

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.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of 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/Managing Partner

Full Name (Last name first, if individual)
BUCZYNSKI, Walter P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

Full Name (Last name first, if individual)
PARTLOW, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

Full Name (Last name first, if individual)
CAMP, IV, John C.

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

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

Full Name (Last name first, if individual)
UCHINO, Gary

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

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

Full Name (Last name first, if individual)
HAGAN, JR., James T.

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

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

Full Name (Last name first, if individual)
AUEN, Greg

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

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

Full Name (Last name first, if individual)
CAMARENA, John M.

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

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

Full Name (Last name first, if individual)
GEORGE, Brendan A.

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

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

Full Name (Last name first, if individual)
JACOBS, IV, CMB, John J.

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

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

Full Name (Last name first, if individual)
O'BANNON, Mary A.

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

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

Full Name (Last name first, if individual)
RAPP, Teri H.

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

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

Full Name (Last name first, if individual)
SONNENFELD, Michael J.

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

c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

Full Name (Last name first, if individual)
ECKERT, Thomas D.

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

c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

Full Name (Last name first, if individual)
ENGELMAN, David S.

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

c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

Full Name (Last name first, if individual)
MARTIN, Celia V.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

Full Name (Last name first, if individual)
MICHAEL, Jonathan E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

Full Name (Last name first, if individual)
SPRINGER, Jeffrey R.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Fieldstone Investment Corporation, 11000 Broken Land Parkway, Suite 600, Columbia, Maryland 21044

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

B. INFORMATION ABOUT OFFERING

I. 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?\$ 0.00

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)

Friedman, Billings & Ramsey & Co., Inc.

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

1001 Nineteenth Street, North, 18th Floor, Arlington, Virginia 22209

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.)

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 the 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.....	\$ <u>0.00</u>	\$ <u>0.00</u>
Equity.....	\$ <u>152,584,035.00</u>	\$ <u>152,584,035.00</u>

- Offering of 10,172,269 shares of Common Stock, \$0.01 par value per share, at initial offering price per share of \$15.00.
 Preferred

Convertible Securities (including warrants).....	\$ <u>0.00</u>	\$ <u>0.00</u>
Partnership Interests	\$ <u>0.00</u>	\$ <u>0.00</u>
Other (Specify _____)	\$ <u>0.00</u>	\$ <u>0.00</u>
Total.....	\$ <u>152,584,035.00</u>	\$ <u>152,584,035.00</u>

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>324</u>	\$ <u>152,584,035.00</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0.00</u>
Total (for filings under Rule 504 only)	<u>0</u>	\$ <u>0.00</u>

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, 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 Security	Dollar Amount Sold
Rule 505.....	<u>N/A</u>	\$ <u>0.00</u>
Regulation A.....	<u>N/A</u>	\$ <u>0.00</u>
Rule 504.....	<u>N/A</u>	\$ <u>0.00</u>
Total.....	<u>N/A</u>	\$ <u>0.00</u>

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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 insurer. 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 of Agent's Fees.....	<input type="checkbox"/>	\$	<u>0.00</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$	<u>0.00</u>
Leal Fees.....	<input checked="" type="checkbox"/>	\$	<u>1,000,000.00</u>
Accounting Fees.....	<input type="checkbox"/>	\$	<u>0.00</u>
Engineering Fees.....	<input type="checkbox"/>	\$	<u>0.00</u>
Sales Commissions - associated placement agent fees.....	<input type="checkbox"/>	\$	<u>10,299,375.45</u>
Other Expenses (identify).....	<input checked="" type="checkbox"/>	\$	<u>0.00</u>
Total.....	<input checked="" type="checkbox"/>	\$	<u>11,299,375.45</u>

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.".....

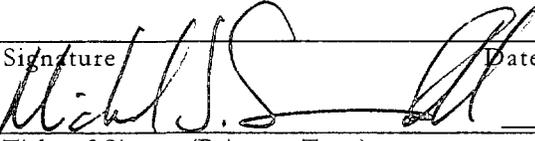
\$141,284,659.55

5. Indicate below the amount of the adjusted gross proceed 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.

	<input type="checkbox"/>	\$	Payments to Officers, Directors & Affiliates	<input type="checkbox"/>	\$	Payments to Others
Salaries and fees.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Purchase of real estate.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Acquisition of other businesses.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Repayment of indebtedness.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Working capital.....	<input type="checkbox"/>		<u>0</u>	<input type="checkbox"/>	\$	<u>141,284,659.55</u>
Other (specify):.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Column Totals.....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>141,284,659.55</u>
Total Payments Listed (column totals added).....					\$	<u>141,284,659.55</u>

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
Fieldstone Investment Corporation		11-25, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Michael J. Sonnenfeld	President and Chief Executive Officer	

ATTENTION

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