

# PETROLEUM & RESOURCES CORPORATION

## Board of Directors

Enrique R. Arzac <sup>2,3</sup>	Roger W. Gale <sup>2,4</sup>
Phyllis O. Bonanno <sup>3,4</sup>	Thomas H. Lenagh <sup>2,4</sup>
Kenneth J. Dale <sup>2,4</sup>	Kathleen T. McGahran <sup>1,3,5</sup>
Daniel E. Emerson <sup>1,3,5</sup>	Douglas G. Ober <sup>1</sup>
Frederic A. Escherich <sup>1,4,5</sup>	Craig R. Smith <sup>1,3,5</sup>

1. Member of Executive Committee

2. Member of Audit Committee

3. Member of Compensation Committee

4. Member of Retirement Benefits Committee

5. Member of Nominating and Governance Committee

## Officers

Douglas G. Ober, CFA	<i>Chairman, President and Chief Executive Officer</i>
Nancy J.F. Prue, CFA	<i>Executive Vice President</i>
David D. Weaver, CFA	<i>Executive Vice President</i>
Lawrence L. Hooper, Jr.	<i>Vice President, General Counsel and Secretary</i>
Michael A. Kijesky, CFA	<i>Vice President—Research</i>
Brian S. Hook, CFA, CPA	<i>Treasurer</i>
Christine M. Sloan, CPA	<i>Assistant Treasurer</i>
Geraldine H. Paré	<i>Assistant Secretary</i>

## Stock Data

Market Price (9/30/11)	\$22.62
Net Asset Value (9/30/11)	\$25.67
Discount	11.9%

New York Stock Exchange ticker symbol: PEO  
NASDAQ Quotation Symbol for NAV: XPEOX

## Distributions in 2011

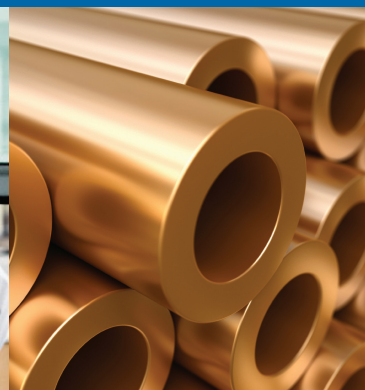
From Investment Income	\$0.24
From Net Realized Gains	0.06
Total	<u>\$0.30</u>

## 2011 Dividend Payment Dates

March 1, 2011  
June 1, 2011  
September 1, 2011  
December 27, 2011\*

\*Anticipated

INVESTING IN RESOURCES FOR  
THE FUTURE<sup>®</sup>



THIRD QUARTER REPORT  
SEPTEMBER 30, 2011

Petroleum  
& Resources  
Corporation<sup>®</sup>

**L E T T E R   T O   S T O C K H O L D E R S**

We submit herewith the summary financial information of Petroleum & Resources Corporation (the Corporation) for the nine months ended September 30, 2011.

Net assets of the Corporation at September 30, 2011 were \$25.67 per share on 24,802,996 shares outstanding, compared with \$30.73 per share at December 31, 2010 on 24,789,698 shares outstanding. On March 1, 2011, a distribution of \$0.10 per share was paid, consisting of \$0.05 from 2010 long-term capital gain, \$0.01 from 2010 short-term capital gain, \$0.03 from 2010 investment income, and \$0.01 from 2011 investment income, all taxable in 2011. A 2011 investment income dividend of \$0.10 per share was paid June 1, 2011, and another \$0.10 per share investment income dividend was paid September 1, 2011.

Net investment income for the nine months ended September 30, 2011 amounted to \$7,388,963, compared with \$6,244,046 for the same nine month period in 2010. These earnings are equal to \$0.30 and \$0.26 per share, respectively.

Net capital gain realized on investments for the nine months ended September 30, 2011 amounted to \$42,974,722, or \$1.73 per share.

Performance comparisons for the Corporation, relevant benchmarks, and a Lipper peer group are as follows:

<b>Performance Comparisons</b>	<b>YTD</b>	<b>1 Year</b>	<b>5 Year*</b>
Petroleum & Resources:			
NAV	(15.6)%	1.6%	2.0%
Market price	(15.4)%	2.5%	2.1%
Dow Jones U.S. Oil and Gas Index	(11.9)%	6.7%	3.6%
Dow Jones Basic Materials Index	(26.0)%	(10.8)%	3.3%
Lipper Global Natural Resources Funds Index	(24.7)%	(11.4)%	0.6%
S&P 500 Index	(8.7)%	1.1%	(1.2)%

\* Annualized

For the twelve months ended September 30, 2011, the annual distribution rate (total dividends and distributions as a percentage of the average month-end market price of the Corporation's Common Stock) was 4.5%. The table on page 3 shows the annual distribution rate over the past five years.

