,401

The accompanying notes are an integral part of the financial statements.

1. SIGNIFICANT ACCOUNTING POLICIES

Petroleum & Resources Corporation (the Corporation) is registered under the Investment Company Act of 1940 as a non-diversified investment company. The Corporation's investment objectives as well as the nature and risk of its investment transactions are set forth in the Corporation's registration statement.

Security Valuation — Investments in securities traded on national securities exchanges are valued at the last reported sale price on the day of valuation. Over-the-counter and listed securities for which a sale price is not available are valued at the last quoted bid price. Short-term investments (excluding purchased options) are valued at amortized cost. Purchased and written options are valued at the last quoted asked price.

Security Transactions And Investment Income — Investment transactions are accounted for on the trade date. Gain or loss on sales of securities and options is determined on the basis of identified cost. Dividend income and distributions to shareholders are recognized on the ex-dividend date, and interest income is recognized on the accrual basis.

2. FEDERAL INCOME TAXES

The Corporation's policy is to distribute all of its taxable income to its shareholders in compliance with the requirements of the Internal Revenue Code applicable to regulated investment companies. Therefore, no federal income tax provision is required. For federal income tax purposes, the identified cost of securities at December 31, 2005 was \$339,178,832, and net unrealized appreciation aggregated \$428,821,900, of which the related gross unrealized appreciation and depreciation were \$432,696,292 and \$3,874,392, respectively. As of December 31, 2005, the tax basis of distributable earnings was \$1,156,731 of undistributed ordinary income and \$1,402,776 of undistributed long-term capital gain.

Distributions paid by the Corporation during the year ended December 31, 2005 were classified as ordinary income of \$15,437,432 and capital gain of \$22,517,289. In comparison, distributions paid by the Corporation during the year ended December 31, 2004 were classified as ordinary income of \$9,971,538 and capital gain of \$18,602,737. The distributions are determined in accordance with income tax regulations which may differ from generally accepted accounting principles. Accordingly, periodic reclassifications are made within the Corporation's capital accounts to reflect income and gains available for distribution under income tax regulations.

3. INVESTMENT TRANSACTIONS

The Corporation's investment decisions are made by a committee of management and recommendations to that committee are made by the research staff.

Purchases and sales of portfolio securities, other than options and short-term investments, during the year ended December 31, 2005 were \$68,079,797 and \$72,252,597, respectively. Options may be written (sold) or purchased by the Corporation. The Corporation, as writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option. The risk associated with purchasing an option is limited to the premium originally paid. A schedule of outstanding option contracts as of December 31, 2005 can be found on page 17.

Transactions in written covered call and collateralized put options during the year ended December 31, 2005 were as follows:

	Covered Calls		Collateralized Puts	
	Contracts	Premiums	Contracts	Premiums
Options outstanding, December 31, 2004	1,550	\$ 204,167	1,470	\$ 167,283
Options written	7,570	942,954	4,950	496,306
Options terminated in closing purchase transactions	(1,350)	(187,354)	—	—
Options expired	(2,500)	(261,840)	(5,370)	(533,698)
Options exercised	(3,330)	(405,150)	—	—
Options outstanding, December 31, 2005	1,940	\$ 292,777	1,050	\$ 129,891

4. CAPITAL STOCK

The Corporation has 5,000,000 authorized and unissued preferred shares without par value.

On December 27, 2004, the Corporation issued 380,149 shares of its Common Stock at a price of \$25.33 per share (the average market price on December 13, 2004) to stockholders of record November 23, 2004 who elected to take stock in payment of the distribution from 2004 capital gain and investment income.

On December 27, 2005, the Corporation issued 438,416 shares of its Common Stock at a price of \$33.64 per share (the average market price on December 12, 2005) to stockholders of record November 22, 2005 who elected to take stock in payment of the distribution from 2005 capital gain and investment income.

The Corporation may purchase shares of its Common Stock from time to time at such prices and amounts as the Board of Directors may deem advisable.

Transactions in Common Stock for 2005 and 2004 were as follows:

	Shares		Amount	
	2005	2004	2005	2004
Shares issued in payment of distributions	438,416	380,149	\$ 14,748,314	\$ 9,629,174
Shares purchased (at an average discount from net asset value of 8.1% and 8.0%, respectively)	(806,050)	(137,250)	(24,891,727)	(3,362,898)
Restricted shares/units granted under the equity incentive compensation plan	9,030	—	104,296	—
Net change	(358,604)	242,899	\$(10,039,117)	\$ 6,266,276

5. RETIREMENT PLANS

The Corporation provides retirement benefits for its employees under a non-contributory qualified defined benefit pension plan and a non-contributory non-qualified defined benefit pension plan. The benefits are based on years of service and compensation during the last five years of employment.

The Corporation uses a December 31 measurement date for its plans.

