

FIRST BANCTRUST CORP  
Form SC 13G/A  
February 12, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)1

FIRST BANCTRUST CORPORATION  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

31868F102  
(CUSIP Number)

12/31/2002  
(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)

1The 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.)

[Continued on the following page(s)]  
Page 1 of 10 Pages

CUSIP No. 31868F102                      13G                      Page 2 of 10 Pages

1.                      NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bay Pond Partners, L.P.  
04-3217743

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

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(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|              |                             |
|--------------|-----------------------------|
| NUMBER OF    | 5. SOLE VOTING POWER        |
| SHARES       | 0                           |
| BENEFICIALLY | 6. SHARED VOTING POWER      |
| OWNED BY     | 98,700                      |
| EACH         | 7. SOLE DISPOSITIVE POWER   |
| REPORTING    | 0                           |
| PERSON       | 8. SHARED DISPOSITIVE POWER |
| WITH         | 98,700                      |

9. AGGREGATE AMOUNT BENEFICIALLY OWNER BY EACH REPORTING PERSON  
98,700

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.06%

12. TYPE OF REPORTING PERSON  
PN

SECURITIES AND EXCHANGE COMMISSION  
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PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)1

FIRST BANCTRUST CORPORATION  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

31868F102

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(CUSIP Number)

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wellington Hedge Management, LLC  
04-3215301

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Massachusetts

|  |    |                             |        |
|--|----|-----------------------------|--------|
|  | 5. | SOLE VOTING POWER           | 0      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH |    | 6. SHARED VOTING POWER      | 98,700 |
|  |    | 7. SOLE DISPOSITIVE POWER   | 0      |
|  |    | 8. SHARED DISPOSITIVE POWER | 98,700 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNER BY EACH REPORTING PERSON

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98,700

-----  
10. CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.06%

-----  
12. TYPE OF REPORTING PERSON  
CO

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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(Rule 13d-102)

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PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)1

FIRST BANCTRUST CORPORATION  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

31868F102  
(CUSIP Number)

12/31/2002  
(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)

[ X ] Rule 13d-1 (c)

[ ] Rule 13d-1 (d)

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wellington Hedge Management, Inc.  
04-3215281

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Massachusetts

|  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. SOLE VOTING POWER<br>0<br>-----<br>6. SHARED VOTING POWER<br>98,700<br>-----<br>7. SOLE DISPSIOTIVE POWER<br>0<br>-----<br>8. SHARED DISPOSITIVE POWER<br>98,700 |
|--|---|

9. AGGREGATE AMOUNT BENEFICIALLY OWNER BY EACH REPORTING PERSON  
98,700

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.06%

12. TYPE OF REPORTING PERSON  
CO

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Item 1(a). Name of Issuer:

FIRST BANCTRUST CORPORATION

Item 1(b). Address of Issuer's Principal Executive Offices:

206 SOUTH CENTRAL AVENUE  
PARIS, IL 61944

Item 2(a). Name of Person Filing:

This schedule is filed on behalf of  
Bay Pond Partners, L.P. ('Bay Pond'), a Delaware  
limited partnership, Wellington Hedge Management, LLC,

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('WHML') a Massachusetts limited liability company which is the sole general partner of Bay Pond, and Wellington Hedge Management, Inc. ('WHMI'), a Massachusetts Corporation which is the managing member of WHML.

Item 2(b). Address of Principal Business Office or, if None, Residence:

75 State Street  
Boston, Massachusetts 02109

Item 2(c). Citizenship:

Massachusetts

Item 2(d). Title of Class of Securities:

COMMON STOCK

Item 2(e). CUSIP Number:

31868F102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act.

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

If this statement is filed pursuant to Rule 13d-1(c), check this box

Item 4. Ownership.

Provide the following information regarding the aggregate number

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and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Bay Pond, WHML and WHMI  
each beneficially own 98,700 shares  
of the Common Stock of the Issuer.

(b) Percent of class: 7.06%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote 0
- (ii) Shared power to vote or to direct  
the vote 98,700
- (iii) Sole power to dispose or to direct  
the disposition of 0
- (iv) Shared power to dispose or to direct  
the disposition of 98,700

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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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Bay Pond, WHML and WHMI each have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No other person is known to have such right or power with respect to more than five percent of this class of securities, except as follows:

Wellington Management Company, LLP

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable. This schedule is not being filed pursuant to Rule 13d-1(b)(1)(ii)(J) or Rule 13d-1(d).

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

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(b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

"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

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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."

SIGNATURE

After reasonable 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.

Bay Pond Partners, L.P.

By: Wellington Hedge Management, LLC  
Its General Partner

By: Wellington Hedge Management, Inc.  
Its Managing Member

By: --//Sara Lou Sherman/--  
Name: Sara Lou Sherman  
Title: Vice President  
Date: February 14, 2003