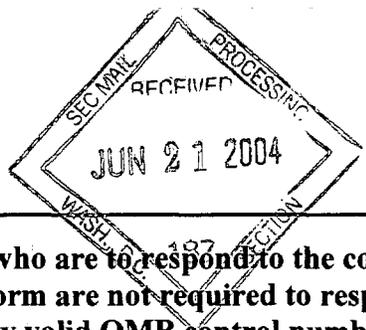


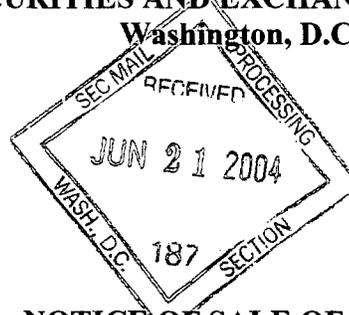
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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

PROCESSED JUN 28 2004

Table with THOMSON SEC USE ONLY, FINANCIAL, DATE RECEIVED, Serial

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) SHALE ENERGY PARTNERS 2004-S II, LLP

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

Type of Filing: [x] New Filing [] Amendment



A. BASIC IDENTIFICATION DATA

04033228

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) SHALE ENERGY PARTNERS 2004-S II, LLP

precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within 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 Partner

Full Name (Last name first, if individual)
Blue Flame Energy Company, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
P.O. Box 787, Jeffersonville, IN 47131-0787

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

Full Name (Last name first, if individual)
Armstrong, Lonny G. (Managing Member of Blue Flame Energy Company, LLC)

Business or Residence Address (Number and Street, City, State, Zip Code)
Rt 1, Box 370, Charleston, WV 25302

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

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 Partner

Full Name (Last name first, if individual)

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

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

(Check "All States" or check individual States) All States

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

1. 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 partnership interests

Aggregate \$2,000,000
Offering Price

Amount Already
\$25,000

		Sold
Debt	\$ 0 _____	\$ 0 _____
Equity	\$ 0 _____	\$ 0 _____
[] Common [] Preferred Convertible Securities (including warrants)	\$ 0 _____	\$ 0 _____
Partnership Interests	\$ 2,000,000 _____	\$ 25,000 _____
Other (Specify _____).	\$ 0 _____	\$ 0 _____
Total	\$ 2,000,000 _____	\$ 25,000 _____

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 purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1 _____	\$ 25,000 _____
Non-accredited Investors	0 _____	\$ 0 _____
Total (for filings under Rule 504 only)	_____	\$ _____

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, 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	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
Rule 504	_____	\$ _____

Total

\$ _____

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"/>	\$ <u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees	<input type="checkbox"/>	\$ <u>0</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ <u>200,000</u>
Other Expenses (identify) <u>due diligence, organization, development and management fees</u>	<input type="checkbox"/>	\$ <u>110,000</u>
Total	<input checked="" type="checkbox"/>	\$ <u>330,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 1,670,000

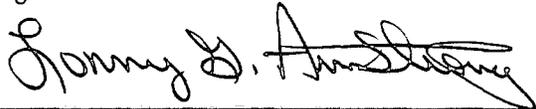
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate (well site acquisition, spud fee)	<input type="checkbox"/> \$ <u>400,000</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities.	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
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)	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Working capital	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Other (specify): <u>drilling and completion, 2D Seismic</u>	<input checked="" type="checkbox"/> \$ <u>1,270,000</u>	<input type="checkbox"/> \$ <u>0</u>
Column Totals	<input checked="" type="checkbox"/> \$ <u>1,670,000</u>	<input type="checkbox"/> \$ <u>0</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>1,670,000</u>	

Column Totals \$ 393,333 \$ 0
 Total Payments Listed (column totals added) \$ 393,333

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 (b)(2) of Rule 502.

Issuer (Print or Type) Shale Energy Partners 2004-S II, LLP	Signature 	Date 6/15/04
Name of Signer (Print or Type) Lonny G, Armstrong	Title of Signer (Print or Type) Managing Member of Blue Flame Energy Company, LLC, General Partner of Issuer	

ATTENTION
 Intentional misstatements 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 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

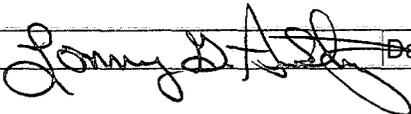
 See Appendix, Column 5, for state response.

