

FORM D

OMB APPROVAL

UNITED STATES

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

1261093

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY

Prefix

Serial

Date Received



03030302

Name of offering ([ ] check if this is an amendment and name has changed, and indicate change.)
SOUTHEASTERN ENERGY-RED HILL PROSPECT, A KENTUCKY GENERAL PARTNERSHIP

Filing Under (Check boxes(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [X] Amendment [X] Final

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer: ([ ] check if this is an amendment and name has changed, and indicate change.)
SOUTHEASTERN ENERGY-RED HILL PROSPECT, A KENTUCKY GENERAL PARTNERSHIP

Address of Executive Offices (Number and Street, City, State, and Zip Code) Telephone Number
157 REYNOLDS ROAD, GLASGOW, KENTUCKY 42141 877-733-4621

Address of Principal Business Operations Telephone Number
157 REYNOLDS ROAD, GLASGOW, KENTUCKY 42141 877-733-4621

Brief Description of Business
DRILLING OF TWO (2) OIL AND/OR GAS WELL

Type of Business Organization
[ ] corporation [X] limited partnership, already formed [ ] Other (please specify):
[ ] business trust [ ] limited partnership to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year
0 3 0 3 [X] Actual [ ] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:
CN for Canada; FM for other foreign jurisdiction)

K Y

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6),
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuers and
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those
states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the
SECURITIES ADMINISTRATION in each state where sales are to be, or have been made. If a state requires the payment of a fee as a
precondition to the claim for the exemption, a fee in the property amount shall accompany this form. This notice shall be filed in
the appropriate states in accordance with the law. The Appendix to the notice constitutes a part of this notice and must be
completed.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to
file the appropriate federal notice will not result in a loss of available state exemption unless such exemption is
predicated on the filing of federal notice.

A.	BASIC	IDENTIFICATION	DATA
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Enter the information requested for the following:

- \* Each promoter of the issuer, if the issuer has been organized with the past five years;
- \* Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- \* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- \* Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)  
Southeastern Energy, Inc., program manager

Business or Residence Address (Number and Street, City, State, Zip Code)  
157 REYNOLDS ROAD, GLASGOW, KENTUCKY 42141

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)  
Murrell, Alan G

Business or Residence Address (Number and Street, City, State, Zip Code)  
Shirley Office Building, P. O. Box 591, Edmonton, Kentucky 42129

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)  
Smith, Doug

Business or Residence Address (Number and Street, City, State, Zip Code)  
Shirley Office Building, P. O. Box 591, Edmonton, Kentucky 42129

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partners

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? [X] Yes [ ] No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from an individual? . . . . . 1/4 unit \$2,950

3. Does the offering permit joint ownership of a single unit? . . . . . [X] Yes [ ] No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchaser in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) . . . . . [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) . . . . . [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) . . . . . [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt . . . . .	\$ _____	\$ _____
Equity . . . . .	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) . . . . .	\$ _____	\$ _____
Partnership Interests . . . . .	\$ _____	\$ _____
Other (Specify _____) . . . . .	\$ 531,000	\$531,000
<b>Total . . . . .</b>	<b>\$ 531,000</b>	<b>\$531,000</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchase on the total lines. enter "0" if answer is "none" or "zero".

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors . . . . .	<u>19</u>	<u>\$448,400</u>
Non-accredited investors . . . . .	<u>7</u>	<u>\$ 82,600</u>
<b>Total (for filings under Rule 504 only) . . . . .</b>	<b>_____</b>	<b>\$ _____</b>

