

**FORM D**

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

**FORM D**

**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D, 155  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

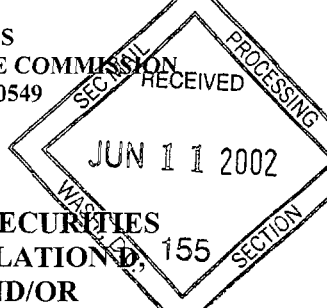
**OMB APPROVAL**

OMB Number: 3235-0076  
Expires: August 31, 1998  
Estimated average burden  
hours per response ..... 16.00

**SEC USE ONLY**

Prefix Serial

DATE RECEIVED



917719

Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

GMAC Military Housing Trust II, Fort Meade Project Certificates, Series 2002A

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.)

Newman Financial Services, Inc., as Depositor

Address of Executive Offices (Number and Street, City, State, Zip Code)  
950 Seventeenth Street, Suite 3700, Denver, CO 80202

Telephone Number (Including Area Code)  
(303) 585-4591

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

Telephone Number (Including Area Code)

Brief Description of Business

Finance a military housing privatization project at Fort George G. Meade in Maryland

Type of Business Organization

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

**PROCESSED**

JUN 25 2002

THOMSON  
FINANCIAL

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:  
CN for Canada; FN for other foreign jurisdiction)

 **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 the 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.

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

*Potential persons who are to respond to the collection of information in this form are 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 or corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)  
GMAC Commercial Holding Corp. c/o GMAC Commercial Mortgage Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 Witmer Rd., P.O. Box 1015, Horsham, PA 19044-8015

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

Full Name (Last name first, if individual)  
Creamer David E.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 Witmer Rd., Horsham, PA

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

Full Name (Last name first, if individual)  
Barker Scot B.

Business or Residence Address (Number and Street, City, State, Zip Code)  
1801 California St., Ste. 3700 Denver, CO

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

Full Name (Last name first, if individual)  
Dunleavy Charles E., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 Witmer Rd., Horsham, PA

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

Full Name (Last name first, if individual)  
Feller Robert D.

Business or Residence Address (Number and Street, City, State, Zip Code)  
200 Witmer Rd., Horsham, PA

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

Full Name (Last name first, if individual)  
Smith David C.

Business or Residence Address (Number and Street, City, State, Zip Code)  
1801 California St., Ste. 3700 Denver, CO

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

Full Name (Last name first, if individual)  
Cheung David

Business or Residence Address (Number and Street, City, State, Zip Code)  
1801 California St., Ste. 3700, Denver, CO 80202

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

Full Name (Last name first, if individual)  
Dale Larry

Business or Residence Address (Number and Street, City, State, Zip Code)  
1801 California St., Ste. 3700, Denver, CO 80202

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

|                                                                                                                                                 |                                   |                                           |                                                       |                                   |                                                          |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-------------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------|
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Payne Steven                                                                                      |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>550 California St., 12 <sup>th</sup> Flr. San Francisco, CA 94104   |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Gair Helen                                                                                        |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>1801 California St., Ste. 3700, Denver, CO 80202                    |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>James Bradley                                                                                     |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>1801 California St., Ste. 3700, Denver, CO 80202                    |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Kuykendall Hal                                                                                    |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>402 W. Broadway St., Ste. 400 San Diego, CA 92101                   |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Laping Christopher                                                                                |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>1801 California St., Ste. 3700, Denver, CO 80202                    |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Persinger Gene                                                                                    |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>1801 California St., Ste. 3700, Denver, CO 80202                    |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Torrence Joe                                                                                      |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>One Century Plaza, 2000 Richard Jones Rd., #100 Nashville, TN 37215 |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Watts Robert                                                                                      |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>1801 California St., Ste. 3700, Denver, CO 80202                    |                                   |                                           |                                                       |                                   |                                                          |
| Check Box(es) that Apply:                                                                                                                       | <input type="checkbox"/> Promoter | <input type="checkbox"/> Beneficial Owner | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> General and/or Managing Partner |
| Full Name (Last name first, if individual)<br>Zarlengo Timothy                                                                                  |                                   |                                           |                                                       |                                   |                                                          |
| Business or Residence Address (Number and Street, City, State, Zip Code)<br>1801 California St., Ste. 3700, Denver, CO 80202                    |                                   |                                           |                                                       |                                   |                                                          |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**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?.....