Current and potential stockholders can find information about the Corporation, including the daily net asset value (NAV) per share, the market price, and the discount/premium to the NAV, on our website at [www.peteres.com](http://www.peteres.com). Also available on the website are a brief history of the Corporation, historical financial information, links for electronic delivery of stockholder reports, and other useful content.

By order of the Board of Directors,



Douglas G. Ober  
*Chairman, President and  
 Chief Executive Officer*

October 13, 2011

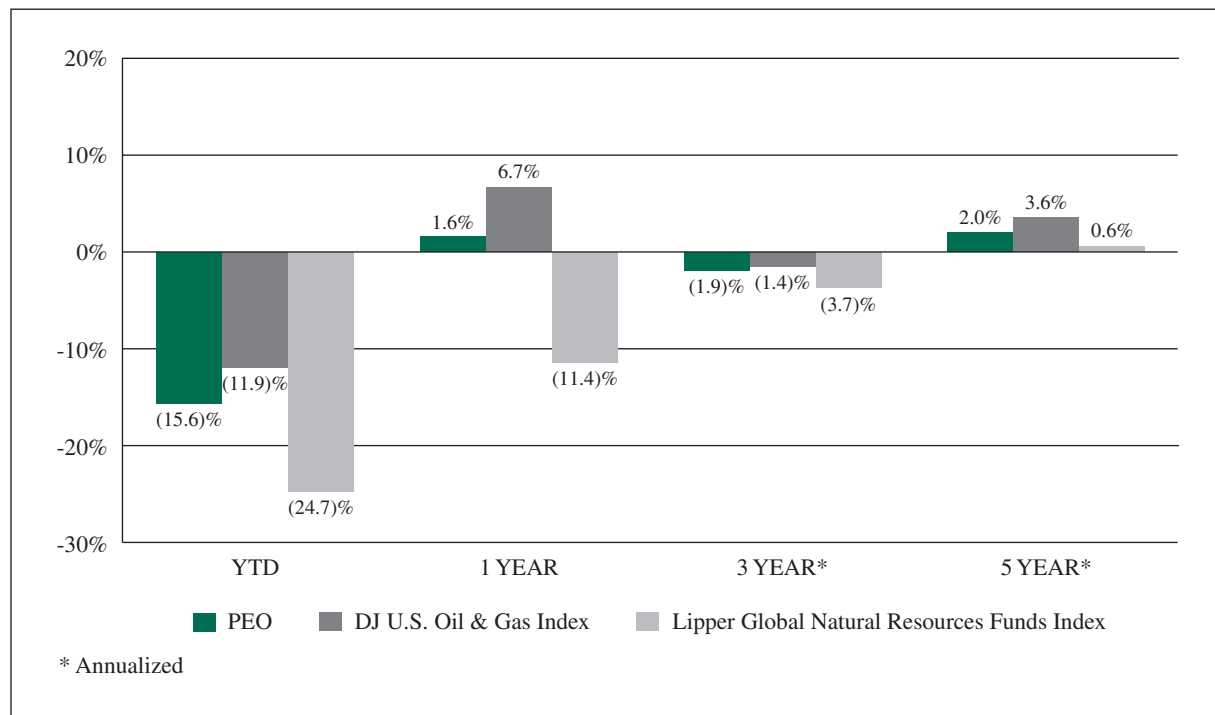
**S U M M A R Y   F I N A N C I A L   I N F O R M A T I O N**

(unaudited)

	2011	2010
<i>At September 30:</i>		
Net asset value per share .....	\$ 25.67	\$ 26.48
Market price per share .....	22.62	23.13
Shares outstanding .....	24,802,996	24,339,480
Total net assets .....	636,729,099	644,597,577
Unrealized appreciation .....	183,830,825	231,539,537
<i>For the nine months ended September 30:</i>		
Net investment income .....	7,388,963	6,244,046
Net realized gain .....	42,974,722	16,804,328
Total return (based on market price) .....	(15.4)%	(1.2)%
Total return (based on net asset value) .....	(15.6)%	0.4%
<i>Key ratios:</i>		
Net investment income to average net assets (annualized) .....	1.22%	1.34%
Expenses to average net assets (annualized) .....	0.53%	0.62%
Portfolio turnover .....	12.25%	14.34%
Net cash & short-term investments to net assets .....	0.6%	4.3%