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 . . . . .	_____	\$ _____
Regulation 55 . . . . .	_____	\$ _____
Rule 504 . . . . .	_____	\$ _____
<b>Total . . . . .</b>	<b>_____</b>	<b>\$ _____</b>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees . . . . .	<input type="checkbox"/> \$ _____
Printing and Engraving Costs . . . . .	<input type="checkbox"/> \$ _____
Legal Fees . . . . .	<input type="checkbox"/> \$ <u>6,000</u>
Accounting Fees . . . . .	<input type="checkbox"/> \$ <u>500</u>
Engineering Fees . . . . .	<input type="checkbox"/> \$ <u>500</u>
Sales Commissions (specify finders' fees separately) . . . . .	<input type="checkbox"/> \$ <u>0</u>
Other Expenses (identify) <u>printing and miscellaneous</u> . . . . .	<input type="checkbox"/> \$ <u>3,000</u>
<b>Total . . . . .</b>	<b><input type="checkbox"/> \$ <u>10,000</u></b>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

4. b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expense furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." . . . . . \$ 521,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to part C - Question 4.b above.

	Payments to Officers Directors & Affiliates	Payments to Others
Salaries and Fees . . . . .	[ ] \$ _____	[ ] \$
Purchase of Real Estate . . . . .	[ ] \$ _____	[ ] \$
Purchase, rental or leasing & installation of machinery & equipment [ ] \$ _____	[ ] \$ _____	[ ] \$
Construction or leasing of plat buildings and facilities . . . . .	[ ] \$ _____	[ ] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) . . . . .	[ ] \$ _____	[ ] \$
Repayment of Indebtedness . . . . .	[ ] \$ _____	[ ] \$
Working Capital . . . . .	[ ] \$ _____	[ ] \$
Other (Specify) <u>Contract Drilling and Completion</u> . . . . .	[ ] \$ <u>521,000</u>	[ ] \$
_____ . . . . .	[ ] \$ _____	[ ] \$
Column Totals . . . . .	[ ] \$ <u>521,000</u>	[ ] \$
Total Payments Listed (column totals added) . . . . .	[ ] \$521,000	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed Under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph 9b) (2) of Rule 202.

Issuer (Print or Type) <b>SOUTHEASTERN ENERGY-RED HILL PROSPECT</b>	Signature <i>Debbie Bilbrey</i>	Date <i>8/11/03</i>
Name of Signer (Print or Type) <b>DEBBIE BILBREY</b>	Title of Signer (Print or Type) <b>ASSISTANT SECRETARY</b>	

**ATTENTION**

International misstatement or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rules? . . . . . [X] Yes [] No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>SOUTHEASTERN ENERGY-RED HILL PROSPECT</b>	Signature <i>Debbie Bilbrey</i>	Date <i>8/11/03</i>
Name of Signer (Print or Type) <b>DEBBIE BILBREY</b>	Title of Signer (Print or Type) <b>ASSISTANT SECRETARY</b>	

**Instructions:**  
Print the names and title of the signing representative under his signature for the state portion of this form. Once copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signature.

## APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in state (Part C-Item 2)				Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	LIMITED PARTNERSHIP \$531,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ	X		"	2	\$118,000				
AR	X		"	1	11,800				
CA	X		"	2	22,375	-1-	8,950		
CO	X		"	-3-	\$35,400				
CT									
DE									
DC									
FL	X		"	-2	23,600				
GA									
HI									
ID									
IL	X		"	2	17,700				
IN									
IA									
KS	X								
KY									
LA	X		"			-1-	8,950		
ME									
MD									
MA	X		"	1	20,800	-1-	11,800		
MI	X		"	1	5,900				
MN									
MS									
MO									

## APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors (Part B-Item 1)			Type of security and aggregate price offered in state (Part C-Item 1)	Type of investor and amount purchased in state (Part C-Item 2)				Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	GENERAL PARTNERSHIP 531,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE	X		"	-1-	11,800				
NV	X		"	-2-	23,600				
NH									
NJ	X		"	1	129,800				
NM	X		"			1	11,800		
NY	X		"			1	5,900		
NC									
ND									
OH	X		"	-1-	11,800	-1-	5,900		
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX	X		"	1	11,800				
UT									
VT									
VA									
WA									
WV									
WI	X		"	2	23,600				
WY									
PR									

OUTSIDE US                      1                      \$11,800