

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

OMB APPROVAL									
OMB Number:	3235-0076								
Expires:	May 31, 2005								
Estimated avera	ge burden								
hours per respon	16.00								

SEC	JSE ONLY
SEC USE ON Prefix DATE RECEIVE	Serial
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DATE	RECEIVED
	1

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
The Bancorp.com Inc.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	☐ ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	03056130
The Bancorp.com, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
405 Silverside Road Wilmington DE 19809	302-385-5000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Banking	1098049
business trust limited partnership, to be formed	lease specify): PROCESSEI
Month Year Actual or Estimated Date of Incorporation or Organization: 07 QD X Actual Estin Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	
CN for Canada; FN for other foreign jurisdiction)	DE THOWSON
GENERAL INSTRUCTIONS	12 (1/27/2) 1/3/4 (4/2-3/5)
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 205	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	y signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supplied with the SEC.	rt the name of the issuer and offering, any changes ied in Parts A and B. Part E and the Appendix need
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 so ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Sare to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for	ecurities Administrator in each state where sales

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.

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

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 predictated on the

this notice and must be completed.

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 man 	nagin	g partner of p	oartn	ership issuers.				
Check Box(es) that Apply:		Promoter	X	Beneficial Owner	☐ Executive Office	г 🛛	Director	□General and/or Managing Partne
Full Name (Last name first, i Cohen, Betsy	f indi	vidual)						
Business or Residence Addre 1818 Market Street, 2					e)			
Check Box(es) that Apply:		Promoter		Beneficial Owner	☐ Executive Office	r 🗷	Director	□General and/or Managing Partne
Full Name (Last name first, i McEntee, James	findi	viđual)						
Business or Residence Addre 1818 Market Street, 2	ss (N 8th I	umber and S	treet,	City, State, Zip Cod Iphia, PA 19103	e)			
Check Box(es) that Apply:		Promoter		Beneficial Owner	☐ Executive Office	r [3]	Director	□General and/or Managing Partner
Full Name (Last name first, i Beach, Walter	findi	vidual)						
Business or Residence Addre					e)			
Check Box(es) that Apply:		Promoter		Beneficial Owner	☑ Executive Office	r Di	Director	□General and/or Managing Partner
Full Name (Last name first, in Cohen, D. Gideon	f indi	vidual)						
Business or Residence Address 1818 Market Street, 28					e)			
Check Box(es) that Apply:		Promoter		Beneficial Owner	☐ Executive Office	r 🗔	Director	□General and/or Managing Partner
Full Name (Last name first, it Cohn, Matthew	indi	vidual)						
Business or Residence Address 1818 Market Street, 28					e)			
Check Box(es) that Apply:		Promoter		Beneficial Owner	☐ Executive Office	- 🖂	Director	□General and/or Managing Partner
Full Name (Last name first, if Lamb, William	indiv	vidual)						
Business or Residence Addres 1818 Market Street, 28					e)			
Check Box(es) that Apply:		Promoter		Beneficial Owner	☑ Executive Officer	- 🗵	Director	☐General and/or Managing Partner
Full Name (Last name first, if	indiv	/idual)						
Business or Residence Address 405 Silverside Road, E					e) 19809			

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

andEach general and ma	nagin	g partner of	artne	ership issuers.					
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	₩.	Director	☐General and/or Managing Partner
Full Name (Last name first, Neff, P. Sherrill	if indi	ividual)							
Business or Residence Addre 1818 Market Street, 2					le)				
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director	☐General and/or Managing Partner
Full Name (Last name first, Schaeffer, Linda	if indi	vidual)							
Business or Residence Addre 1818 Market Street, 2					le)				
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Ø	Director	□General and/or Managing Partner
Full Name (Last name first, i Stein, Steven	if indi	vidual)					•		
Business or Residence Addre 1818 Market Street, 2					le)				
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director	□General and/or Managing Partner
Full Name (Last name first, i Specter, Joan	f indi	vidual)							
Business or Residence Addre 1818 Market Street, 2					e)				
Check Box(es) that Apply:		Promoter		Beneficial Owner	X	Executive Officer		Director	☐General and/or Managing Partner
Full Name (Last name first, i Megargee, Scott	f indi	vidual)							
Business or Residence Addre 1818 Market Street, 28	ss (Ni 3th F	umber and St	reet, adel	City, State, Zip Cod	e)				
Check Box(es) that Apply:		Promoter		Beneficial Owner	A	Executive Officer		Director	☐General and/or Managing Partner
Full Name (Last name first, i	f indi	vidual)							
Business or Residence Addre 1818 Market Street, 28	•			•	e)				·
Check Box(es) that Apply:		Promoter		Beneficial Owner	Ň	Executive Officer		Director	□General and/or Managing Partner
Full Name (Last name first, i Egan, Martin	f indi	vidual)							
Business or Residence Addre	ss (Nı	imber and St	reet,	City, State, Zip Cod	e)				