**R E T U R N S   O N   N E T   A S S E T   V A L U E**

As of September 30, 2011  
(unaudited)



**FIVE YEAR DISTRIBUTION HISTORY**

*(unaudited)*

Year	Income Dividends Per Share	Short-Term Capital Gains Per Share	Long-Term Capital Gains Per Share	Total Distributions Per Share	Dividend Yield*	Annual Distribution Rate**
2006	\$0.47	\$0.34	\$2.99	\$3.80	1.4%	11.2%
2007	0.49	0.04	3.78	4.31	1.3	11.6
2008	0.38	0.04	2.57	2.99	1.1	8.9
2009	0.37	0.14	0.89	1.40	1.7	6.6
2010	0.32	0.19	0.76	1.27	1.4	5.5
<b>Average:</b>					1.4%	8.8%

\* The dividend yield is the total income dividends during the year divided by the average month-end market price of the Corporation's Common Stock for the year.

\*\* The annual distribution rate is the total dividends and capital gain distributions during the year divided by the average month-end market price of the Corporation's Common Stock for the year.

**CHANGES IN PORTFOLIO SECURITIES**

*During the Three Months Ended September 30, 2011*  
*(unaudited)*

	Shares		
	Additions	Reductions	Held September 30, 2011
Anadarko Petroleum Corp. . . . .	20,000		185,000
Baker Hughes, Inc. . . . .	50,000		215,000
Devon Energy Corp. . . . .	25,000		135,000
Kinder Morgan Inc. . . . .	95,000		250,000
Marathon Oil Corp. . . . .	50,000		130,000
Marathon Petroleum Corp. . . . .	100,000 <sup>(1)</sup>		100,000
Newfield Exploration Co. . . . .	30,000		110,000
Oasis Petroleum, Inc. . . . .	20,000	20,000	150,000
Oil States International, Inc. . . . .	140,000		140,000
Peabody Energy Corp. . . . .	84,000		221,600
Royal Dutch Shell plc (Class A) ADR . . . . .	4,271 <sup>(2)</sup>		338,783
Alpha Natural Resources, Inc. . . . .		102,500	—
Cliffs Natural Resources Inc. . . . .		48,000	142,000
EOG Resources, Inc. . . . .		10,000	110,000
MDU Resources Group, Inc. . . . .		20,400	299,000
Nabors Industries Ltd. . . . .		125,000	119,000
Pioneer Natural Resources Co. . . . .		20,000	120,000

<sup>(1)</sup> Received 0.5 shares for each share of Marathon Oil Corp. held and purchased an additional 60,000 shares.

<sup>(2)</sup> In lieu of cash dividend.