\$100,000

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)

Newman and Associates, Inc.

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

1801 California Street, Suite 3700, Denver, CO 80202

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] |

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] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## 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<br>Offering Price | Amount<br>Already Sold |
|--------------------------------------------------------------------|-----------------------------|------------------------|
| Debt.....                                                          | \$ 0                        | \$ 0                   |
| Equity (Certificates).....                                         | \$325,000,000               | \$325,000,000          |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred |                             |                        |
| Convertible Securities (including warrants).....                   | \$ 0                        | \$ 0                   |
| Partnership Interests.....                                         | \$ 0                        | \$ 0                   |
| Other.....                                                         | \$ 0                        | \$ 0                   |
| Total.....                                                         | \$325,000,000               | \$325,000,000          |

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 of<br>Investors | Aggregate<br>Dollar Amount<br>of Purchases |
|----------------------------------------------|------------------------|--------------------------------------------|
| Accredited Investors.....                    | 6                      | \$325,000,000                              |
| Non-accredited Investors.....                | 0                      | \$ 0                                       |
| Total (for filings under Rule 504 only)..... | N/A                    | \$ 0                                       |

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.

| Type of offering  | Type of<br>Security | Dollar<br>Amount Sold |
|-------------------|---------------------|-----------------------|
| Rule 505.....     | N/A                 | \$ 0                  |
| Regulation A..... | N/A                 | \$ 0                  |
| Rule 504.....     | N/A                 | \$ 0                  |
| Total.....        | N/A                 | \$ 0                  |

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.

|                                                                                                   |                                     |             |
|---------------------------------------------------------------------------------------------------|-------------------------------------|-------------|
| Rating Agency's Fees and Expenses (Moody's Investor Services - \$120,000; S&P's - \$130,000)..... | <input checked="" type="checkbox"/> | \$250,000   |
| Printing and Engraving Costs.....                                                                 | <input checked="" type="checkbox"/> | \$0         |
| Legal Fees and Structuring Fees.....                                                              | <input checked="" type="checkbox"/> | \$515,000   |
| Sales Commissions (specify finders' fees separately) (NFSI Underwriting Fee).....                 | <input checked="" type="checkbox"/> | \$2,762,500 |
| Other Expenses (identify).....                                                                    | <input type="checkbox"/>            | \$see below |
| NFSI Expenses.....                                                                                | <input checked="" type="checkbox"/> | \$125,000   |
| AMBAC Upfront Payment (3 months).....                                                             | <input checked="" type="checkbox"/> | \$222,813   |
| DSR Surety Policy (5% of max. annual debt service).....                                           | <input checked="" type="checkbox"/> | \$1,334,876 |
| Trustee Fee.....                                                                                  | <input checked="" type="checkbox"/> | \$5,500     |
| A/E Consultant Fee.....                                                                           | <input checked="" type="checkbox"/> | \$5,000     |
| Insurance Consultant Fee.....                                                                     | <input checked="" type="checkbox"/> | \$6,850     |

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**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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Title and Recording Fees and Taxes (Title Company)..... ☒ \$3,051,806

Total ..... ☒ \$8,279,345

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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."

\$316,720,655

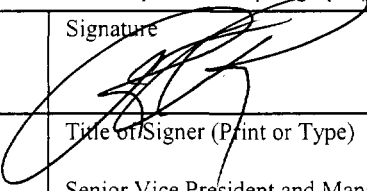
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

|                                                                    | Payments to<br>Officers,<br>Directors, &<br>Affiliates | Payments To<br>Others                             |
|--------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------|
| Working capital (Deposit into the Operating Reserve Account) ..... | <input type="checkbox"/> \$0                           | <input checked="" type="checkbox"/> \$899,997     |
| Other (specify): (Deposit into other specified Accounts) .....     | <input type="checkbox"/> \$0                           | <input checked="" type="checkbox"/> \$315,820,658 |
| Column Totals.....                                                 | <input type="checkbox"/> \$0                           | <input checked="" type="checkbox"/> \$316,720,655 |
| Total Payments Listed (column totals added) .....                  |                                                        | <input checked="" type="checkbox"/> \$316,720,655 |

[Signature Page Follows]

