

Edgar Filing: CHICOPEE BANCORP, INC. - Form SC 13G/A

CHICOPEE BANCORP, INC.  
Form SC 13G/A  
August 22, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 22, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Chicopee Bancorp, Inc.

-----  
(Name of Issuer)

Common Stock (No Par Value)

-----  
(Title of Class of Securities)

168565109

-----  
(CUSIP Number)

August 18, 2008

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)  
 Rule 13d-1 (c)  
 Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 168565109

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1 NAME OF REPORTING PERSONS

Investors of America, Limited Partnership  
IRS Identification No. of above

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) X

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
114,600

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
114,600

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
114,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.7%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

CUSIP NO. 168565109

1 NAME OF REPORTING PERSONS

The Indenture of Trust Establishing The Dierberg Foundation  
IRS Identification No. of above

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) X

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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Missouri

|   |                                  |
|---|----------------------------------|
| 5 | SOLE VOTING POWER<br>50,000      |
| 6 | SHARED VOTING POWER<br>0         |
| 7 | SOLE DISPOSITIVE POWER<br>50,000 |
| 8 | SHARED DISPOSITIVE POWER<br>0    |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
50,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.7%

12 TYPE OF REPORTING PERSON (See Instructions)  
OO - Charitable Foundation

CUSIP NO. 168565109

1 NAME OF REPORTING PERSONS  
Dierberg Operating Foundation, Inc.  
IRS Identification No. of above

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) X  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri

|   |                                  |
|---|----------------------------------|
| 5 | SOLE VOTING POWER<br>50,000      |
| 6 | SHARED VOTING POWER<br>0         |
| 7 | SOLE DISPOSITIVE POWER<br>50,000 |
| 8 | SHARED DISPOSITIVE POWER<br>0    |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
50,000

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.7%

12 TYPE OF REPORTING PERSON (See Instructions)  
CO/OO - OPERATING FOUNDATION

CUSIP NO. 168565109

1 NAME OF REPORTING PERSONS

James F. Dierberg  
IRS Identification No. of above

3 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) X  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

5 SOLE VOTING POWER  
100,000

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
100,000

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
100,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.5%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

ITEM 1 (A) NAME OF ISSUER:

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Chicopee Bancorp, Inc.

ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

70 Center Street, Chicopee, MA 01013

ITEM 2 (A) NAME OF PERSON FILING:

The names of the persons filing this statement (the "Reporting Persons") are Investors of America, Limited Partnership, The Indenture of Trust Establishing The Dierberg Foundation, Dierberg Operating Foundation, Inc. and James F. Dierberg.

(B) ADDRESS OF PRINCIPAL OFFICE:

The address of the principal office of each of the Reporting Persons is 135 North Meramec, Clayton, MO 63105.

(C) CITIZENSHIP:

James F. Dierberg is a citizen of the United States of America. Investors of America, Limited Partnership is a Nevada partnership. The Indenture of Trust Establishing The Dierberg Foundation was established in Missouri and Dierberg Operating Foundation, Inc. is a Missouri corporation.

(D) TITLE OF CLASS OF SECURITIES:

This statement relates to Common Shares of the Issuer ("Shares").

(E) CUSIP NUMBER: 168565109

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

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(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4 OWNERSHIP:

(a)(b) Amount beneficially owned and Percent of class:

Investors of America Limited Partnership - 114,600 (1.7%)  
Indenture of Trust Establishing The Dierberg Foundation - 50,000 (0.7%)  
Dierberg Operating Foundation, Inc. - 50,000 (0.7%)  
James F. Dierberg - 100,000 (1.5%)

Each Reporting Person has the sole power to dispose or direct the disposition of and the sole power to vote or direct the vote of the person's respective shares.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares held by each Reporting Person.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARIES WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

This item is not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.

See Exhibit B

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

This item is not applicable.

ITEM 10 CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 22, 2008

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Investors of America, Limited Partnership

/s/ James F. Dierberg

-----  
James F. Dierberg, President of  
First Securities America, Inc.,  
General Partner

The Indenture of Trust Establishing The Dierberg Foundation

/s/ James F. Dierberg

-----  
James F. Dierberg, Trustee

/s/ James F. Dierberg

-----  
James F. Dierberg,  
as an individual

Dierberg Operating Foundation, Inc.

/s/ James F. Dierberg

-----  
James F. Dierberg, President

EXHIBIT A

Consent Agreement Pursuant to 17 C.F.R. 13d-1(k) (1)(iii)

Each of the undersigned hereby consents and agrees to the filing on behalf of each of them of the foregoing joint statement on Schedule 13G pursuant to 17 C.F.R. 13d-1(k)(1)(iii) with respect to his/her/its beneficial ownership of the shares of the Issuer.

Investors of America, Limited Partnership

/s/ James F. Dierberg

-----  
James F. Dierberg, President of  
First Securities America, Inc.,  
General Partner

The Indenture of Trust Establishing The Dierberg Foundation

/s/ James F. Dierberg

-----  
James F. Dierberg, Trustee

/s/ James F. Dierberg

-----  
James F. Dierberg

Dierberg Operating Foundation, Inc.

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/s/ James F. Dierberg

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James F. Dierberg, President

Dated: August 22, 2008

EXHIBIT B

Response to Item 8. The members of the group are Investors of America, Limited Partnership, The Indenture of Trust Establishing The Dierberg Foundation, Dierberg Operating Foundation, Inc. and James F. Dierberg.