FORM D

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

7/3975



03058269

FORM D

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

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	MAY	_5	2003	
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Name of Offering (check if this is an amendment and name h	nas changed, and indicate cha-	nge.)	
Sun Bancorp, Inc.			
Filing Under (Check box(es) that apply) Rule 504 Rule 5	505 🛛 Rule 506 🗌 Section	4(6) ☐ ULOE	
Type of Filing: New Filing Amendment		_	
A	. BASIC IDENTIFICATION	ON DATA	
1. Enter the information requested about the issuer			
Name of Issuer (check if this is an amendment and name ha	is changed, and indicate chan	ge.)	
Sun Bancorp, Inc.			
Address of Executive Offices (Number and Street, City, State, Z	ip Code)	Telephone Number	
155 North 15th Street		(Including Area Code	2)
Lewisburg, PA 17837		(570) 523-4300	
Address of Principal Business Operations		Telephone Number	
(Number and Street, City, State, Zip Code)		(Including Area Code	2)
(if different from Executive Offices)		(570) 523-4300	
Same as Executive Offices.			
Brief Description of Business			
Pennsylvania-chartered, bank holding company			
Type of Business Organization			
corporation limited partnership, already formed	other (please specify):		
business trust limited partnership, to be formed			
			PROCESSED
	Month Year		
Actual or Estimated Date of Incorporation or Organization:	11 82 🖾 A	ctual Estimated	MAY OF DOOD
			MAY 07 2003
Jurisdiction of Incorporation or Organization: (Enter two-letter U			1
•	CN for Canada; FN for oth	ner foreign jurisdiction) F	11.0110014
			FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), CFR 230.501 et seq. or 15 U.S.C. 77d(b).

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 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 in 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.

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

800

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
Hormell, Robert A.
Full Name (Last name first, if individual)
RR 1, Box 292, Watsontown, PA 17777
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
McCormack, Robert J.
Full Name (Last name first, if individual)
88 Wedgewoods Gardens Road, Lewisburg, PA 17837
Business or <u>Residence</u> Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Leinbach, Wilmer
Full Name (Last name first, if individual)
243 Fairmont Drive, Lewisburg, PA 17837
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
Bixler, Thomas B.
Full Name (Last name first, if individual)
501 Highland Terrace, Williamsport, PA 17701
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
Miller, Sandra J.
Full Name (Last name first, if individual)
155 North 15 th Street, Lewisburg, PA 17837
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
Keller, George F.
Full Name (Last name first, if individual)
P.O. Box 190, Port Trevorton, PA 17864
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
Bingaman, Max E.
Full Name (Last name first, if individual) P.O. Box 247, Kreamer, PA 17833
Business or Residence Address (Number and Street, City, State, Zip Code)
<u> </u>

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
Dieck, David R.	
Full Name (Last name first, if individual)	
RR2, Box 371, Sunbury, PA 17801	
Business or Residence Address (Number and Street, City, State, Zip Code)	. 4.4
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director [General and/or Managing Partner
Eaton, Louis A.	0 0
Full Name (Last name first, if individual)	
P.O. Box 23, New Berlin, PA 17855	
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
Gurgovits, Stephen J.	· · · · · · · · · · · · · · · · · · ·
Full Name (Last name first, if individual)	
FNB Corporation, One FNB Boulevard, Hermitage, PA 16148	7
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
Bufalino, Maureen M.	
Full Name (Last name first, if individual)	
41 White tail Drive, Dallas, PA 18612	
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
John, Paul R.	
Full Name (Last name first, if individual)	
RR 1, Box 452, Winfield, PA 17889	
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
Sierer, Marlin T.	
Full Name (Last name first, if individual)	
RR 2, Box 46, Mt. Pleasant Mills, PA 17853	
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
Van, Dennis J.	
Full Name (Last name first, if individual)	
17 Meadowbrook Drive, Selinsgrove, PA 17870	
Business or Residence Address (Number and Street, City, State, Zip Code)	

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
Barrick, Martha A.
Full Name (Last name first, if individual)
407 South 22 nd Street,, Lewisburg, PA 17837
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
Fetterolf, M. Mitchell
Full Name (Last name first, if individual)
Fetterolf Group, 227 New Centerville Road, Somerset, PA 15501-8755
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
Logue, Jr., George E.
Full Name (Last name first, if individual)
2768 Wallace Run Road, Trout Run, PA 17771
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
Tice, Gary L.
Full Name (Last name first, if individual) P.O. Box 8597, Naples, FL 34101
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)

