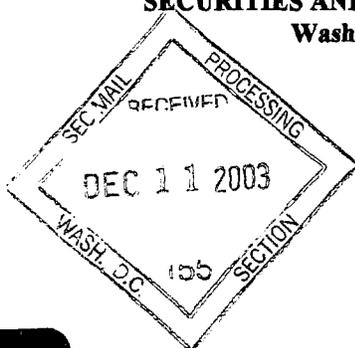


1268092

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

FORM D



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2005	
Estimated average burden hours per response... 16.00	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



03040524

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

PROCESSED  
DEC 29 2003

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
COFFEYVILLE BANCORP, INC. CONFIDENTIAL OFFERING MEMORANDUM

THOMSON  
FINANCIAL

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 indicate change.)

Coffeyville Bancorp, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

1414 W. 11<sup>th</sup> Street, Coffeyville, KS 67337

(620) 251-1313

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices) SAME

Brief Description of Business Bank Holding Company and Commercial Banking Wholly Owned Sub.

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0]6] [0]3]  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) [K ] [S ] Kansas - KS

**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 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.  
**See 3 page Amendment attached and following revisions.**

*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 state exemption unless such exemption is predicated on the filing of a federal notice.**

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are (6-02) not required to respond unless the form displays a currently valid OMB control number.

**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)  Promoter  Beneficial Owner  Executive Officer  Director  General and/or  
that Apply: Managing Partner

Full Name (Last name first, if individual) Ewy, Michael L.

Business or Residence Address (Number and Street, City, State, Zip Code)

2952 Northbrook, Coffeyville, KS 67337

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

Full Name (Last name first, if individual) Neely, Philip A.

Business or Residence Address (Number and Street, City, State, Zip Code)

1506 Cortez, Coffeyville, KS 67337

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

Full Name (Last name first, if individual) Kane, John B.

Business or Residence Address (Number and Street, City, State, Zip Code)

2225 Deerfield Place, Bartlesville, OK 74006

Check Box(es)  Promoter  Beneficial Owner  Executive Officer  Director  General and/or  
that Apply: 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  
[X] [ ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$15,000

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[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. NONE

Full Name (Last name first, if individual) NONE

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] |

**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 .....	\$ _____	\$ _____
Equity .....	<u>\$2,350,000</u>	<u>\$2,000,000</u>
[X] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	<u>\$2,350,000</u>	<u>\$2,000,000</u>

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 .....	<u>19</u>	<u>\$1,775,000</u>
Non-accredited Investors .....	<u>8</u>	<u>\$ 225,000</u>
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

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.

N/A

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	_____	<b>\$ _____</b>

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-
Printing and Engraving Costs .....	[X]	\$ _____	1,500
Legal Fees .....	[X]	\$ _____	40,000
Accounting Fees .....	[X]	\$ _____	30,000
Engineering Fees .....	[ ]	\$ _____	-0-
Sales Commissions (specify finders' fees separately) .....	[ ]	\$ _____	-0-
Other Expenses (identify) _____ .....	[ ]	\$ _____	-0-
<b>Total</b> .....	[X]	<b>\$ _____</b>	<b>71,500</b>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 2,278,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used 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.

	Payments to Officers, Directors, & Affiliates	Payments To 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.....	<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 checked="" type="checkbox"/>
	\$ _____	\$2,278,500
Repayment of indebtedness .....	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
Working capital .....	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
Other (specify): _____	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____
Column Totals .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	\$ _____	\$2,278,500
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/>	\$2,278,500

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) COFFEYVILLE BANCORP, INC.	Signature <i>Michael V. Ewy</i>	Date December 5, 2003
Name of Signer (Print or Type) Michael V. Ewy	Title of Signer (Print or Type) President	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations.**

(See 18 U.S.C. 1001.)

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... [ ] Yes [X] No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

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 issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) COFFEYVILLE BANCORP, INC.	Signature <i>Michael V. Ewy</i>	Date December 5, 2003
Name of Signer (Print or Type) Michael V. Ewy	Title (Print or Type) President	

**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.

**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	YES		Voting Common \$2,350,000	19	\$2,125,000	8	\$225,000		NO
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									

OH									
OK									
OR									
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WY									
PR									

Copy:

**FIRST AMENDMENT TO  
CONFIDENTIAL OFFERING MEMORANDUM  
WITH ORIGINAL DATE OF JUNE 29, 2003**

Coffeyville Bancorp, Inc.  
(the "Company")

1414 W. 11th Street  
Coffeyville, Kansas 67337  
Phone: (620) 251-1313  
FAX: (620) 251-7440  
E-mail: Mike@bankcommunitystate.com

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\$ 2,375,000

Up to 2,375,000 shares of Common Stock  
At \$1.00 per share due upon subscription

The minimum subscription is for 100,000 shares (\$100,000)  
Subject to modification by Management of the Company.