**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         |
| Newman Financial Services, Inc., as Depositor |  | June 5, 2002 |
| Name of Signer (Print or Type)                | Title of Signer (Print or Type)                                                   |              |
| Dan Ray                                       | Senior Vice President and Managing Director                                       |              |

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

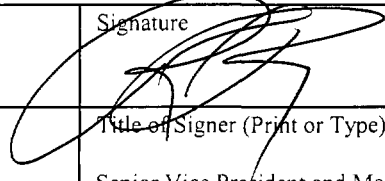
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(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         |
| Newman Financial Services, Inc., as Depositor |  | June 5, 2002 |
| Name of Signer (Print or Type)                | Title of Signer (Print or Type)                                                     |              |
| Dan Ray                                       | Senior Vice President and Managing Director                                         |              |

**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

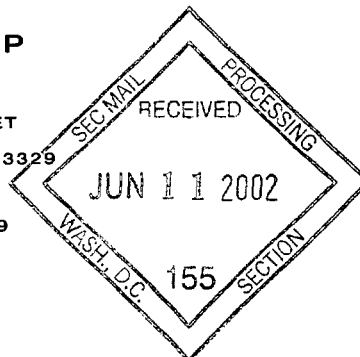
| 1<br><br>State | 2<br><br>Intend to sell<br>to non-accredited<br>investors in State<br>(Part B-Item 1) |    | 3<br><br>Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) | 4<br><br>Type of investor and<br>amount purchased in State<br>(Part C-Item 2) |        |                                          |        | 5<br><br>Disqualification<br>under State ULOE<br>(if yes, attach<br>explanation of<br>waiver granted)<br>(Part E-Item 1) |    |
|----------------|---------------------------------------------------------------------------------------|----|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|--------|------------------------------------------|--------|--------------------------------------------------------------------------------------------------------------------------|----|
|                | Yes                                                                                   | No |                                                                                                     | Number of<br>Accredited<br>Investors                                          | Amount | Number of<br>Non-Accredited<br>Investors | Amount | Yes                                                                                                                      | No |
| 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             |                                                                                       |    |                                                                                                     |                                                                               |        |                                          |        |                                                                                                                          |    |

## APPENDIX

| 1     | 2                                                                            |    | 3                                                                                          | 4                                                                    |        |                                          |        | 5                                                                                                               |    |
|-------|------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------|------------------------------------------|--------|-----------------------------------------------------------------------------------------------------------------|----|
|       | Intend to sell<br>to non-accredited<br>investors in State<br>(Part B-Item 1) |    | Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) | Type of investor and<br>amount purchased in State<br>(Part C-Item 2) |        |                                          |        | Disqualification<br>under State ULOE<br>(if yes, attach<br>explanation of<br>waiver granted)<br>(Part E-Item 1) |    |
| State | Yes                                                                          | No |                                                                                            | Number of<br>Accredited<br>Investors                                 | Amount | Number of<br>Non-Accredited<br>Investors | Amount | Yes                                                                                                             | No |
| NM    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| NY    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| NC    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| ND    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| OH    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| OK    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| OR    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| PA    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| RI    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| SC    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| SD    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| TN    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| TX    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| UT    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| VT    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| VA    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| WA    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| WV    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| WI    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| WY    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |
| PR    |                                                                              |    |                                                                                            |                                                                      |        |                                          |        |                                                                                                                 |    |

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SCOTTSDALE  
WASHINGTON

CORRINA A. SAWYER  
corrina.sawyer@kutakrock.com  
(303) 297-2400

June 5, 2002

**VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: GMAC Military Housing Trust II, Fort Meade Project Certificates, Series  
2002A —Filing of Notice of Sale of Securities on Form D

Ladies and Gentlemen:

Enclosed for filing with your office, on behalf of GMAC Military Housing Trust II, for the above referenced matter, are five copies of the Notice of Sale of Securities on Form D, one of which has been manually signed.

Please acknowledge receipt of each of the enclosed Notices of Sale of Securities on Form D by *date-stamping the enclosed copy of this letter and cover page of each Form D and returning them to me in the enclosed preaddressed, postage prepaid envelope.*

Thank you for your assistance on this matter. Please do not hesitate to call if you have any questions regarding this matter.

Sincerely,

Corrina A. Sawyer

jms

Enclosures