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KESTREL ENERGY INC  
Form SC 13D/A  
February 11, 2005

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

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2) \*

KESTREL ENERGY, INC.

-----  
(Name of Issuer)

Common Stock, No Par Value

-----  
(Title of Class of Securities)

492545 10 8

-----  
(CUSIP Number)

S. Lee Terry, Jr., Davis Graham & Stubbs LLP, 1550 17th Street, #500  
Denver, CO 80202 (303) 892-7400

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

December 24, 2004

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

PERSONS WHO 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.

Schedule 13D

CUSIP No. 492545 10 8

Kestrel Energy, Inc.

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|    |   |                              |
|----|---|------------------------------|
| 1  | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) |                              |
|    | Nieuport Pty Ltd  |                              |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)                       |                              |
|    |   | (a) <input type="checkbox"/> |
|    |   | (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |                              |
| 4  | SOURCE OF FUNDS (See Instructions)  |                              |
|    | OT  |                              |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) or 2(e)    | <input type="checkbox"/>     |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION  |                              |
|    | Australia   |                              |
|    | 7   | SOLE VOTING POWER            |
|    | NUMBER OF<br>SHARES   | 0                            |
|    | BENEFICIALLY  | 8                            |
|    | OWNED BY  | SHARED VOTING POWER          |
|    | EACH  | 0                            |
|    | REPORTING   | 9                            |
|    | PERSON  | SOLE DISPOSITIVE POWER       |
|    | WITH  | 0                            |
|    | 10  | SHARED DISPOSITIVE POWER     |
|    |   | 0                            |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                              |                              |
|    | 0   |                              |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br>(See Instructions)   | <input type="checkbox"/>     |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |                              |

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0%

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14 TYPE OF REPORTING PERSON (See Instructions)

CO  
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Schedule 13D

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Kestrel Energy, Inc.  
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Item 1. Security and Issuer.

No Par Value Common Stock (the "Shares") of Kestrel Energy, Inc., 1720 Cole Boulevard, Suite 210, Lakewood, Colorado 80401.

Item 2. Identity and Background.

(a) Name. Nieuport Pty Ltd

(b) Business address. PO Box 332, Greenwood, Western Australia 6924

(c) A wholly owned investment subsidiary of Sun Resources NL incorporated in Australia

(d) None

(e) None

DIRECTORS AND OFFICERS OF REPORTING PERSON:

(a) Name. Peter Woods

(b) Business address. PO Box 332, Greenwood, Western Australia 6924

(c) Company Secretary and Director, same business address as above

(d) None

(e) None

(f) Australian

Item 3. Source and Amount of Funds or Other Consideration.

On December 24, 2004, the Reporting Person exchanged 1,005,000 Shares for 5,025,000 shares of Samson Oil & Gas N.L., an investment corporation registered in Australia ("Samson"), in an offering made by Samson to non-U.S. holders of Shares. The price was \$1.04 per Share based on the value of the Samson shares exchanged for the Shares. After the exchange, the Reporting Person holds a 9.5% ownership interest in Samson.

Item 4. Purpose of Transaction.

None.

Item 5. Interest in Securities of the Issuer.

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Kestrel Energy, Inc.

- 
- (a) 0 Shares of Common Stock (0%) beneficially owned.
- (b) Number of Shares as which there is Sole Power to Vote - 0  
Shared Power to Direct the Vote - 0 Sole Power to Direct the  
Disposition - 0 Shared Power to Direct to the Disposition - 0
- (c) See Item 3
- (d) None
- (e) December 24, 2004
- Item 6. Contracts, Arrangements, Understandings or Relationships with  
Respect to Securities of the Issuer.
- None
- Item 7. Material to Be Filed as Exhibits.
- None

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Schedule 13D

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Kestrel Energy, Inc.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I  
certify that the information set forth in this statement is true, complete and  
correct.

11 February 2005

-----  
Date

NIEUPORT PTY LTD.

/s/Peter Woods

-----  
Signature

Peter Woods, Director/Company Secretary

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Name/Title