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**THIS OFFERING INVOLVES A HIGH DEGREE OF RISK. See "Risk Factors" for detailed information regarding these risks.**

**THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE OR PRIOR TO OBTAINING AN EXEMPTION FROM REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE.**

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**The date of this First Amendment to the Memorandum is October 27, 2003.**

## **FIRST AMENDMENT ADDITIONS & REVISIONS**

The revisions made to the original Confidential Offering Memorandum dated June 20, 2003, by this First Amendment to Confidential Offering Memorandum dated October 27, 2003, are as follows.

1. **Stock for Stock Exchange.** In the original Offering a 1 for 1 stock exchange was offered to minority stockholders owning 285,996 shares of CSB Bancorp, Inc. whereby they would exchange their stock in CSB Bancorp, Inc. for stock of Coffeyville Bancorp, Inc. All of such stockholders agreed to make the 1 for 1 stock exchange, except certain stockholders owning 36,578 shares of CSB Bancorp stock who decided to sell their stock to the Company at \$ 1.44 per share. Management of the Company decided to agree to purchase those 36,578 shares at \$ 1.44 per share from those stockholders in lieu of the 1 for 1 stock exchange that was originally contemplated.

2. **Purchase Debt for John Kane Trust Stock.** In the original Offering the Company was borrowing \$ 2,300,000 from the John Kane Trust via a carryback of part of the purchase price by the Trust. The terms of the carryback debt were for a Promissory Note of \$ 2,300,000 at an annual floating prime rate of interest. The Company has now decided to borrow \$ 2,662,000 from Arvest Bank on a 12 year equal annual payment amortization schedule in lieu of using the carryback debt originally offered by the John Kane Trust. The rate is being currently negotiated. It is expected to come in at 300 basis points over the Federal Home Loan Bank Rate which would currently be approximately 2.9% plus 3.0% for a 5.9% rate on this basis for the first 3 years. After the 3-year period the rate would float at prime plus one percent (currently 5%) for the remainder of the 12-year period. The proceeds of the new note will be used to pay or refinance the \$ 2,300,000 Promissory Note held by the John Kane Trust, the \$ 52,672 for the 36,578 minority shares who decided not to do the 1 for 1 stock exchange, and to provide debt capital to use as part of the required capital for the Company.

3. **Arvest Bank Short Term Loan.** One of the potential investors is an Oklahoma bank holding company. That investor is purchasing 350,000 shares which would be in excess of a 5% regulatory ownership interest which requires prior approval from bank regulatory agencies before the Oklahoma bank holding company can purchase the shares. Accordingly, the investor will purchase 4.99% initially which does not require advance approval, and file for regulatory approval for the balance of its investment. If the regulatory approval is granted, which the Company anticipates, the bank holding company will then pay in the balance of the \$ 350,000 stock purchase proceeds to the Company. The 4.99% initial investment is approximately \$ 127,000 with the remaining investment being approximately \$ 223,000. Arvest Bank is making the \$ 223,000 bridge loan for the period until the regulatory approval is obtained at prime plus 1%. When the final investment of \$ 223,000 is made by the Oklahoma bank holding company, the Company will pay off the Arvest bridge loan.

4. **Final Offering Proceeds.** The final offering proceeds will be \$ 2,350,000 rather than the originally contemplated offering proceeds of \$ 2,675,000 (\$ 2,375,000 plus \$ 300,000 from Key

Employee Stock), producing a potential shortfall of \$ 375,000. This difference has been accommodated by raising debt capital in an approximately equal amount through the Arvest bank loan of \$ 2,662,000. The \$ 2,662,000 will be used to pay off or refinance the original Kane Trust carryback loan of \$ 2,300,000 leaving a balance of \$ 362,000 to cover the potential \$ 375,000 shortfall. Management is of the opinion that the Company can amortize this extra \$ 375,000 in debt service without materially affecting the financial strength or future earnings of the Company or the underlying bank.

5. Stockholder Agreement. The Company intends to present to the investors/stockholders a Stockholder Agreement on or after the anticipated closing of this Offering. The purpose of the Stockholder Agreement is to keep control of the Company as nearly as possible in the hands of the present investment group, rather than distributing the stock to a wider group of stockholders or a group of stockholders that may have a different investment or banking philosophy than the current potential investors would have. **This Stockholder Agreement will be a voluntary option of the stockholder. The stockholder(s) are not required to join in the Stockholder Agreement, unless the stockholder decides it is in his or her best interests to do so.**

Management of the Company is of the opinion that the above changes will not materially affect the investment in the Company or future operations of the Company. Although use of debt capital is slightly increased, Company management feels the increase is not significant. Investors should seek counsel from their advisors, however, to decide if their investment is still advantageous for them. If any investors decide to withdraw their investment due to these changes, they will be allowed to do so. At the current time the Company plans to close the Offering and complete this transaction on or about November 3, 2003.