

PETROFUND ENERGY TRUST
Form 40-F/A
May 25, 2005

U.S. Securities and Exchange Commission

Washington, D.C. 20549
Form 40-F/A

Amendment No. 1

(Check One)

☐ Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

☒ Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For Fiscal year ended:

December 31, 2004

Commission File number:

00-115124

PETROFUND ENERGY TRUST

(Exact Name of Registrant as Specified in Its Charter)

Ontario, Canada

(Province or Other Jurisdiction of Incorporation or Organization)

1331

(Primary Standard Industrial Classification Code Number, if Applicable)

600, 444 7th Avenue S.W.
Calgary, Alberta Canada T2P 0X8
(403) 218-8625

(Address and Telephone Number of Registrant's Principal Executive Offices)

CT Corporation System

111 Eighth Avenue, 13th Floor

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New York, New York 10011

U.S.A.

(212) 894-8700

(Name, Address (Including Zip Code) and Telephone Number (Including Area Code)
of Agent For Service in the United States)

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Securities registered pursuant to Section 12(b) of the Act:

Title Of Each Class:

Name Of Each Exchange On Which Registered:

Trust Units

The American Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

For annual reports, indicate by check mark the information filed with this form:

_____ Annual Information Form

_____ Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

99,511,576 Trust Units

Indicate by check mark whether the registrant by filing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the file number assigned to the registrant in connection with such rule.

Yes ☐

No ☒

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13(d) or 15(d) of the Exchange Act during the proceeding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒

No ☐

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EXPLANATORY NOTE

There are typographical errors in the consent of Independent Registered Chartered Accountants included as Exhibit 9 to the Registrant's initial Annual Report on Form 40-F filed on March 17, 2005. By this Amendment No. 1 on Form 40-F/A, the Registrant is amending its initial Annual Report on Form 40-F to file an amended consent of Independent Registered Chartered Accountants to correct those typographical errors.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the staff of the Securities and Exchange Commission (the "SEC"), and to furnish promptly, when requested to do so by the SEC staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

Consent to service of Process

The Registrant has previously filed with the SEC a written irrevocable consent and power of attorney on Form F-X in connection with the Trust Units.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Amendment No. 1 to its annual report to be signed on its behalf by the undersigned, thereto duly authorized.

PETROFUND ENERGY TRUST

Date: May 24, 2005

By:

(signed) Jeffery E. Errico

Jeffery E. Errico

President and Chief Executive Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1*	Annual Information Form for the year ended December 31, 2004.
2*	Management's Discussion and Analysis for the year ended December 31, 2004.
3*	Audited Consolidated Financial Statements, including the notes thereto, dated December 31, 2004 and 2003 and for the years ended December 31, 2004, 2003 and 2002, together with the reports of the Independent Registered Chartered Accountants thereon.
4*	Disclosures regarding the Registrant's Disclosure Controls and Procedures.
5*	Disclosures regarding the Registrant's Audit Committee Financial Expert.
6*	Disclosures regarding the Registrant's Code of Ethics.
7*	Disclosures regarding the Registrant's Audit Committee Pre-Approval Policies and Procedures and Principal Accountant Fees and Services.
8*	Consent of Gilbert Laustsen Jung Associates Ltd.
9	Consent of Independent Registered Chartered Accountants.
10*	Comments by Independent Registered Chartered Accountants on Canada - United States of America Reporting differences.
11	Officers' Certifications pursuant to Rule 13a-15(f) or Rule 15d-15(f).
12*	Officers' Certifications pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

* Previously filed

Consent of Deloitte & Touche LLP

Consent of Independent Registered Chartered Accountants

We consent to the use of our reports dated March 1, 2005, (which audit report expresses an unqualified opinion on the financial statements and includes Comments by Independent Registered Chartered Accountants on Canada-United States of America Reporting Differences relating to changes in accounting principles that have a material effect on the comparability of the financial statements, changes in accounting principles that have been implemented in the financial statements and a restatement of the financial statements) appearing in the Annual Report on Form 40-F of Petrofund Energy Trust for the year ended December 31, 2004.

(signed) Deloitte & Touche LLP

Independent Registered Chartered Accountants

Calgary, Alberta, Canada

March 1, 2005

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EXHIBIT 11

Certifications pursuant to

Exchange Act Rules

(13a-15(f) and 15d-15(f))

CERTIFICATION

I, Jeffery E. Errico, certify that:

1.

I have reviewed this Amendment No. 1 to the annual report on Form 40-F of Petrofund Energy Trust;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date:

May 24, 2005

(signed) Jeffery E. Errico

Name:

Jeffery E. Errico

Title:

President and Chief Executive Officer

CERTIFICATION

I, Edward J. Brown, certify that:

1.

I have reviewed this Amendment No. 1 to the annual report on Form 40-F of Petrofund Energy Trust;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date:

May 24, 2005

(signed) Edward J. Brown

Name:

Edward J. Brown

Title:

Vice-President Finance and Chief

Financial Officer