FORM D

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

2003NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
PAGE OF THE PROPERTY OF THE PAGE O



Estimated average burden hours per response . . . 16.00

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Prefix		Serial
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TIMEFORM LIMITED OFFERING EX	EMPTION DATE RECEIVED
Name of Offering (check if Hus is an amendment and name has changed, and inc Dividend Reinvestment and Stock Purchase Plan of Solvay Bank Corp.	2nd Quarter 807/5 4
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	☐ Section 4(6) ☐ ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicated Solvay Bank Corp.	te change.)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1537 Milton Avenue Solvay, NY 13209	315 - 468-1661
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

Holding Company of State	Chartered Commercial Bank	PROCE	SSE
Type of Business Organization Corporation business trust	☐ limited partnership, already formed☐ limited partnership, to be formed☐	other (please specify): AUG 07	2003
Actual or Estimated Date of Inc Jurisdiction of Incorporation or	Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreign	☐ Actual ☐ Estimated abbreviation for State: ☐ ☐	ICIAL —

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), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

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 the 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 to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal examption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state examption unless such examption is predicated on the filing of a federal notice.

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	IFICATION DATA
2: Enter the information requested for the following:	Market and the second of the s
Each promoter of the issuer, if the issuer has been organize	
 Each beneficial owner having the power to vote or dispose, of securities of the issuer; 	or direct the vote or disposition of, 10% or more of a class of equ
Each executive officer and director of corporate issuers and o	of corporate general and managing partners of partnership issuers; a
• Each general and managing partner of partnership issuers.	and the first of the second of
Check Box(es) that Apply: Promoter Beneficial Owner	☑ Executive Officer ☑ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Mello, Paul P.	Table 1 and
Business or Residence Address (Number and Street, City, State,	Zip Code)
1537 Milton Avenue, Solvay, New York 1320	
Check Rox(es) that Apply: Promoter Beneficial Owner	Executive Officer
Full Name (Last name first, if individual)	The Assessment of the State of
Beagle, Richard A.	
Business or Residence Address (Number and Street, City, State,	Zip Code)
1537 Milton Avenue, Solvay, New York 132	A9
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer W Director General and/or
The state of the s	4 10 4 10 10 to the form 12 10 10 10 10 10 10 10 10 10 10 10 10 10
Full Name (Last name first, if individual)	the first of the first of the second of the
Baichi, John F.	7: 6:1
Business or Residence Address (Number and Street, City, State;	المنافرة والمنافرة
2746 Dunbar Woods Road, Marcellus, New Yo	
Check Box(cr) that Apply:	☐ Executive Officer
Full Name (Last name first, if individual)	Train the Been more as an as
DeSpirito, John C., III	
Business or Residence Address (Number and Street, City, State,	Zip Code)
500 North Orchard Road, Solvay, New York	13209
Check Box(es) that Apply: Promoter Beneficial Owner	☐ Executive Officer ② Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)	- Anna Anna Anna Anna Anna Anna Anna Ann
Fallon, Paul T.	3
Business or Residence Address (Number and Street, City, State,	Zip Code)
100 West Lake Road, Skaneateles, New York	13152
Check Box(es) that Apply: Promoter Beneficial Owner	☐ Executive Officer ☑ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)	
Farnham, John H., Jr.	·
Business or Residence Address (Number and Street, City, State,	Zip Code)
302 Lansdowne, DeWitt, New York 13214	and the second s
Check Box(es) that Apply: Promoter Beneficial Owner	☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)	The state of the s
Fernandez, Frank	have the standard and the second
Business or Residence Address (Number and Street, City, State,	Zin Code)
122 Wynthrop Road, Solvay, New York 13209	

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☐ General and/or Managing Partner
Francis Land
General and/or Managing Partner

				. B. I	NFORMA	TION AB	OUT OFF	ERING					
i. Has	the issuer	sold, or de	oes the issi	er intend	to sell to	non-accre	dited inves	store in thi	e offerior			Yes	No
		,			in Append				-	f	• • • • • • • • • •	· 🔯	
2. Wha	it is the mi	nimum inv						_		Sharen Dec	iaa	e : 4 5	00
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3. Does	s the offer	ng permit	joint own	ership of a	a single un	it?			• • • • • • • • • •			Yes .⊠	No
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Full Name	e (Last nar	ne first, if	individua	1)									
N/A													
Business of	or Residen	e Address	(Number	and Street	t, City, Sta	ate, Zip C	ode)						
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Name of	Associated	Broker or	Dealer										
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States in \	Which Per	son Listed	Has Solic	ited or Int	ends to So	olicit Purch	nasers						
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Full Name	e (Last nar	ne first, if	individual	.)									
													