	2005	2004
Change in benefit obligation		
Benefit obligation at beginning of year	\$4,519,368	\$ 3,989,256
Service cost	185,168	137,080
Interest cost	281,088	245,422
Actuarial loss	66,553	270,897
Benefits paid	(104,925)	(123,287)
Benefit obligation at end of year	\$4,947,252	\$ 4,519,368

	2005	2004
Change in plan assets		
Fair value of plan assets at beginning of year	\$3,505,688	\$ 2,749,114
Actual return on plan assets	106,795	243,186
Employer contribution	455,520	636,675
Benefits paid	(104,925)	(123,287)
Fair value of plan assets at end of year	\$3,963,078	\$ 3,505,688

Funded status	\$ (984,174)	\$(1,013,680)
Unrecognized net loss	1,361,416	1,332,884
Unrecognized prior service cost	152,389	178,830
Net amount recognized	\$ 529,631	\$ 498,034

Amounts recognized in the statement of assets and liabilities consist of:

	2005	2004
Prepaid pension cost	\$1,032,479	\$ 985,707
Accrued pension cost	(502,848)	(487,673)
Net amount recognized	\$ 529,631	\$ 498,034

The accumulated benefit obligation for all defined benefit pension plans was \$3,491,069 and \$3,533,866 at December 31, 2005, and 2004, respectively.

	2005	2004
Components of net periodic pension cost		
Service cost	\$ 185,168	\$ 137,080
Interest cost	281,088	245,422
Actual return on plan assets	(106,795)	(243,186)
Amortization of prior service cost	54,913	57,851
Amortization of net loss	180,246	132,729
Deferred asset gain	(173,395)	26,391
Net periodic pension cost	\$ 421,225	\$ 356,287

Assumptions used to determine benefit obligations and costs are:

	2005	2004
Discount rate	5.75%	5.75%
Expected long-term return on plan assets	8.00%	8.00%
Rate of compensation increase	7.00%	7.00%

The assumption for the expected long-term return on plan assets is based on the actual long-term historical returns realized by the plan assets, weighted according to the current asset mix.

The asset allocations at December 31, 2005 and 2004, by asset category, are as follows:

Asset Category	2005	2004
Equity Securities & Equity Mutual Funds	70%	71%
Fixed Income Mutual Funds	29%	25%
Cash	1%	4%

Equity securities include shares of The Adams Express Company, the Corporation's non-controlled affiliate, in the amount of \$203,280 (5% of total plan assets) and \$201,285 (6% of total plan assets) at December 31, 2005 and 2004, respectively.

The primary objective of the Corporation's pension plan is to provide capital appreciation, current income, and preservation of capital through a portfolio of stocks and fixed income securities. The equity portion of the portfolio may range from 50% to 75% of total portfolio assets. The fixed income portion of the portfolio may range from 25% to 50% of total portfolio assets and cash may range from 0% to 25% of total portfolio assets. Subject to these allocation ranges, the portfolio may be invested in any of the following securities: common stocks, preferred stocks, American Depository Receipts, foreign securities, mutual funds, convertible securities, municipal bonds, corporate bonds, U.S. government securities and U.S. government agency securities.

The Corporation's policy is to contribute annually to the plans those amounts that can be deducted for federal income tax purposes, plus additional amounts as the Corporation deems appropriate in order to provide assets sufficient to meet benefits to be paid to plan participants. The Corporation anticipates making contributions of approximately \$430,000 to the plans in 2006.

The following benefit payments, which reflect expected future service, are expected to be paid:

	Pension Benefits
2006	\$ 146,637
2007	144,937
2008	281,720
2009	277,743
2010	313,509
Years 2011-2015	1,615,595

The Corporation also sponsors a defined contribution plan that covers substantially all employees. The Corporation expensed contributions of \$85,570 and \$56,822 for the years ended December 31, 2005 and December 31, 2004, respectively. The Corporation does not provide postretirement medical benefits.

6. STOCK-BASED COMPENSATION

The Stock Option Plan adopted in 1985 ("1985 Plan") permits the issuance of stock options and stock appreciation rights for the purchase of up to 895,522 shares of the Corporation's Common Stock at the fair market value on the date of grant. The exercise price of the options and related stock appreciation rights is reduced by the per share amount of capital gains paid by the Corporation during subsequent years. Options are exercisable beginning not less than one year after the date of grant and stock appreciation rights are exercisable beginning not less than two years after the date of grant. The stock appreciation rights allow the holders to surrender their rights to exercise their options and receive cash or shares in an amount equal to the difference between the option exercise price and the fair market value of the Common Stock at the date of surrender. All options terminate 10 years from the date of grant if not exercised. With the adoption of the 2005 Equity Incentive Compensation Plan at the 2005 Annual Meeting, no further grants will be made under the 1985 Plan, although unexercised awards granted in 2004 and prior years remain outstanding.

A summary of option activity under the 1985 Plan as of December 31, 2005, and changes during the period then ended is presented below:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Life (Years)
Outstanding at January 1, 2005	128,543	\$18.81	
Exercised	(24,546)	15.99	
Forfeited	—	—	
Outstanding at December 31, 2005	103,997	\$18.24	5.07
Exercisable at December 31, 2005	42,823	\$18.37	4.90

The options outstanding as of December 31, 2005 are set forth below:

Exercise price	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)
\$13.00-\$15.49	16,898	\$13.25	2.06
\$15.50-\$17.99	32,301	16.39	4.42
\$18.00-\$20.49	23,057	19.70	6.39
\$20.50-\$23.00	31,741	21.73	6.40
Outstanding at December 31, 2005	103,997	\$18.24	5.07

Compensation cost resulting from stock options and stock appreciation rights granted under the 1985 Plan is based on the intrinsic value of the award, recognized over the award's vesting period, and remeasured at each reporting date through the date of settlement. The total compensation cost recognized for the year ended December 31, 2005 was \$830,097.

