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Schmid Curtis  
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)  
 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).  
CURTIS SCHMID
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 

3. SEC Use Only

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4. Citizenship or Place of Organization  
UNITED STATES

Number of	5.	Sole Voting Power	1,683,333
Shares Bene-	6.	Shared Voting Power	-0-
ficially	7.	Sole Dispositive Power	1,683,333
Owned by Each	8.	Shared Dispositive Power	-0-
Reporting			
Person With:			

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
THE REPORTING PERSON IS THE BENEFICIAL OWNER OF 1,683,333  
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) 6.9%
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: CURTIS SCHMID (THE "REPORTING  
PERSON")
- (b) Address of Principal Business Office, if none, Residence:  
PRINCIPAL BUSINESS OFFICE OF THE REPORTING PERSON IS 4011  
TODD ROAD, MIDLAND, TX 79705

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- (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 PERSON WAS THE BENEFICIAL OWNER OF 1,683,333 SHARES OF THE COMMON STOCK.
- (b) Percent of Class: 6.9%
- (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, THE REPORTING PERSON HAD SOLE POWER TO VOTE OR DIRECT THE VOTE OF 1,683,333 SHARES OF THE COMMON STOCK, OF WHICH 50,000 SHARES WERE HELD IN THE NAMES OF THE REPORTING PERSON'S CHILDREN.
  - (ii) Shared power to vote or to direct the vote: AS OF DECEMBER 31, 2006, THE REPORTING PERSON DID NOT SHARE THE POWER TO VOTE OR TO DIRECT THE VOTE OF ANY SHARES OF THE COMMON STOCK.
  - (iii) Sole power to dispose or to direct the disposition of: AS OF DECEMBER 31, 2006, THE REPORTING PERSON HAD SOLE POWER TO DISPOSE OF OR DIRECT THE DISPOSITION OF 1,683,333 SHARES OF THE COMMON STOCK, OF WHICH 50,000 SHARES WERE HELD IN THE NAMES OF THE REPORTING PERSON'S CHILDREN.

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- (iv) Shared power to dispose or to direct the disposition of: AS OF DECEMBER 31, 2006, THE REPORTING PERSON DID NOT SHARE THE POWER TO DISPOSE OF OR TO DIRECT THE DISPOSITION OF ANY SHARES OF THE COMMON STOCK.

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

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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 14, 2007

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/s/ CURTIS SCHMID

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Curtis Schmid

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