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Business of	or Residen	e Address	(Number	and Street	, City, Sta	ate, Zip Co	ode)						
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

i.	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.				
	and and the second of the seco		gregate	Am	ount Already
	Type of Security	Offer	ring Price	,	Sold
	Debt	·	00.00	S	00.00
	Equity	\$ <u>290.</u>	519.19	S	00.00
	□ Common □ Preferred				
	Convertible Securities (including warrants)	S	00.00	S	00.00
	Partnership Interests			s_	00.00
	Other (Specify)	S	00 00	S	00.00
	Total	\$290	519.19	s	00.00
	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."				
	purchases on the total lines. Effect of it answer is mone of zero.		umber vestors	Dol	Aggregate lar Amount Purchases
	Accredited Investors		00.00	S	00.00
	Non-accredited Investors		00.00	s	00.00
	Total (for filings under Rule 504 only)		00.00	s	00.00
	Answer also in Appendix, Column 4, if filing under ULOE.	rio e	· ·		
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, in 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 	T ₂	pe of curity	Doll	ar Amount Sold
	Rule 505	· · ·		s	
	Regulation A			S	
	Rule 504 Gommon Stock			\$ 182	.860.25
	Total			<u>\$182</u>	860.25
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		0	S	00.00
	Printing and Engraving Costs	. .	🗆	S	00.00
	Legal Fees	· • • • • • • •	🗖	s	00.00
	Accounting Fees		🛚	s	00.00
	Engineering Fees		🛮	s	00.00
	Sales Commissions (specify finders' fees separately)			s	00.00
	Other Expenses (identify)			s	00.00
	Total			s	00.00

	C. OFFERING PRICE, NUMBER (OF INVESTORS, EXPENSES AND	USE	OF PROCEED	S
tion	Enter the difference between the aggregate offering 1 and total expenses furnished in response to Pajusted gross proceeds to the issuer."	urt C - Question 4.a. This difference	ie the		\$ 2290,519,19
5. Indi used estir	cate below the amount of the adjusted gross pro- l for each of the purposes shown. If the amount nate and check the box to the left of the estimate, adjusted gross proceeds to the issuer set forth in	ceeds to the issuer used or proposed for any purpose is not known, furnis The total of the payments listed must	to be sh an equal	<i>,</i>	
	and the second of the second o			Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees	*****************************			. 🗆 S _
	Purchase of real estate				
	Purchase, rental or leasing and installation of ma	achinery and equipment	C 5		□ s
	Construction or leasing of plant buildings and fa	cilities	 S	e e e e e e e e e e e e e e e e e e e	
	Acquisition of other businesses (including the value offering that may be used in exchange for the assessuer pursuant to a merger)	ue of securities involved in this sets or securities of another	□ s		□ s
	Repayment of indebtedness	•••••	□ S .		□ S
	Working capital	· · · · · · · · · · · · · · · · · · ·	□ š	<u> </u>	\$ 290,519.19
	Other (specify): 250, 100 1 5		□ 5 .	·	□ s
			□ s .	· · ·	□ s
•	Column Totals				
	Total Payments Listed (column totals added)				,519.19
	ma, se représentable	FEDERAL SIGNATURE			
ollowin	er has duly caused this notice to be signed by the g signature constitutes an undertaking by the issu- its staff, the information furnished by the issue	undersigned duly authorized person, er to furnish to the U.S. Securities an	If the	is notice is filed change Commiss	under Rule 505, the
ssuer (Print or Type) Si	guarate V	· ·	Date	
Se	olvay Bank Corp.	Paul V. Melor			7/30/8:3
		itle of Signer (Print or Type)			1//-
	i				

-ATTENTION

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

	E. STATE SIGNAT	URE		
1. Is any party described in 17 CFR 230.25 of such rule?		ubject to any of the dis		is Yes No
.	See Appendix, Column 5, for	state response.		
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times	s to furnish to any state admir as required by state law.	nistrator of any state in	which this notice is file	ed, a notice or
3. The undersigned issuer hereby undertakes issuer to offerees.	s to furnish to the state admin	istrators, upon written r	equest, information fu	irnished by the
4. The undersigned issuer represents that the limited Offering Exemption (ULOE) of the of this exemption has the burden of esta	he state in which this notice is	filed and understands th	itisfied to be entitled t at the issuer claiming	o the Uniform the availability
he issuer has read this notification and know	s the contents to be true and	has duly caused this not	ice to be signed on its	behalf by the
indersigned duly authorized person.	Signature		Date	
ndersigned duly authorized person.	Signature		Date	
ssuer (Print or Type)	Signature Title (Print or Type)		Date	
ssuer (Print or Type)			Date	

Instruction.

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.

APPENDIC

1	Intend to non-a investor	to sell coredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
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#1 (Mary 1	to non-a	ccredited s in State -Item 1)	Type of and aggr rais offering price offered in state (Pan C-Rent)		Type of amount pur (Part	C-Item 2)		(if yes explan waiver	ate ULOE, attach ation of granted) I-Item1)
State	Yes	No	(ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.ค.		BADAT WING WO	Number of Non-Accredited Investors	,		
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