B. INFORMATION ABOUT OFFERING

1.	Has t	the issuer s	old, or do	es the issu	ier intend t	o sell, to no	on-accredit	ed investor	rs in this of	tering?			No
					Answer al	so in Appe	ndix, Colu	mn 2, if fil	ling under	ULOE.		\boxtimes	
2.	What	t is the mir	nimum inv	estment tl	nat will be	accepted fr	om any ind	dividual?*				\$	
3.	Does	the offering	ng permit	joint own	ership of a	single unit	?					Yes	No □
4.	Associon Micommin exce Penn.	ciates, Inc. (d-Penn; 16, non stock an change for J	"Mid-Penn 044 shares d \$343,264 ohn K. Ship mation req	") common of common in cash in oman's shar uested for	stock; 16,0- stock and \$ exchange fo res of Mid-P	44 shares of 89,000 in ca r Donald E. Jenn; and 2,9 on who has	common sto ish in exchar Hopple's sh 225 shares a been or wi	ock and \$69, nge for Cher ares of Mid nd \$5,000 in	000 in cash yl A. Zellers -Penn; 29,89 n cash in exc or given, d	in exchange is's shares of the shares of thange for C irectly or in	shares of M for Christop Mid-Penn, a common sto. Cathy S. Geig adirectly, ar ties in the c	oher J. Fello 1,983 shares ck and \$74, er's shares	on's shares s of 107 in cash
	If a p	person to be ates, list the	e listed is a e name of	an associa the broke	ted person r or dealer.	or agent of	f a broker o an five (5)	or dealer re persons to	gistered wi be listed a	th the SEC	and/or wit ed persons	h a state	
		cable					_						
Full	Name	e (Last nan	ne first, if	individua	1)								
Busi	ness	or Residen	ce Addres	s (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)				-	
Nam	ne of A	Associated	Broker or	Dealer									
Ctoto	i 1	Which Dan	T :d	Han Calia		ends to Soli	ait Dunaha		 		· · · · · · · · · · · · · · · · · · ·		***
State	es in v	wnich Pers	son Listed	Has Sone	nted or inte	enas to Son	icit Purcha	sers					
•		'All States'	1			kao	LOT		lma			. —	All States
$\frac{(AL)}{(IL)}$		(AK) (IN)	(AZ) (IA)	(AR) (KS)	(CA) (KY)	(CO)	(CT) (ME)	(DE) (MD)	(DC) (MA)	(FL) (MI)	(GA) (MN)	(HI) (MS)	(ID) (MO)
$\frac{(1L)}{(MT)}$		(NE)	(NV)	(NH)	(NJ)	(LA) (NM)	(NY)	(NC)	(ND)	(OH)	(OK)	(OR)	(PA)
(RI)		(SC)	(SD)	(TN)	(TX)	(UT)	(VT)	(VA)	(WA)	(WV)	(WI)	(WY)	(PR)
Full	Name	e (Last nar	ne first, if	individua	l)			******					
Busi	ness	or Residen	ce Addres	s (Numbe	r and Stree	t, City, Star	te, Zip Cod	le)					
None		Associated	Duslana	D1	-								
Nan	ie oi A	Associated	Broker or	Dealer									
State	es in \	Which Pers	on Listed	Has Solic	ited or Inte	ends to Soli	cit Purchas	sers					
(Cł	neck "	'All States'	or check	individua	l States)							П А	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	e (Last nar	ne first, if	individua	l)			<u> </u>				Sec. 2-111-111	
Busi	ness	or Residen	ce Addres	s (Numbe	r and Stree	t, City, Sta	te, Zip Coc	le)					
Nam	ne of A	Associated	Broker or	Dealer				· - · · · · · · · · · · · · · · · · · ·					
State	es in V	Which Pers	on Listed	Has Solic	ited or Inte	ends to Soli	cit Purchas	sers				**************************************	
		All States"				+3.						^	All States
(AL		(AK)	(AZ)	(AR)	(CA)	(CO)	(CT)	(DE)	(DC)	(FL)	(GA)	[] A	(ID)
$\frac{(IL)}{(IL)}$		(IN)	(IA)	(KS)	(KY)	(LA)	(ME)	(MD)	(MA)	(MI)	(MN)	(MS)	(MO)
(MT	")	(NÉ)	(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 \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate fering Price	Amor	unt Already Sold
		01	icinig i nec		bold
	Debt	\$	0.00	\$	0.00
	Equity	\$	1,724,736.00	\$	1,724,736.00
	Common Preferred				
	Convertible Securities (including warrants)	\$	0.00	\$	0.00
	Partnership Interests	\$	0.00	\$	0.00
	Other (Specify)		0.00	\$	0.00
	Total	_		\$	1,724,736.00
	Answer also in Appendix, Column 3, if filing under ULOE.	Ψ	1,727,730.00	Ů	1,721,730.00
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		Aggregate Dollar Amount
			Investors		of Purchases
۸	credited Investors		0	\$	0.00
	n-accredited Investors		6	\$	
	Total (for filings under Rule 504 only)		6	\$	1,724,736.00
	Answer also in Appendix, Column 4, if filing under ULOE.				
_					
*	The average price of Sun Bancorp, Inc.'s common stock, as determined pursuant to the Agr				e aggregate value of the
	85,936 shares of Sun Bancorp, Inc. common stock to be exchanged in this transaction is appr	roxir	nately \$1,724,730	5.	
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.				
-	com :		Type of		Dollar Amount
	e of Offering e 505	2	Security		Sold \$
Reg	gulation A				\$
Rul	e 504				\$
	10141				9
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.				
Tra	nsfer Agent's Fees			. 🗆	none
Prin	nting and Engraving Costs	•••••		. 🗆	none
Leg	al Fees			\boxtimes	\$1,500 (estimate)
Acc	counting Fees			. 🗆	none
	incering Fees.				none
_	es Commissions (specify finders' fees separately)			_	none
	er Expenses (identify) <u>Consulting Fee</u>			_	\$124,852
	Total			_	\$126,352 (estimate)
				~	, (,)