The 2005 Equity Incentive Compensation Plan ("2005 Plan") permits the grant of stock options, restricted stock awards and other stock incentives to key employees and all non-employee directors. The 2005 Plan provides for the issuance of up to 872,639 shares of the Corporation's Common Stock. Restricted stock was granted to key employees on April 27, 2005 at fair market value on that date, vesting over a three year period. Restricted stock units were granted to non-employee directors on April 27, 2005 and to new directors on December 1, 2005 at fair market value on grant date and vest over a one year period. The total fair value of units that vested in 2005 was \$12,500 due to the death of a director, which thereby accelerated the vesting schedule. The number of shares of Common Stock which remain available for future grants

under the 2005 Plan at December 31, 2005 is 863,609 shares. The Corporation pays dividends and dividend equivalents on outstanding awards, which are charged to net assets when paid. Dividends and dividend equivalents paid on awards that are later forfeited are reclassified to compensation expense.

A summary of the status of the Corporation's awards granted under the 2005 Plan as of December 31, 2005, and changes during the period then ended, is presented below:

Awards	Shares/ Units	Weighted Average Grant-Date Fair Value
Balance at January 1, 2006	—	—
Granted:		
Restricted stock	4,630	\$28.06
Restricted stock units	4,400	28.62
Vested	(400)	28.06
Forfeited	—	—
Balance at December 31, 2005	8,630	\$28.35

Compensation costs resulting from restricted stock and restricted stock units granted under the 2005 Plan are recognized over the requisite service period based on the fair value of the awards on grant date. Any unearned compensation is subsequently expensed as services are rendered. The fair value of restricted shares is based on the average of the high and low market price on the date an award is granted. The total compensation costs for restricted stock granted to employees for the year ended December 31, 2005 were \$28,884. The total compensation costs for restricted stock units granted to non-employee directors under

the 2005 Plan for the year ended December 31, 2005 were \$75,412. As of December 31, 2005, there were total unrecognized compensation costs of \$152,834 related to nonvested share-based compensation arrangements granted under the 2005 Plan. Those costs are expected to be recognized over a weighted average period of 1.7 years.

7. EXPENSES

The aggregate remuneration paid or accrued during the year ended December 31, 2005 to officers and directors amounted to \$1,504,166, of which \$309,662 was paid as fees to directors who were not officers.

8. PORTFOLIO SECURITIES LOANED

The Corporation makes loans of securities to brokers, secured by cash, U.S. Government securities, or bank letters of credit. The Corporation accounts for securities lending transactions as secured financing and receives compensation in the form of fees or retains a portion of interest on the investment of any cash received as collateral. The Corporation also continues to receive interest or dividends on the securities loaned. The loans are secured at all times by collateral of at least 102% of the fair value of the securities loaned plus accrued interest. At December 31, 2005, the Corporation had securities on loan of \$5,687,500, and held collateral of \$5,809,478, consisting of an investment trust fund which may invest in money market instruments, commercial paper, repurchase agreements, U.S. Treasury Bills, and U.S. agency obligations.

FINANCIAL HIGHLIGHTS

	Year Ended December 31				
	2005	2004	2003	2002	2001
Per Share Operating Performance					
Net asset value, beginning of year	\$28.16	\$24.06	\$20.98	\$24.90	\$32.69
Net investment income	0.53*	0.41	0.38	0.42	0.49
Net realized gains and increase (decrease) in unrealized appreciation	8.29	5.05	3.89	(3.20)	(6.81)
Total from investment operations	8.82	5.46	4.27	(2.78)	(6.32)
Less distributions					
Dividends from net investment income	(0.56)	(0.44)	(0.38)	(0.43)	(0.43)
Distributions from net realized gains	(1.22)	(0.88)	(0.81)	(0.68)	(1.07)
Total distributions	(1.78)	(1.32)	(1.19)	(1.11)	(1.50)
Capital share repurchases	0.10	0.01	0.02	0.01	0.06
Reinvestment of distributions	(0.06)	(0.05)	(0.02)	(0.04)	(0.03)
Total capital share transactions	0.04	(0.04)	0.00	(0.03)	0.03
Net asset value, end of year	\$35.24	\$28.16	\$24.06	\$20.98	\$24.90
Per share market price, end of year	\$32.34	\$25.78	\$23.74	\$19.18	\$23.46

Total Investment Return

Based on market price	32.3%	14.4%	30.8%	(13.7)%	(8.7)%
Based on net asset value	32.0%	23.3%	21.2%	(11.1)%	(19.0)%

Ratios/Supplemental Data

Net assets, end of year (in 000's)	\$761,914	\$618,887	\$522,941	\$451,275	\$526,492
Ratio of expenses to average net assets	0.59%	0.56%	0.74%	0.49%	0.35%
Ratio of net investment income to average net assets	1.61%	1.58%	1.75%	1.84%	1.67%
Portfolio turnover	10.15%	13.44%	10.20%	9.69%	6.74%
Number of shares outstanding at end of year (in 000's)	21,621	21,980	21,737	21,510	21,148

* In 2005 the Fund received dividend income of \$3,032,857, or \$0.14 per share, as a result of Precision Drilling Corp.'s reorganization.

