



**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, Watsonstown, 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 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

**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<sup>th</sup> 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)

**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)

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

**Eaton, Louis A.**

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**

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<sup>nd</sup> 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 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? \$ \_\_\_\_\_
3. Does the offering permit joint ownership of a single unit? Yes No

\* *Sun Bancorp, Inc. issued 16,044 shares of common stock and \$69,000 in cash in exchange for Daniel R. Geise's shares of Mid-Penn Insurance Associates, Inc. ("Mid-Penn") common stock; 16,044 shares of common stock and \$69,000 in cash in exchange for Christopher J. Fellon's shares of Mid-Penn; 16,044 shares of common stock and \$89,000 in cash in exchange for Cheryl A. Zellers's shares of Mid-Penn; 4,983 shares of common stock and \$343,264 in cash in exchange for Donald E. Hopple's shares of Mid-Penn; 29,896 shares of common stock and \$74,107 in cash in exchange for John K. Shipman's shares of Mid-Penn; and 2,925 shares and \$5,000 in cash in exchange for Cathy S. Geiger's shares of Mid-Penn.*

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.

**Not applicable**

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

(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 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

(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 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

(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 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  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 .....	\$ 0.00	\$ 0.00
Equity .....	\$ 1,724,736.00	\$ 1,724,736.00
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> 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	\$ 1,724,736.00

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	\$ 0.00
Non-accredited Investors	6	\$ 1,724,736.00*
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 Agreement is \$20.070. Thus, the aggregate value of the 85,936 shares of Sun Bancorp, Inc. common stock to be exchanged in this transaction is approximately \$1,724,736.

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 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
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"/>	<b>none</b>
Printing and Engraving Costs .....	<input type="checkbox"/>	<b>none</b>
Legal Fees .....	<input checked="" type="checkbox"/>	\$1,500 (estimate)
Accounting Fees .....	<input type="checkbox"/>	<b>none</b>
Engineering Fees .....	<input type="checkbox"/>	<b>none</b>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	<b>none</b>
Other Expenses (identify) <u>Consulting Fee</u> .....	<input checked="" type="checkbox"/>	\$124,852
Total .....	<input checked="" type="checkbox"/>	\$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." ..... \$ 1,598,384

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.

**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, & Affiliates		Payments to 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 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 offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/> \$ _____
Other (specify) See Statement Above: .....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/> \$ <u>1,598,384</u>
Column Totals .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$ <u>1,598,384</u>	



**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of Security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of Security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA	X		Common Stock \$1,724,736			6	\$1,724,736		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									