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 the total expenses furnished in response to			
	Part C - Question 4.a. This difference is the "adjusted gross proceeds to the			
	issuer."	\$_	1,598,	<u>.384</u>
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used			
	or proposed to be issued 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.			
4 1				

All adjusted gross proceeds received from the issuance of shares of Sun Bancorp, inc. common stock (in conjunction with other consideration as delineated in the Agreement and Plan of Reorganization) will be used to purchase the issued and outstanding shares of common stock of Mid-Penn Insurance Associates, Inc.

	Payments to		
	Officers		
	Directors, &	Pa	ayments to
	Affiliates		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)	\$	□ \$	
Working capital	\$	□ \$	
Other (specify) See Statement Above:	\$	⊠ \$	1,598,384
Column Totals	\$	□ \$	<u>-</u> -
Total Payments Listed (column totals added)	🖂\$	1,598,384	

D. FEDERAL SIGNATURE

•	e signed by the undersigned duly authorized person. If this notic	
	ting by the issuer to furnish to the U.S. Securities and Exchange	• •
request of its staff, the information furnish	ed by the issuer to any non-accredited investor pursuant to parag	raph (b)(2) of Rule 502.
Issuer (Print or Type)	Signature	Date
Sun Bancorp, Inc.		April 23, 2003
Name of Signer (Print or Type)	Witle of Signer (Print or Type)	
Robert J. McCormack	President and Chief Executive Officer, Sun Bancorp, Inc	
//	<u>/ </u>	
•	E. STATE SIGNATURE	
1 Is any party described in 17 CFR 230.2	62 presently subject to any of the disqualification provisions of	Yes No
such rule?	or processing subject to any or the disquarmounters provisions or	
Such Tule.		
	See Appendix, Column 5, for state response.	
Form D (17 CFR 239,500) at such times as	tes to furnish to any state administrator of any state in which this required by state law. Sees to furnish to the state administrators, upon written request, in	
Uniform Limited Offering Exemption (UL	the issuer is familiar with the conditions that must be satisfied to OE) of the state in which this notice is filed and understands that of establishing that these conditions have been satisfied.	
The issuer has read this notification and kn	nows the contents to be true and has duly caused this notice to be	signed on its hehalf by the
undersigned duly authorized person.	lows the contents to be true and has dury caused this notice to be	signed on its ochan by the
andersigned dary authorized person.		
Issuer (Print or Type)	Signature	Date
Sun Bancorp, Inc.	Signature 1	April 23, 2003
Name of Signer (Print or Type)	Mile of Signer (Print or Type)	April 23, 2003
Robert J. McCormack	President and Chief Executive Officer, Sun Bancorp, Inc	<u>. </u>
	ATTENTION	
Intentional misstatements	or omissions of fact constitute federal criminal violations. (Se	e 18 U.S.C. 1001.)

APPENDIX

1		2	3		4			<u> </u>	5	
		-			7			Disqualification		
									State	
			Type of Security					ULOE		
1		o sell to	and aggregate						, attach	
		credited	offering price		Type of inv	vestor and		explan	ation of	
		s in State	offered in State	ar	nount purch	ased in State		waiver granted)		
	(Part B	-Item 1)	(Part C-Item 1)		(Part C-	Number		(Part E	(Part E-Item 1)	
				Number of		of				
				Accredited		Non-Accredit				
State	Yes	No		Investors	Amount	ed	Amount	Yes	No	
						Investors				
AL										
AK										
AZ										
AR					-					
CA						-				
СО										
CT				<u>, </u>						
DE										
DC										
FL										
GA										
HI						_				
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MD										
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MI										
MN					1					
MS										
MO										

APPENDIX

1		2	3		4			1	5	
					7			Disqualification		
			T 60 :						r State	
	Intend t	to sell to	Type of Security and aggregate					ULOE (if yes, attach		
		credited	offering price		Type of inv	estor and			ation of	
		s in State	offered in State	:	amount purcha	ased in State		waiver	granted)	
	(Part B	-Item 1)	(Part C-Item 1)		(Part C-I			(Part E-Item 1)		
				Number of		Number of				
				Accredited		Non-Accredit				
State	Yes	No		Investors	Amount	ed Investors	Amount	Yes	No	
MT										
NE										
NV										
NH										
NJ										
NM										
NY										
NC										
ND										
OH										
OK										
OR										
PA	X		Common Stock			6	\$1,724,736		X	
			\$1,724,736							
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA		1							<u></u>	
WA										
WV										
WI										
WY										
PR										
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