SCHEDULE OF INVESTMENTS

December 31, 2005

	Shares	Value (A)
Stocks and Convertible Securities — 97.8%		
Energy — 86.5%		
<i>Internationals — 22.4%</i>		
BP plc ADR	600,000	\$ 38,532,000
Chevron Corp.	635,000	36,048,950
Exxon Mobil Corp.	1,140,000	64,033,800
Royal Dutch Shell plc ADR	275,000	16,909,750
Total S.A. ADR	120,000	15,168,000
		<u>170,692,500</u>
<i>Domestics — 11.3%</i>		
Alon USA Energy, Inc. (B)	6,000	117,900
Amerada Hess Corp.	65,000	8,243,300
ConocoPhillips	510,000	29,671,800
Holly Corp.	210,000	12,362,700
Kerr-McGee Corp.	107,647	9,780,806
Murphy Oil Corp.	256,400	13,843,036
Valero Energy Corp.	240,000	12,384,000
		<u>86,403,542</u>
<i>Producers — 20.3%</i>		
Apache Corp.	177,000	12,128,040
Burlington Resources Inc.	246,800	21,274,160
Devon Energy Corp.	355,000	22,201,700
EOG Resources, Inc.	345,000	25,312,650
Newfield Exploration Co. (B)	175,000	8,762,250
Noble Energy, Inc.	430,000	17,329,000
Occidental Petroleum Corp.	200,000	15,976,000
Pioneer Natural Resources Co.	250,000	12,817,500
XTO Energy Inc.	435,000	19,113,900
		<u>154,915,200</u>
<i>Distributors — 12.3%</i>		
AGL Resources Inc.	170,000	5,917,700
Duke Energy Corp. (C)	217,624	5,973,779
Energen Corp.	400,000	14,528,000
Equitable Resources, Inc.	450,000	16,510,500
Keyspan Corp.	70,000	2,498,300
MDU Resources Group, Inc.	250,000	8,185,000
National Fuel Gas Co.	200,000	6,238,000
New Jersey Resources Corp.	200,000	8,378,000
Questar Corp.	200,000	15,140,000
Williams Companies, Inc.	450,000	10,426,500
		<u>93,795,779</u>

SCHEDULE OF INVESTMENTS (CONTINUED)

December 31, 2005

	Shares or Units	Value (A)
Services — 20.2%		
Baker Hughes Inc.	130,000	\$ 7,901,400
BJ Services Co.	740,000	27,135,800
GlobalSantaFe Corp.	290,000	13,963,500
Grant Prideco Inc. (B)	308,000	13,588,960
Hercules Offshore, Inc. (B)	126,000	3,579,660
Nabors Industries Ltd. (B)	260,000	19,695,000
Noble Corp.	185,000	13,049,900
Precision Drilling Income Trust Units	300,000	9,870,000
Schlumberger Ltd.	280,000	27,202,000
Weatherford International Ltd. (B)	493,560	17,866,872
		<u>153,853,092</u>
Basic Industries — 11.3%		
Basic Materials & Other — 10.7%		
Air Products and Chemicals, Inc.	125,000	7,398,750
Aqua America, Inc.	394,799	10,778,013
Arch Coal Inc.	200,000	15,900,000
Consol Energy Inc.	178,700	11,647,666
duPont (E.I.) de Nemours and Co.	157,500	6,693,750
General Electric Co.	454,800	15,940,740
Martin Marietta Materials, Inc.	40,000	3,068,800
Rohm & Haas Co.	200,000	9,684,000
		<u>81,111,719</u>
Paper and Forest Products — 0.6%		
Smurfit-Stone Container Corp. (B)	300,000	4,251,000
		<u>4,251,000</u>
Total Stocks and Convertible Securities		
(Cost \$316,230,755) (D)		<u>\$745,022,832</u>

SCHEDULE OF INVESTMENTS (CONTINUED)

December 31, 2005

	Prin. Amt.	Value (A)
Short-Term Investments — 2.2%		
<i>U.S. Government Obligations — 1.0%</i>		
U.S. Treasury Bills, 3.91%, due 2/16/06	\$7,500,000	\$ 7,462,529
<i>Time Deposit — 0.1%</i>		
Wachovia Bank Grand Cayman, 3.30%, due 1/3/06		463,973
<i>Commercial Paper — 1.2%</i>		
American General Finance, Inc., 4.30%, due 1/10/06	4,750,000	4,744,043
General Electric Capital Corp., 4.23-4.26%, due 1/5/06	4,500,000	4,497,877
		<u>9,241,920</u>
Total Short-Term Investments		
(Cost \$17,168,422)		<u>17,168,422</u>
Securities Lending Collateral — 0.8%		
Brown Brothers Investment Trust, 4.23%, due 1/3/06		<u>5,809,478</u>
Total Securities Lending Collateral		
(Cost \$5,809,478)		<u>5,809,478</u>
Total Investments — 100.8%		
(Cost \$339,208,655)		768,000,732
Cash, receivables, prepaid expenses and other assets, less		
liabilities — (0.8)%		<u>(6,087,080)</u>
Net Assets — 100%		<u>\$761,913,652</u>

