

MAIN STREET TRUST INC
Form SC TO-I/A
September 03, 2003

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**AMENDMENT NO. 2 TO
SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Main Street Trust, Inc.

(Name of Subject Company (Issuer))

Main Street Trust, Inc.

(Name of Filing Person, the Issuer)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

560362105

(CUSIP Number of Class of Securities)

Van A. Dukeman

President and Chief Executive Officer

Main Street Trust, Inc.

100 West University Avenue

Champaign, Illinois 61820

(217) 351-6500

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with a copy to:

John E. Freechack, Esq.

Barack Ferrazzano Kirschbaum Perlman & Nagelberg LLC

333 West Wacker Drive, Suite 2700

Chicago, Illinois 60606

(312) 984-3100

CALCULATION OF FILING FEE

Transaction valuation*
\$42,000,000

Amount of filing fee:
\$3,397.80

*

Calculated solely for purposes of determining the filing fee, in accordance with Rule 0-11 of the Securities Exchange Act of 1934. This calculation assumes the purchase of 1,400,000 shares of common stock of Main Street Trust, Inc. at the tender offer purchase price of \$30.00 per share in cash.

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Check the box if any part of the fee is offset as provided by Rule 011(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

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Amount Previously Paid: \$3,397.80
Filing Party: Main Street Trust, Inc.

Form or Registration Number: Schedule TO
Date Filed: August 11, 2003

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer:

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 11, 2003 (as amended, the "Schedule TO") by Main Street Trust, Inc., an Illinois corporation. The Schedule TO relates to the issuer tender offer of Main Street Trust to purchase up to 1,400,000 shares of its common stock, \$0.01 par value per share, at a price of \$30.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 11, 2003 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO.

Reference is hereby made to the supplemental letter to shareholders dated September 3, 2003 from the President and Chief Executive Officer of Main Street Trust, which is attached hereto as Exhibit (a)(5)(ix) and is incorporated herein by reference. Reference is also hereby made to the press release dated September 3, 2003, which is attached hereto as Exhibit (a)(5)(x) and is incorporated herein by reference.

Item 12. Exhibits

The response to Item 12 is amended to add the following exhibits:

(a)(5)(ix) Supplemental letter to shareholders dated September 3, 2003 from the President and Chief Executive Officer of Main Street Trust.

(a)(5)(x) Press Release issued by Main Street Trust dated September 3, 2003.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 3, 2003

Main Street Trust, Inc.

by: /s/ VAN A. DUKEMAN

Van A. Dukeman
Chief Executive Officer

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SIGNATURE