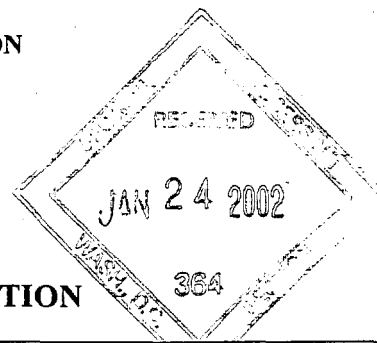


FORM D

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

FORM D

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



02011323

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.) 21-39132
Waterfield Mortgage Company, Incorporated Offering of Common Stock
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.)
Waterfield Mortgage Company, Incorporated
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
7500 West Jefferson Boulevard, Fort Wayne, Indiana, 46804 (219) 434-8400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) Same as above
Brief Description of Business

The Company services mortgage loans and is the holding company for a number of corporations (including a federal savings bank), which provide an array of financial services.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: IN)
(CN for Canada; FN for other foreign jurisdiction)

2. Enter the information requested for the following: (See attached)

- 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 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.

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A. Basic Identification Data

2. The names and positions of each 10% beneficial owner, director and executive officer are listed below. The business address for each person listed below is Waterfield Mortgage Company, Incorporated, 7500 West Jefferson Boulevard, Fort Wayne, Indiana, 46804.

<u>Name</u>	<u>Position</u>
Richard D. Waterfield	Director, Executive Officer and Principal Shareholder
Donald A. Sherman	Director, Executive Officer and Principal Shareholder
Thomas M. West	Director
Jerry D. Von Deylen	Director and Executive Officer
Howard L. Chapman	Director
Jeffrey H. Thomasson	Director
Stephen Goldsmith	Director
J. Timothy McGinley	Director
Charles E. Bell	Executive Officer
Rebecca Teagarden	Executive Officer
David DePodesta	Executive Officer
David Brenner	Executive Officer
Jerry Windle	Executive Officer
Richard S. Kemp	Executive Officer
Deborah Blume-Sturges	Executive Officer
William Bent	Executive Officer
Lynn Weaver	Executive Officer
Len Tichy	Executive Officer
Darryl B. Enstrom	Executive Officer
Kent D. Saari	Executive Officer
Paul Walnick	Executive Officer
Jack Teegardin	Executive Officer
Thomas G. Webster	Executive Officer
Dan Cutaia	Executive Officer
Ron Morr	Executive Officer
Dale E. Loudon	Executive Officer
Janet A. Neely	Executive Officer
Andrew M. Allard	Executive Officer
Raymond L. Gusky	Executive Officer
Michael D. Nance	Executive Officer
Thomas M. Talarico	Executive Officer
Jack M. Tudor	Executive Officer
C. Matthew Harrison	Executive Officer
Bret M. Beeegle	Executive Officer
Matthew McDowell	Executive Officer
Dana H. Dillard	Executive Officer
Lonnie G. Frauhiger	Executive Officer
Larry Nicolet	Executive Officer
Richard D. Muir	Executive Officer
Rhonda Ann Powell	Executive Officer
Joan Lee Tadrick	Executive Officer
Vince J. Otto	Executive Officer
Mark P. Nondorf	Executive Officer
John W. Perry	Executive Officer
Daniel J. Lee	Executive Officer

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 ☒
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? no minimum
Yes ☐ No ☐
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
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.

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

N/A

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

N/A

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

N/A

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.....	\$ 0	\$ 0
Equity.....	\$ 193,476	\$ 193,476
☒ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total.....	\$ 193,476	\$ 193,476

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 amount 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 Purchase
Accredited Investors	\$ 1	\$ 193,476
Non-accredited Investor.....	\$	\$
Total (for filings under Rule 504 only)	\$ 1	\$ 193,476

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, 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.

N/A

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	\$	\$
Regulation A.....	\$	\$
Rule 504.....	\$ Equity	\$ 320,669
Total.....	\$	\$

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.....	☒	\$ 0
Legal Fees	☒	\$ 1,000
Accounting Fees	☒	\$ 0
Engineering Fees	☐	\$ 0
Sales Commissions (specify finders' fees separately).....	☐	\$ 0
Other Expenses (identify)	☒	\$ 0
Total	☒	\$ 1,000

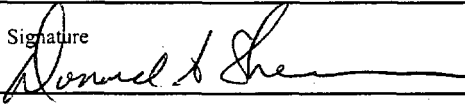
- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.1. This difference is the "adjusted gross proceeds to the issuer."..... \$ 192,476

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	☐ \$	☐ \$
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)	☐ \$	☐ \$
Repayment of indebtedness	☐ \$	☐ \$
Working capital	☐ \$	☐ \$ 192,476
Other (specify):	☐ \$	☐ \$
.....	☐ \$	☐ \$
Column Totals	☐ \$	☐ \$
Total Payments Listed (column totals added).....	☐ \$	192,476

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)	Signature	Date
Waterfield Mortgage Company, Incorporated		December 28, 2001
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Donald A. Sherman	President	

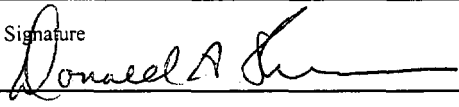
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? ☐ Yes ☒ 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)	Signature	Date
Waterfield Mortgage Company, Incorporated		December 28, 2001
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Donald A. Sherman	President	