Notes:

- (A) See note 1 to financial statements. Securities are listed on the New York Stock Exchange, the American Stock Exchange, or the NASDAQ.
- (B) Presently non-dividend paying.
- (C) All or a portion of these securities are on loan. See Note 8 to Financial Statements.
- (D) The aggregate market value of stocks held in escrow at December 31, 2005 covering open call option contracts written was \$13,289,140. In addition, the required aggregate market value of securities segregated by the custodian to collateralize open put option contracts written was \$5,437,500.

SCHEDULE OF OUTSTANDING OPTION CONTRACTS

December 31, 2005

Contracts (100 shares each)	Security	Strike Price	Contract Expiration Date	Appreciation/ (Depreciation)
COVERED CALLS				
120	Apache Corp.	\$ 70	Jan 06	\$ 9,239
150	Aqua America, Inc.	30	Jun 06	(3,291)
150	Burlington Resources Inc.	80	Jan 06	(84,450)
200	ConocoPhillips	65	Feb 06	7,399
200	ConocoPhillips	75	May 06	11,399
100	Devon Energy Corp.	65	Jan 06	1,699
100	EOG Resources, Inc.	70	Jan 06	(22,801)
100	EOG Resources, Inc.	85	Jan 06	27,199
50	Kerr-McGee Corp.	100	Feb 06	3,100
50	Kerr-McGee Corp.	100	Apr 06	3,849
100	Kerr-McGee Corp.	105	Jul 06	6,699
100	Martin Marietta Materials, Inc.	75	Jan 06	(22,300)
100	Pioneer Natural Resources Co.	65	Mar 06	5,199
250	Royal Dutch Shell plc	70	Jan 06	21,748
150	Schlumberger Ltd.	100	Jan 06	(2,700)
20	Total S.A.	155	May 06	2,640
<u>1,940</u>				<u>(35,372)</u>
COLLATERALIZED PUTS				
100	Consol Energy Inc.	50	Jan 06	11,199
150	Exxon Mobil Corp.	55	Jan 06	16,798
250	Exxon Mobil Corp.	52.50	Apr 06	(7,000)
150	Exxon Mobil Corp.	50	Jul 06	(3,450)
100	Martin Marietta Materials, Inc.	65	Jan 06	11,449
100	Martin Marietta Materials, Inc.	65	Apr 06	11,945
200	Valero Energy Corp.	37.50	Jan 06	13,699
<u>1,050</u>				<u>54,640</u>
				<u>\$ 19,268</u>

CHANGES IN PORTFOLIO SECURITIES

*During the Three Months Ended December 31, 2005
(unaudited)*

	Shares or Units		
	Additions	Reductions	Held Dec. 31, 2005
Aqua America, Inc.	104,999 ⁽¹⁾	25,200	394,799
Arch Coal Inc.	40,000		200,000
Consol Energy Inc.	20,000		178,700
Hercules Offshore, Inc.	126,000		126,000
Precision Drilling Income Trust Units	300,000 ⁽²⁾		300,000
Valero Energy Corp.	160,000 ⁽³⁾		240,000
Weatherford International Ltd.	288,560 ⁽⁴⁾		493,560
AGL Resources Inc.		27,000	170,000
ConocoPhillips		50,000	510,000
Martin Marietta Materials, Inc.		20,000	40,000
New Jersey Resources Corp.		23,800	200,000
Pioneer Natural Resources Co.		41,000	250,000
Precision Drilling Corp.		200,000 ⁽²⁾	—

⁽¹⁾ By stock split.

⁽²⁾ Received one share of Precision Drilling Income Trust Units for each share of Precision Drilling Corp. surrendered.

⁽³⁾ Received 120,000 shares by stock split.

⁽⁴⁾ Received 246,780 shares by stock split. Received 41,780 shares by stock dividend on shares of Precision Drilling Corp. held.

Common Stock

Listed on the New York Stock Exchange
and the Pacific Exchange

Petroleum & Resources Corporation

Seven St. Paul Street, Suite 1140, Baltimore, MD 21202
(410) 752-5900 or (800) 638-2479

Website: www.peteres.com

E-mail: contact@peteres.com

Counsel: Chadbourne & Parke L.L.P.

Independent Registered Public Accounting Firm: PricewaterhouseCoopers LLP

Transfer Agent & Registrar: American Stock Transfer & Trust Co.

Custodian of Securities: Brown Brothers Harriman & Co.