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) Shale	Signature 	Date 6/15/04
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Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Shale Energy Partners 2004 S-II, LLP, a limited liability partnership organized under the laws of West Virginia for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Blue Flame Energy Company, LLC
(Name)

P.O. Box 637, Jeffersonville, IN 47131
(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> AL	Secretary of State	<input checked="" type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input checked="" type="checkbox"/> GA	Commissioner of Securities
<input checked="" type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input checked="" type="checkbox"/> CA	Commissioner of Corporations	<input checked="" type="checkbox"/> ID	Director, Department of Finance
<input checked="" type="checkbox"/> CO	Securities Commissioner	<input checked="" type="checkbox"/> IL	Secretary of State
<input checked="" type="checkbox"/> CT	Banking Commissioner	<input checked="" type="checkbox"/> IN	Secretary of State
<input type="checkbox"/> DE	Securities Commissioner	<input checked="" type="checkbox"/> IA	Commissioner of Insurance
<input checked="" type="checkbox"/> DC	Dept. of Insurance & Securities Regulation	<input checked="" type="checkbox"/> KS	Secretary of State
<input checked="" type="checkbox"/> KY	Director, Division of Securities	<input type="checkbox"/> OH	Secretary of State
<input checked="" type="checkbox"/> LA	Commissioner of Securities	<input type="checkbox"/> OR	Director, Department of Insurance and Finance

<u>X</u> ME	Administrator, Securities Division	<u>X</u> OK	Securities Administrator
<u>X</u> MD	Commissioner of the Division of Securities	<u> </u> PA	Pennsylvania does not require filing of a Consent to Service of Process
<u> </u> MA	Secretary of State	<u> </u> PR	Commissioner of Financial Institutions
<u>X</u> MI	Commissioner, Office of Financial and Insurance Services	<u> </u> RI	Director of Business Regulation
<u>X</u> MN	Commissioner of Commerce	<u>X</u> SC	Securities Commissioner
<u>X</u> MS	Secretary of State	<u>X</u> SD	Director of the Division of Securities
<u> </u> MO	Securities Commissioner	<u>X</u> TN	Commissioner of Commerce and Insurance
<u>X</u> MT	State Auditor and Commissioner of Insurance	<u>X</u> TX	Securities Commissioner
<u> </u> NE	Director of Banking and Finance	<u> </u> UT	Director, Division of Securities
<u>X</u> NV	Secretary of State	<u> </u> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<u>X</u> NH	Secretary of State	<u>X</u> VA	Clerk, State Corporation Commission
<u>X</u> NJ	Chief, Securities Bureau	<u> </u> WA	Director of the Department of Licensing
<u>X</u> NM	Director, Securities Division	<u> </u> WV	Commissioner of Securities
<u>X</u> NY	Secretary of State	<u> </u> WI	Department of Financial Institutions, Division of Securities
<u>X</u> NC	Secretary of State	<u>X</u> WY	Secretary of State
<u> </u> ND	Securities Commissioner		

Dated this 15th day of June, 2004
Blue Flame Energy Company, LLC

By Lonny G. Armstrong
 Lonny G. Armstrong

Title : Managing Member

CORPORATE ACKNOWLEDGMENT

State or Province of _____
County of _____) ss.

On this _____ day of _____, 20____ before me _____ the undersigned officer, personally appeared _____ known personally to me to be the _____ of the above named corporation and (Title)

acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oath
My Commission Expires _____

(SEAL)

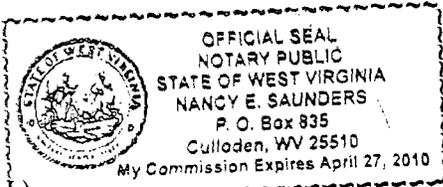
INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of West Virginia)ss
County of Kanawah) ss.

On this 15th day of June, 2004, before me, Nancy E Saunders the undersigned officer, personally appeared Lonny G. Armstrong, Managing Member of Blue Flame Energy Company, LLC General Partner of Shale Energy Partners 2004-SII, LLP to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.

Nancy E. Saunders
Notary Public/Commissioner of Oaths
My Commission Expires April 27th 2010



(SEAL)