405 Silverside Road, Bldg. 3, Suite 105, Wilmington, DE 19809

B. INFORMATION ABOUT OFFERING												
Hac tha	icenar col	l or does +1	ne iccuer is	stend to se	1 to non-a	credited in	vectore in	this offeri	ng?		Yes	No IS
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What is	the minim	um investm					-				\$ 25	,000
											Yes	No
	_	-									\mathbf{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.												
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tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers	· · · · · ·			111212		
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The probability of a sing a suppose the offering permit joint ownership of a sing a succession or similar remuneration for solicitation. If a person to be listed is an associated person or age or states, list the name of the broker or dealer. If mo a broker or dealer, you may set forth the information of the problem of	Has the issuer sold, or does the issuer intend to sell, to non-aranswer also in Appendix, What is the minimum investment that will be accepted from a Does the offering permit joint ownership of a single unit?	Has the issuer sold, or does the issuer intend to sell, to non-accredited in Answer also in Appendix, Column 2 What is the minimum investment that will be accepted from any individ Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be commission or similar remuneration for solicitation of purchasers in conne If a person to be listed is an associated person or agent of a broker or dealer or states, list the name of the broker or dealer. If more than five (5) person a broker or dealer, you may set forth the information for that broker or or locate (Last name first, if individual) COHEN BROS & COMPANY. In Name (Last name first, if individual) COHEN BROS & COMPANY. In Sand Rete Street, 28th Floor, Phile are of Associated Broker or Dealer The in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ALL AK AZ AR CA CO CT ILL IN IA KS KY LA ME MIT NE NV NH NJ NM NY RI SC SD TN TX UT VT I Name (Last name first, if individual) In Name (Last name first, if individual)	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in Answer also in Appendix, Column 2, if filling to Mhat is the minimum investment that will be accepted from any individual?	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offer Answer also in Appendix, Column 2, if filing under ULO What is the minimum investment that will be accepted from any individual? What is the minimum investment that will be accepted from any individual? Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, dire commission or similar remuneration for solicitation of purchasers in connection with sales of set If a person to be listed is an associated person or agent of a broker or dealer registered with the S or states, list the name of the broker or dealer. If more than the (5) persons to be listed are asso a broker or dealer, you may set forth the information for that broker or dealer only. Name (Last name first, if individual) Cohen Bros. & Company increases a company increases or Residence Address (Number and Street, City, State, Zip Code) 1818 Market Street, 28th Floor, Philadelphia Person Associated Broker or Dealer tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DX IEC. AL AK AZ AR CA CO CT DX IEC. AL AK AZ AR CA CO CT DX IEC. AL AK AZ AR CA CO CT DX IEC. AL AK AZ AR CA CO CT DX IEC. 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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 booke or dealer engistered 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. Name (Last name first, if individual) Cohen Bros. & Company. incess or Residence Address (Number and Street, City, State, Zip Code) 1818 Market Street, 28th Floor, Philadelphia PA 19103. ne of Associated Broker or Dealer tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). ALL AK AZ AR CA CO CT DX DC FL GA TIL IN IA IKS KY LA ME MD MA MI MN TIN EN NI	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

		E. STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.262 pre provisions of such rule?	• • •		Yes No						
	See A	appendix, Column 5, for state response.								
2.	The undersigned issuer hereby undertakes to fu D (17 CFR 239.500) at such times as required	•	hich this notice is fi	led a notice on Fo						
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 issilimited Offering Exemption (ULOE) of the sta of this exemption has the burden of establishi	te in which this notice is filed and understands								
	er has read this notification and knows the conter horized person.	its to be true and has duly caused this notice to b	e signed on its beha	f by the undersign						
Issuer (I	Print or Type)	Signature	Date							
THE	BANCORP. COM, INC.		Aug. 1,	2002						
Name (F	Print or Type)	Title (Print or Type)	0							

Instruction:

Daniel G. Cohen

Print the name and title of the signing representative under his signature for the state portion of this form. One 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 signatures.

	APPENDIX										
1	Intend to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pui	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited				No		
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	APPENDIX											
1	Intendato non-a	1 to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)					ification ate ULOE attach ation of granted) Item 1)			
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited				No			
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