**To the Board of Directors and Stockholders of
Petroleum & Resources Corporation:**

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of Petroleum & Resources Corporation (hereafter referred to as the "Corporation") at December 31, 2005, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Corporation's management; our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at December 31, 2005 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

Baltimore, Maryland
January 13, 2006

HISTORICAL FINANCIAL STATISTICS

Dec. 31	Value of Net Assets	Shares Outstanding*	Net Asset Value Per Share*	Dividends From Net Investment Income Per Share*	Distributions From Net Realized Gains Per Share*
1991	\$314,024,187	16,778,358	\$18.71	\$.61	\$.82
1992	320,241,282	17,369,255	18.44	.51	.82
1993	355,836,592	18,010,007	19.76	.55	.87
1994	332,279,398	18,570,450	17.89	.61	.79
1995	401,404,971	19,109,075	21.01	.58	.81
1996	484,588,990	19,598,729	24.73	.55	.88
1997	556,452,549	20,134,181	27.64	.51	1.04
1998	474,821,118	20,762,063	22.87	.52	1.01
1999	565,075,001	21,471,270	26.32	.48	1.07
2000	688,172,867	21,053,644	32.69	.39	1.35
2001	526,491,798	21,147,563	24.90	.43	1.07
2002	451,275,463	21,510,067	20.98	.43	.68
2003	522,941,279	21,736,777	24.06	.38	.81
2004	618,887,401	21,979,676	28.16	.44	.88
2005	761,913,652	21,621,072	35.24	.56	1.22

*Adjusted for 3-for-2 stock split effected in October 2000.

STATEMENT ON QUARTERLY FILING OF COMPLETE PORTFOLIO SCHEDULE

In addition to publishing its complete schedule of portfolio holdings in the First and Third Quarter Reports to shareholders, the Corporation also files its complete schedule of portfolio holdings with the Securities and Exchange Commission for the first and third quarters of each fiscal year on Form N-Q. The Corporation's Forms N-Q are available on the Commission's website at www.sec.gov. The Corporation's Forms N-Q may be reviewed and copied at the Commission's Public Reference Room, and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. The Corporation also posts its Forms N-Q on its website at www.peteres.com, under the heading "Financial Reports".

ANNUAL CERTIFICATION

The Corporation's CEO has submitted to the New York Stock Exchange the annual CEO certification as required by Section 303A.12(a) of the NYSE Listed Company Manual.

PROXY VOTING POLICIES AND RECORD

A description of the policies and procedures that the Corporation uses to determine how to vote proxies relating to portfolio securities owned by the Corporation and information as to how the Corporation voted proxies relating to portfolio securities during the 12 month period ended June 30, 2005 are available (i) without charge, upon request, by calling the Corporation's toll free number at (800) 638-2479; (ii) on the Corporation's website by clicking on "Corporate Information" heading on the website; and (iii) on the Securities and Exchange Commission's website at www.sec.gov.

FORWARD-LOOKING STATEMENTS

This report contains "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect the Corporation's actual results are the performance of the portfolio of stocks held by the Corporation, the conditions in the U.S. and international financial, petroleum and other markets, the price at which shares of the Corporation will trade in the public markets, and other factors discussed in the Corporation's periodic filings with the Securities and Exchange Commission.

PRIVACY POLICY

In order to conduct its business, the Corporation collects and maintains certain nonpublic personal information about our stockholders of record with respect to their transactions in shares of our securities. This information includes the stockholder's address, tax identification or Social Security number, share balances, and dividend elections. We do not collect or maintain personal information about stockholders whose shares of our securities are held in "street name" by a financial institution such as a bank or broker.

We do not disclose any nonpublic personal information about you, our other stockholders or our former stockholders to third parties unless necessary to process a transaction, service an account or as otherwise permitted by law.

To protect your personal information internally, we restrict access to nonpublic personal information about our stockholders to those employees who need to know that information to provide services to our stockholders. We also maintain certain other safeguards to protect your nonpublic personal information.

This report, including the financial statements herein, is transmitted to the stockholders of Petroleum & Resources Corporation for their information. It is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Corporation or of any securities mentioned in the report. The rates of return will vary and the principal value of an investment will fluctuate. Shares, if sold, may be worth more or less than their original cost. Past performance is not indicative of future investment results.

WE ARE OFTEN ASKED —

How do I invest in Petroleum & Resources?

Petroleum & Resources Common Stock is listed on the New York Stock Exchange and Pacific Exchange. The stock's ticker symbol is "PEO" and may be bought and sold through registered investment security dealers. Your broker will be able to assist you in this regard. In addition, stock may be purchased through our transfer agent, American Stock Transfer & Trust Company's INVESTORS CHOICE Plan (see page 22).

Where do I get information on the stock's price, trading and/or net asset value?

The *daily* net asset value (NAV) per share and closing market price may be obtained from our website at www.peteres.com. The daily NAV is also available on the NASDAQ Mutual Fund Quotation System under the symbol XPEOX. The *week-ending* NAV is published on Saturdays in various newspapers and on Mondays in The Wall Street Journal in a table titled "Closed-End Funds." The table compares the net asset value at the close of the week's last business day to the market price of the shares, and shows the amount of the discount or premium.

Petroleum's daily trading is shown in the stock tables of most daily newspapers, often with the abbreviated form "PetRs." Local newspapers determine, usually by volume of traded shares, which securities to list. If your paper does not carry our listing, please telephone the Corporation at (800) 638-2479 or visit our website.

How do I replace a lost certificate(s) or how do I correct a spelling error on my certificate?

