

1399609

FORM D

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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0076 |
| Expires:                                     |           |
| Estimated average burden hours per response: | 16.00     |

FORM D



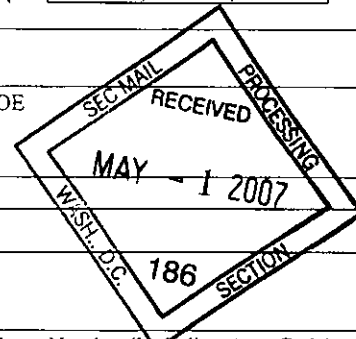
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NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

| SEC USE ONLY  |        |
|---------------|--------|
| Prefix        | Serial |
| DATE RECEIVED |        |
|               |        |

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
Type of Filing:  New Filing  Amendment



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.)

REBEL HILL PARTNERS, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

16 GOOSE COVE LANE, FREEPORT ME 04032

Telephone Number (Including Area Code)

207-221-5639

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

660 GLEN IRIS DRIVE NE, No. 408, ATLANTA GA 30308

Telephone Number (Including Area Code)

404-875-5797

Brief Description of Business

DEVELOPMENT OF WIND ELECTRIC GENERATION FACILITIES.

Type of Business Organization

- corporation
- business trust
- limited partnership, already formed
- limited partnership, to be formed
- other (please specify): LIMITED LIABILITY COMPANY

Actual or Estimated Date of Incorporation or Organization: Month 02 Year 07  Actual  Estimated

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

PROCESSED

GENERAL INSTRUCTIONS

MAY 17 2007

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 270.401, or 15 U.S.C. 77d(6).

THOMSON FINANCIAL

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 filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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 Administrator 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 proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state 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 an available state exemption unless such exemption is predicated on the filing of a federal notice.

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

JONES, SUSAN B.  
Full Name (Last name first, if individual)

16 GOOSE COVE LANE, FREEPORT ME 04032-6531  
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

SUTHERLAND, M. STUART  
Full Name (Last name first, if individual)

660 GLEN IRIS DRIVE, NE, No. 408, ATLANTA GA 30308  
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 of the issuer

COMMUNITY GENERATION PARTNERS, LLC  
Full Name (Last name first, if individual)

16 GOOSE COVE LANE, FREEPORT ME 04032-6531  
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)

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)

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)

(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? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 0\*
3. Does the offering permit joint ownership of a single unit? .....  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 purchasers 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 \_\_\_\_\_

*\* THIS NUMBER REFLECTS THE CASH CONSIDERATION. SEE STATEMENT 1 FOR AN EXPLANATION.*

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

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

|                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
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| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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

|                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
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| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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

|                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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 the 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 .....   | \$ 0                     | \$ 0                |
| Equity .....   | \$ 0                     | \$ 0                |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred |                          |                     |
| Convertible Securities (including warrants) .....                  | \$ 0                     | \$ 0                |
| Partnership Interests .....  | \$ 0                     | \$ 0                |
| Other (Specify <u>LLC MEMBERSHIP INTERESTS - CLASS B</u> ) .....   | \$ 0 *                   | \$ 0 *              |
| Total .....  | \$ 0.00 *                | \$ 0.00 *           |

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 .....                    | 0                | \$ 0                                 |
| Non-accredited Investors .....                | 1                | \$ 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, 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 A ..... | _____            | \$ _____           |
| Rule 504 .....     | _____            | \$ _____           |
| Total .....        |                  | \$ 0.00            |

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 insurer. 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"/> | \$ 0    |
| Printing and Engraving Costs .....                         | <input type="checkbox"/> | \$ 0    |
| Legal Fees .....   | <input type="checkbox"/> | \$ 0    |
| Accounting Fees .....                                      | <input type="checkbox"/> | \$ 0    |
| Engineering Fees .....                                     | <input type="checkbox"/> | \$ 0    |
| Sales Commissions (specify finders' fees separately) ..... | <input type="checkbox"/> | \$ 0    |
| Other Expenses (identify) .....                            | <input type="checkbox"/> | \$ 0    |
| Total .....  | <input type="checkbox"/> | \$ 0.00 |

\* THESE NUMBERS REFLECT THE CASH CONSIDERATION. SEE STATEMENT 1 FOR AN EXPLANATION.

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

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.” .....

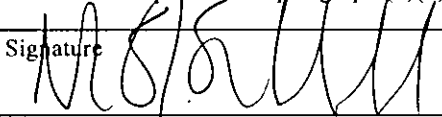
\$ 0.00 \*

5. Indicate below the amount of the adjusted gross proceed 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<br>Officers,<br>Directors, &<br>Affiliates | Payments to<br>Others              |
|--|--|------------------------------------|
| Salaries and fees .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Purchase of real estate .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Purchase, rental or leasing and installation of machinery<br>and equipment .....   | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Construction or leasing of plant buildings and facilities .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Acquisition of other businesses (including the value of securities involved in this<br>offering that may be used in exchange for the assets or securities of another<br>issuer pursuant to a merger) ..... | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Repayment of indebtedness .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Working capital .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Other (specify): _____   | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| _____  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| _____  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____  |
| Column Totals .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00   |
| Total Payments Listed (column totals added) .....  |  | <input type="checkbox"/> \$ 0.00 * |

**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)<br><b>REBEL HILL PARTNERS, LLC</b>     | Signature<br> | Date<br><b>26 Apr 07</b> |
| Name of Signer (Print or Type)<br><b>M. STUART SUTHERLAND</b> | Title of Signer (Print or Type)<br><b>VICE PRESIDENT</b>  |                          |

\* THESE NUMBERS REFLECT THE CASH CONSIDERATION. SEE STATEMENT 1 FOR AN EXPLANATION.

**ATTENTION**

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

**FORM D**

Of

REBEL HILL PARTNERS, LLC

**Statement 1**

April 25, 2007

Rebel Hill Partners, LLC, a Maine limited liability company (the "*Company*"), is offering on a private basis to a limited group of landowners in the Rebel Hill, Maine area the Class B Membership Interests of the Company. A maximum of 10 investors may participate in this offering.

Each participating investor must contribute to the Company an option (the investor's "*Option*") to acquire an exclusive easement in certain real estate of the investor, to be used for the development of wind electric generation facilities. The initial purchasers of the Class B Membership Interests shall not be required to contribute any cash to the Company.

As of the date of this Form D, a single non-accredited individual had purchased Class B Membership Interests, for which he granted to the Company his Option.

The Company does not know the value of the Option granted by the single investor in dollar terms. For this reason, the Company's Form D uses the dollar value of \$0.00 and refers to "Statement 1" in the portions of the Form where such value would be shown if known, including specifically:

Item B.2 – the minimum investment is the value of the investor's Option, which the Company does not know in dollar terms. There is no cash investment.

Item C.1 – the aggregate offering price per investor is the value of the investor's Option, which the Company does not know in dollar terms. The amount already sold is the value of the single initial investor's easement. The amount in cash terms is zero.

Item C.2 – the sole investor to date is unaccredited. The aggregate amount of purchases to date from accredited investors is the value of his Option, which the Company does not know in dollar terms. There has been no cash investment.

Item C.4.b – the Company has not incurred any expenses for this offering. Therefore, the adjusted gross proceeds to the issuer is the value of the single investor's Option, which the Company does not know in dollar terms. There have been no cash proceeds.

Item C.5 – the Company does not plan to make any payments from the proceeds to officers, directors, affiliates or third parties. Rather, the Company plans to use the proceeds (i.e., the single investor's Option) to develop wind electric generation facilities.

*END*