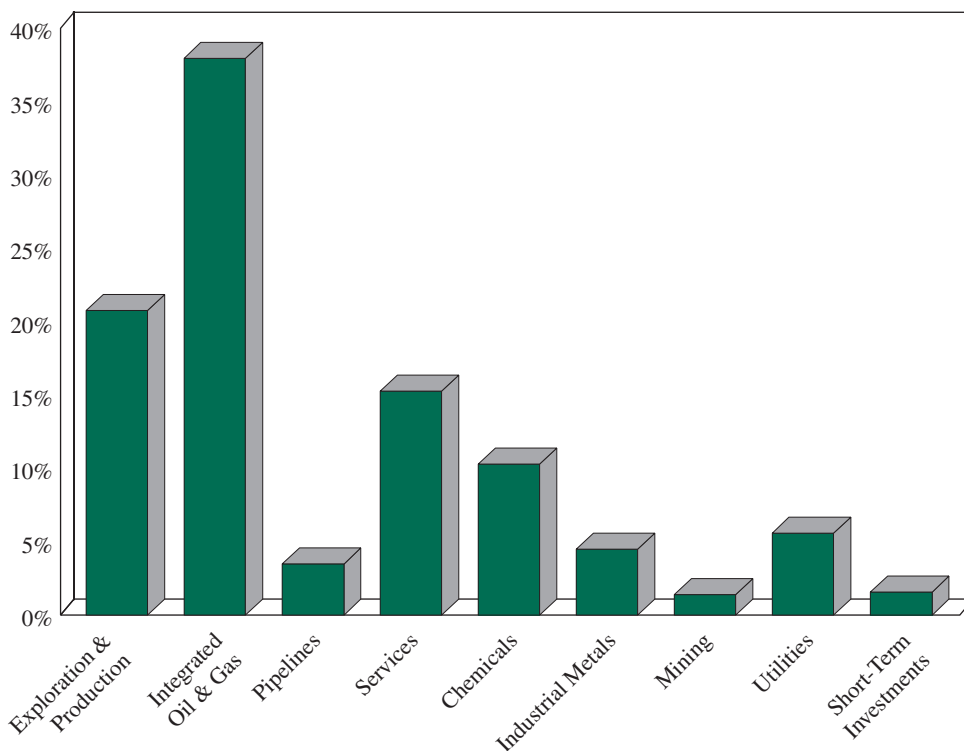
**P O R T F O L I O   S U M M A R Y**

*September 30, 2011*  
*(unaudited)*

**TEN LARGEST EQUITY PORTFOLIO HOLDINGS**

	<u>Market Value</u>	<u>% of Net Assets</u>
Exxon Mobil Corp.	\$ 98,662,771	15.5%
Chevron Corp.	86,968,800	13.6
Schlumberger Ltd.	34,344,750	5.4
Occidental Petroleum Corp.	25,025,000	3.9
ConocoPhillips	22,162,000	3.5
Royal Dutch Shell plc (Class A) ADR	20,841,930	3.3
Halliburton Co.	16,023,000	2.5
Noble Energy, Inc.	15,930,000	2.5
Freeport-McMoRan Copper & Gold Inc.	15,681,750	2.5
Praxair, Inc.	14,022,000	2.2
Total	\$349,662,001	54.9%

**SECTOR WEIGHTINGS**



**SCHEDULE OF INVESTMENTS**

September 30, 2011  
(unaudited)

	Shares	Value (A)		Shares	Value (A)
<b>Stocks — 99.4%</b>					
<b>Energy — 77.6%</b>					
<b>Exploration &amp; Production — 20.8%</b>					
Anadarko Petroleum Corp.	185,000	\$ 11,664,250			
Apache Corp.	150,000	12,036,000			
Devon Energy Corp.	135,000	7,484,400			
Energen Corp.	185,000	7,564,650			
EOG Resources, Inc.	110,000	7,811,100			
EQT Corp.	160,000	8,537,600			
Forest Oil Corp. (C)	200,000	2,880,000			
Marathon Oil Corp.	130,000	2,805,400			
Marathon Petroleum Corp.	100,000	2,706,000			
Newfield Exploration Co. (C)	110,000	4,365,900			
Noble Energy, Inc.	225,000	15,930,000			
Oasis Petroleum, Inc. (C) (E)	150,000	3,349,500			
Occidental Petroleum Corp.	350,000	25,025,000			
Pioneer Natural Resources Co. (E)	120,000	7,892,400			
QEP Resources, Inc. (with attached rights)	200,000	5,414,000			
Southwestern Energy Co. (C) (E)	200,000	6,666,000			
		132,132,200			
<b>Integrated Oil &amp; Gas — 38.0%</b>					
Chevron Corp.	940,000	86,968,800			
ConocoPhillips (E)	350,000	22,162,000			
Exxon Mobil Corp. (F)	1,358,430	98,662,771			
Hess Corp.	250,000	13,115,000			
Royal Dutch Shell plc (Class A) ADR	338,783	20,841,930			
		241,750,501			
<b>Pipelines — 3.5%</b>					
Kinder Morgan Inc. (B)	250,000	6,472,500			
Spectra Energy Corp.	208,812	5,122,158			
Williams Companies, Inc.	450,000	10,953,000			
		22,547,658			
<b>Services — 15.3%</b>					
Baker Hughes, Inc.	215,000	9,924,400			
Halliburton Co.	525,000	16,023,000			
Nabors Industries Ltd. (C) (E)	119,000	1,458,940			
National Oilwell Varco, Inc. (E)	250,000	12,805,000			
Oil States International, Inc. (C)	140,000	7,128,800			
Schlumberger Ltd.	575,000	34,344,750			
Transocean Ltd. (C)	217,953	10,405,076			
Weatherford International, Ltd. (C)	450,000	5,494,500			
		97,584,466			
<b>Basic Materials — 16.2%</b>					
<b>Chemicals — 10.3%</b>					
Air Products and Chemicals, Inc.	100,000	\$ 7,637,000			
CF Industries Holdings, Inc. (E)	70,069	8,645,815			
Dow Chemical Co.	600,000	13,476,000			
FMC Corp.	130,000	8,990,800			
Potash Corporation of Saskatchewan Inc. (E)	289,000	12,490,580			
Praxair, Inc. (E)	150,000	14,022,000			
		65,262,195			
<b>Industrial Metals — 4.5%</b>					
Cliffs Natural Resources Inc. (E)	142,000	7,266,140			
Freeport-McMoRan Copper & Gold Inc.	515,000	15,681,750			
Teck Resources Ltd. (Class B)	200,000	5,838,000			
		28,785,890			
<b>Mining — 1.4%</b>					
CONSOL Energy Inc.	46,300	1,570,959			
Peabody Energy Corp.	221,600	7,507,808			
		9,078,767			
<b>Utilities — 5.6%</b>					
MDU Resources Group, Inc.	299,000	5,737,810			
National Fuel Gas Co. (E)	175,000	8,519,000			
New Jersey Resources Corp.	280,000	11,919,600			
Northeast Utilities	200,000	6,730,000			
Questar Corp.	156,300	2,768,073			
		35,674,483			
<b>Total Common Stocks</b>					<b>632,816,160</b>
(Cost \$445,198,734)					