Your Petroleum stock certificates are valuable documents and should be kept in a safe place. For tax purposes, keep a record of each certificate, including the cost or market value of the shares it covers at the time acquired. If a certificate is lost, destroyed or stolen, notify the transfer agent immediately so a "stop transfer" order can be placed on the records to prevent an unauthorized transfer of your certificate. The necessary

forms and requirements to permit the issuance of a replacement certificate will then be sent to you. A certificate can be replaced only after the receipt of an affidavit regarding the loss accompanied by an open surety bond, for which a small premium is paid by the stockholder.

In the event a certificate is issued with the holder's name incorrectly spelled, a correction can only be made if the certificate is returned to the transfer agent with instructions for correcting the error. Transferring shares to another name also requires that the certificate be forwarded to the transfer agent with the appropriate assignment forms completed and the signature of the registered owner Medallion guaranteed by a bank or member firm of The New York Stock Exchange, Inc.

Is direct deposit of my dividend checks available?

Yes, our transfer agent offers direct deposit of your interim dividend and year-end distribution checks. You can request direct deposit with American Stock Transfer either on-line or by calling them at the phone number provided on page 22.

Who do I notify of a change of address?

The transfer agent.

We go to Florida (Arizona) every winter. How do we get our mail from Petroleum & Resources?

The transfer agent can program a seasonal address into its system; simply send the temporary address and the dates you plan to be there to the transfer agent.

I want to give shares to my children, grandchildren, etc., as a gift. How do I go about it?

Giving shares of Petroleum is simple and is handled through our transfer agent. The stock transfer rules are clear and precise for most forms of transfer. They will vary slightly depending on each transfer, so write to the transfer agent stating the exact intent of your gift plans and the transfer agent will send you the instructions and forms necessary to effect your transfer.

DIVIDEND PAYMENT SCHEDULE

The Corporation presently pays dividends four times a year, as follows: (a) three interim distributions on or about March 1, June 1, and September 1 and (b) a “year-end” distribution, payable in late December, consisting of the estimated balance of the net investment income for the year and the net realized capital gain earned through October 31. Stockholders may elect to receive the year-end distribution in stock or cash. In connection with this distribution, all **stockholders of record** are sent a dividend announcement notice and an election card in mid-November.

Stockholders holding shares in “street” or brokerage accounts may make their elections by notifying their brokerage house representative.

INVESTORS CHOICE

INVESTORS CHOICE is a direct stock purchase and sale plan, as well as a dividend reinvestment plan, sponsored and administered by our transfer agent, American Stock Transfer & Trust Company (AST). The plan provides registered stockholders and interested first time investors an affordable alternative for buying, selling, and reinvesting in Petroleum & Resources shares.

The costs to participants in administrative service fees and brokerage commissions for each type of transaction are listed below.

Initial Enrollment and Optional Cash Investments Service Fee	\$2.50 per investment
Brokerage Commission	\$0.05 per share
Reinvestment of Dividends*	
Service Fee	2% of amount invested (maximum of \$2.50 per investment)
Brokerage Commission	\$0.05 per share
Sale of Shares	
Service Fee	\$10.00
Brokerage Commission	\$0.05 per share
Deposit of Certificates for safekeeping (waived if sold)	\$7.50
Book to Book Transfers	Included
<i>To transfer shares to another participant or to a new participant</i>	

Fees are subject to change at any time.

Minimum and Maximum Cash Investments

Initial minimum investment (non-holders)	\$500.00
Minimum optional investment (existing holders)	\$50.00
Electronic Funds Transfer (monthly minimum)	\$50.00
Maximum per transaction	\$25,000.00
Maximum per year	NONE

A brochure which further details the benefits and features of INVESTORS CHOICE as well as an enrollment form may be obtained by contacting AST.

For Non-Registered Shareholders

For shareholders whose stock is held by a broker in “street” name, the AST INVESTORS CHOICE Direct Stock Purchase and Sale Plan remains available through many registered investment security dealers. If your shares are currently held in a “street” name or brokerage account, please contact your broker for details about how you can participate in AST’s Plan or contact AST.

The Corporation

Petroleum & Resources Corporation

Lawrence L. Hooper, Jr.
Vice President, General Counsel and Secretary
Seven St. Paul Street, Suite 1140, Baltimore, MD 21202
(800) 638-2479

Website: www.peteres.com

E-mail: contact@peteres.com

The Transfer Agent

American Stock Transfer & Trust Company

Address Shareholder Inquiries to:

Shareholder Relations Department
59 Maiden Lane
New York, NY 10038
(866) 723-8330

Website: www.amstock.com

E-mail: info@amstock.com

Investors Choice Mailing Address:

Attention: Dividend Reinvestment
P.O. Box 922
Wall Street Station
New York, NY 10269-0560

Website: www.amstock.com

E-mail: info@amstock.com

*The year-end dividend and capital gain distribution will usually be made in newly issued shares of common stock. There are no fees or commissions in connection with this dividend and capital gain distribution when made in newly issued shares.

