

LITCHFIELD FINANCIAL CORP /MA

FORM 8-A12G (Securities Registration (section 12(g)))

Filed 05/04/99

Address	430 MAIN STREET WILLIAMSTOWN, MA 01267
Telephone	4134581000
CIK	0000882515
SIC Code	6162 - Mortgage Bankers and Loan Correspondents
Fiscal Year	12/31

LITCHFIELD FINANCIAL CORP /MA

FORM 8-A12G (Securities Registration (section 12(g)))

Filed 5/4/1999

Address	430 MAIN STREET WILLIAMSTOWN, Massachusetts 01267
Telephone	413-458-1000
CIK	0000882515
Fiscal Year	12/31

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

LITCHFIELD FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State of incorporation or organization)

04-3023928
(I.R.S. Employer Identification No.)

430 W. MAIN STREET
WILLIAMSTOWN, MA 01267
(Address of principal executive offices)

LITCHFIELD CAPITAL TRUST I
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation or organization)

APPLIED FOR
(I.R.S. Employer Identification No.)

430 W. MAIN STREET
WILLIAMSTOWN, MA 01267
(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement
file numbers to which this form relates: 333-76285
333-76285-01

Securities to be registered pursuant to Section 12(b) of the Act: NONE

Securities to be registered pursuant to Section 12(g) of the Act:

 % **Series A Trust Preferred Securities**
(Title of class)

Guarantee of Litchfield Financial Corporation
with respect to the % Series A Trust Preferred Securities
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF THE REGISTRANTS' SECURITIES TO BE REGISTERED

The class of securities to be registered hereby is the ___% Series A Trust Preferred Securities (the "Preferred Securities") issued by Litchfield Capital Trust I, a statutory business trust created under the laws of the State of Delaware ("Trust I"). The Preferred Securities represent preferred, undivided beneficial interests in the assets of Trust I, and are guaranteed by Litchfield Financial Corporation, a Massachusetts corporation ("Litchfield"), to the extent set forth in the Registration Statement on Form S-3 of Trust I, Litchfield and Litchfield Capital Trust II, a statutory business trust created under the laws of the State of Delaware ("Trust II") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act") on April 14, 1999, as amended by Pre-Effective Amendment No. 1 thereto filed on April 28, 1999 (Registration Nos. 333-76285-01, 333-76285 and 333-76285-02, respectively) (the "Registration Statement"), under the captions "Description of the Preferred Securities," "Descriptions of the Preferred Securities Guarantees" and "Description of the Junior Subordinated Debt Securities" in the prospectus filed therewith, and under the captions "Description of the Preferred Securities," "Description of the Preferred Securities Guarantee," "Description of the Junior Subordinated Debentures" and "Relationship Between the Preferred Securities, the Junior Subordinated Debentures and the Preferred Securities Guarantee" in the prospectus supplement filed therewith, which descriptions are incorporated herein by reference. Any form of prospectus or prospectus supplement that includes such description that is subsequently filed by Litchfield, Trust I or Trust II as part of an amendment to the Registration Statement or otherwise pursuant to Rule 424(b) under the Securities Act is hereby incorporated by reference. This Form 8-A is being filed in connection with the listing of Preferred Securities on the Nasdaq National Market.

ITEM 2. EXHIBITS

Exhibit Number	Document Description
4.1	Form of Junior Subordinated Indenture (the "Junior Subordinated Indenture") between the Company and The Bank of New York, as Trustee (1)
4.2.1	Declaration of Trust of Litchfield Capital Trust I (1)
4.3	Form of Amended and Restated Declaration of Trust (1)
4.4.1	Certificate of Trust of Litchfield Capital Trust I (1)
4.5	Form of Preferred Security (1)
4.6	Form of Supplemental Indenture to the Junior Subordinated Indenture (1)
4.7	Form of Junior Subordinated Debt Security (1)
4.8	Form of Preferred Securities Guarantee (1)

(1) Incorporated by reference to Exhibits 4.1, 4.2.1, 4.3, 4.4.1, 4.5, 4.6, 4.7 and 4.8, respectively, to the Registration Statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereto duly authorized.

LITCHFIELD FINANCIAL CORPORATION

Dated: May 3, 1999

*By: /s/Ronald E. Rabidou
Ronald E. Rabidou
Executive Vice President,
Chief Financial Officer
and Treasurer*

LITCHFIELD CAPITAL TRUST I

Dated: May 3, 1999

*By: /s/Ronald E. Rabidou
Ronald E. Rabidou
Regular Trustee*

End of Filing

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