**SCHEDULE OF INVESTMENTS (CONTINUED)**

*September 30, 2011*  
*(unaudited)*

	Principal/ Shares	Value (A)		Shares	Value (A)
<b>Short-Term Investments — 1.6%</b>					
<b>Time Deposits — 1.6%</b>					
M&T Bank, 0.90%	\$ 10,414,706	\$10,414,706			
<b>Money Market Funds — 0.0%</b>					
Fidelity Institutional Money Market - Government Portfolio, 0.01% (D)	10,000	10,000			
RBC U.S. Government Money Market (Institutional Class I), 0.01% (D)	10,000	10,000			
Vanguard Federal Money Market, 0.01% (D)	10,000	10,000			
Western Asset Institutional Government Reserves (Institutional Class), 0.02% (D)	10,000	10,000			
		40,000			
		10,454,706			
<b>Total Short-Term Investments</b> (Cost \$10,454,706)		10,454,706			
			<b>Securities Lending Collateral — 1.0%</b>		
			(Cost \$6,385,110)		
			<b>Money Market Funds — 1.0%</b>		
			Invesco Short-Term Investment Trust - Liquid Assets Portfolio (Institutional Class), 0.11% (D)	6,385,110	\$ 6,385,110
			<b>Total Investments — 102.0%</b> (Cost \$462,038,550)		649,655,976
			Cash, receivables, prepaid expenses and other assets, less liabilities — (2.0)%		(12,926,877)
			<b>Net Assets — 100.0%</b>		\$636,729,099

Notes:

- (A) Securities are listed on the New York Stock Exchange or the NASDAQ and are valued at the last reported sale price on the day of valuation.
- (B) A portion of shares held are on loan.
- (C) Presently non-dividend paying.
- (D) Rate presented is as of period-end and represents the annualized yield earned over the previous seven days.
- (E) All or a portion of this security is pledged to cover open written call option contracts. Aggregate market value of such pledged securities is \$18,958,228.
- (F) All or a portion of this security is pledged to collateralize open written put option contracts with an aggregate market value to deliver upon exercise of \$33,072,500.

This report 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 no guarantee of future investment results.

**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.**

**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 Stockholders, 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](http://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 a link to its Forms N-Q on its website at: [www.peteres.com](http://www.peteres.com), under the headings “Investment Information”, “Financial Reports” and then “SEC Filings”.

**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 the Corporation’s proxy voting record for the 12-month period ended June 30, 2011 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 at [www.peteres.com](http://www.peteres.com) under the headings “About Petroleum & Resources” and “Corporate Information”; and (iii) on the Securities and Exchange Commission’s website at [www.sec.gov](http://www.sec.gov).

**PRIVACY POLICY**

In order to conduct its business, the Corporation, through its transfer agent, currently American Stock Transfer & Trust Company, 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.

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**Petroleum & Resources Corporation**

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**E-mail:** [contact@peteres.com](mailto:contact@peteres.com)

**Counsel:** Chadbourne & Parke LLP

**Independent Registered Public Accounting Firm:** PricewaterhouseCoopers LLP

**Custodian of Securities:** Brown Brothers Harriman & Co.

**Transfer Agent & Registrar:** American Stock Transfer & Trust Company

Stockholder Relations Department

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New York, NY 10038

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