BOARD OF DIRECTORS

Personal Information	Position Held with the Fund	Term of Office	Length of Time Served	Principal Occupations During the Last 5 Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships
Independent Directors						
Enrique R. Arzac, Ph.D. 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 64	Director	One Year	Since 1987	Professor of Finance and Economics, formerly Vice Dean of Academic Affairs of the Graduate School of Business, Columbia University.	Two	Director of The Adams Express Company and Credit Suisse Asset Management Funds (28 funds) (investment companies).
Phyllis O. Bonanno 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 62	Director	One Year	Since 2003	President & CEO of International Trade Solutions, Inc. (consultants). Formerly President of Columbia College, Columbia, South Carolina, and Vice President of Warnaco Inc. (apparel).	Two	Director of The Adams Express Company (investment company), Borg-Warner Inc. (industrial), Mohawk Industries Inc. (carpets and flooring).
Daniel E. Emerson 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 81	Director	One Year	Since 1987	Chairman, The National YMCA Fund Inc. Retired Executive Vice President of NYNEX Corp. (communications), retired Chairman of The Board of both NYNEX Information Resources Co. and NYNEX Mobile Communications Co. Previously Executive Vice President and Director of New York Telephone Company.	Two	Director of The Adams Express Company (investment company).
Roger W. Gale 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 59	Director	One Year	Since Dec. 2005	President & CEO of GF Energy, LLC (consultants to electric power companies). Formerly member of management group, PA Consulting Group (energy consultants).	Two	Director of The Adams Express Company (investment company), Ormat (geothermal and renewable energy), and U.S. Energy Association.
Thomas H. Lenagh 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 87	Director	One Year	Since 1987	Financial Advisor, Chairman of the Board, Photonics Products Inc. (crystals). Formerly Chairman of the Board and CEO of Greiner Engineering Inc. (formerly Systems Planning Corp.) (consultants), and Chief Investment Officer of the Ford Foundation (charitable foundation).	Two	Director of The Adams Express Company and Cornerstone Funds, Inc. (3 funds) (investment companies).
Kathleen T. McGahran, Ph.D., J.D., C.P.A. 7 St. Paul Street, Suite 1140 Baltimore, Md 21202 Age 55	Director	One Year	Since 2003	Principal & Director of Pelham Associates, Inc. (executive education), Adjunct Associate Professor, Columbia Executive Education, Graduate School of Business, Columbia University. Formerly Associate Dean and Director of Executive Education, and Associate Professor, Columbia University.	Two	Director of The Adams Express Company (investment company).

BOARD OF DIRECTORS (CONTINUED)

Personal Information	Position Held with the Fund	Term of Office	Length of Time Served	Principal Occupations During the Last 5 Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships
Independent Directors (continued)						
John J. Roberts 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 83	Director	One Year	Since 1987	Retired Senior Advisor, formerly Vice-Chairman External Affairs, American International Group, Inc. (insurance). Formerly Chairman and CEO of American International Underwriters Corporation. Previously President of American International Underwriters Corporation-U.S./Overseas Operations.	Two	Director of The Adams Express Company (investment company) and Honorary Director of American International Group, Inc.
Craig R. Smith, M.D. 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 59	Director	One Year	Since Dec. 2005	President, Williston Consulting LLC (consultants to pharmaceutical and biotechnology industries). Formerly Chairman, President & CEO of Guilford Pharmaceuticals (pharmaceuticals and biotechnology).	Two	Director of The Adams Express Company (investment company), LaJolla Pharmaceutical Company, and Depomed, Inc. (specialty pharmaceuticals).
Robert J. M. Wilson 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 85	Director	One Year	Since 1975	Retired President of the Corporation (since 1986) and retired President of The Adams Express Company (since 1986).	Two	Director of The Adams Express Company (investment company).
Interested Director						
Douglas G. Ober 7 St. Paul Street, Suite 1140 Baltimore, MD 21202 Age 59	Director, Chairman, President and CEO	One Year	Director since 1989; Chairman of the Board since 1991	Chairman & CEO of the Corporation and The Adams Express Company.	Two	Director of The Adams Express Company (investment company).

Board Of Directors

Enrique R. Arzac ⁽¹⁾⁽³⁾	Kathleen T. McGahran ⁽²⁾⁽⁴⁾
Phyllis O. Bonanno ⁽¹⁾⁽³⁾	Douglas G. Ober ⁽¹⁾
Daniel E. Emerson ⁽²⁾⁽³⁾	John J. Roberts ⁽¹⁾⁽³⁾
Roger W. Gale ⁽³⁾⁽⁴⁾	Craig R. Smith ⁽²⁾⁽⁴⁾
Thomas H. Lenagh ⁽¹⁾⁽⁴⁾	Robert J.M. Wilson ⁽¹⁾⁽²⁾

-
- (1) Member of Executive Committee
(2) Member of Audit Committee
(3) Member of Compensation Committee
(4) Member of Retirement Benefits Committee

Officers

Douglas G. Ober	<i>Chairman, President and Chief Executive Officer</i>
Joseph M. Truta	<i>Executive Vice President</i>
Lawrence L. Hooper, Jr.	<i>Vice President, General Counsel and Secretary</i>
Maureen A. Jones	<i>Vice President, Chief Financial Officer and Treasurer</i>
Nancy J.F. Prue	<i>Vice President</i>
Christine M. Sloan	<i>Assistant Treasurer</i>
Geraldine H. Paré	<i>Assistant Secretary</i>

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