

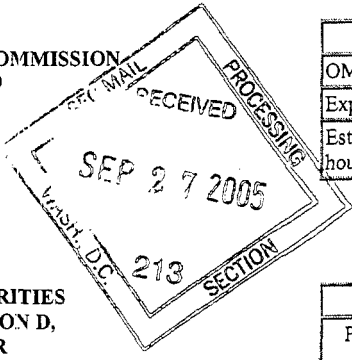
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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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



05067365

FORM D

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.)
HEARTLAND-COLES BRANCH PROSPECT #3, LP

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 FINAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

PROCESSED
B SEP 29 2005
RECEIVED

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
HEARTLAND COLES BRANCH PROSPECT # 3, LP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
942 SEARCY WAYS, BOWLING GREEN, KENTUCKY, 42103 877 304 1040

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

Brief Description of Business
DRILLING OF ONE (1) WELL IN EASTERN KENTUCKY

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 [6] [2005] [X] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [KY][]



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)
HEARTLAND RESOURCES INC.

Business or Residence Address (Number and Street, City, State, Zip Code)
942 SEARCY WAY, BOWLING GREEN, KENTUCKY 42103

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

Full Name (Last name first, if individual)
MARK HAYNES

Business or Residence Address (Number and Street, City, State, Zip Code)
942 SEARCY WAY, BOWLING GREEN, KENTUCKY 42103

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

Full Name (Last name first, if individual)
DAVID STEWART

Business or Residence Address (Number and Street, City, State, Zip Code)
942 SEARCY WAY, BOWLING GREEN, KENTUCKY 42103

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

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
[]
[X] |
| Answer also in Appendix, Column 2, if filing under ULOE. | |
| 2. What is the minimum investment that will be accepted from any individual?. 1/2 UNIT..... | \$7,100 |
| 3. Does the offering permit joint ownership of a single unit?..... | Yes No
[X]
[] |

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

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

(Check "All States" or check individual States)

All States

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

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

(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/de)

Name of Associated Broker or Dealer

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

(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 coes 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	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$690,000	\$690,000
Other (Specify _____).	\$ _____	\$ _____
Total	690,000	690,000

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	22	\$ 621,000
Non-accredited Investors	4	\$ 69,000
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"/> \$ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$1,000
Legal Fees	<input checked="" type="checkbox"/> \$6,000
Accounting Fees	<input checked="" type="checkbox"/> \$1,000
Engineering Fees	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ _____
Other Expenses (identify) MISCELLANEOUS.....	<input checked="" type="checkbox"/> \$2,000
Total	<input checked="" type="checkbox"/> \$10,000

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."

\$680,000

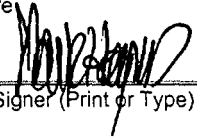
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the

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 and installation of machinery and equipment	[] \$ _____	[] \$ _____
Construction or leasing of plant 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): DRILLING COSTS AND COMPLETION COSTS	[X] \$680,000	[] \$ _____
_____	[] \$ _____	[] \$ _____
_____	[] \$ _____	[] \$ _____
Column Totals	\$680,000	[] \$ _____
Total Payments Listed (column totals added)	\$680,000	_____

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 (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
HEARTLAND-COLES BRANCH PROSPECT #3		9-15-05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
MARK HAYNES	PRESIDENT	

ATTENTION

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

ID	X		"	2	120,750				
IL	X		"	2	34,500	1	17,250		
IN									
IA									
KS									
KY	X		"	1	69,000				
LA									
ME									
MD									
MA									
MI	X		"	2	51,750				
MN	X		"	2	34,500				
MS									
MO	X		"	1	17,250				
MT									
NE	X		"	4	103,500				
NV									
NH									
NJ									
NM									
NY	X		"	1	17,250				
NC									
ND									
OH	X		"	1	17,250				
OK									
OR									
PA									
RI									
SC									
SD									
TN	X		"	2	51,750				
TX	X		"	1	17,250				
UT									
VT									
VA									
WA	X		"	1	17,250				
WV									
WI									
WY									
PR									

OUTSIDE US. \$17,250 ONE INVESTOR

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>