

LITCHFIELD FINANCIAL CORP /MA

Filed by
TEXTRON FINANCIAL CORP

FORM SC 14D1/A (Statement of Ownership: Tender Offer)

Filed 10/12/99

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

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FORM SC 14D1/A (Statement of Ownership: Tender Offer)

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

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 SCHEDULE 14D-1

TENDER OFFER STATEMENT

Pursuant to Section 14(d)(1)

of the Securities Exchange Act of 1934 Amendment No. 1

LITCHFIELD FINANCIAL CORPORATION

(NAME OF SUBJECT COMPANY)

LIGHTHOUSE ACQUISITION CORP. TEXTRON FINANCIAL CORPORATION

(Bidders)

Common Stock, par value \$0.01 per share

(Title of Class of Securities) 536619 10 9

(CUSIP Numbers of Class of Securities) Elizabeth C. Perkins, Esq.

Senior Vice President, General Counsel and Secretary

Textron Financial Corporation

40 Westminster Street

Providence, RI 02903

Telephone: (401) 621-4244

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Bidder)

Copy to:

Mario A. Ponce, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017

Telephone: (212) 455-2000

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") filed on September 29, 1999 relating to the offer by Lighthouse Acquisition Corp., a Massachusetts corporation ("Purchaser") and a wholly owned subsidiary of Textron Financial Corporation, a Delaware corporation ("TFC"), to purchase for cash all of the outstanding shares of Common Stock, par value \$0.01 per share (the "Shares"), of Litchfield Financial Corporation, a Massachusetts corporation (the "Company"), at a purchase price of \$24.50 per Share net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated as of September 29, 1999 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with the Offer to Purchase, as amended from time to time, constitute the "Offer").

Item 10. Additional Information.

Items 10(b), (c) and (d) of the Schedule 14D-1 are hereby amended and supplemented as follows. On October 8, 1999, TFC and Purchaser received notice of early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 for the consummation of the Offer and the Merger. Purchaser expects to consummate the Offer, subject to the terms thereof, on the Expiration Date, which is currently 12:00 midnight, New York City time, on Wednesday, October 27, 1999, unless the Offer is extended.

SIGNATURE

After due inquiry and to the best of our knowledge and belief, we hereby certify that the information set forth in this Statement is true, complete and correct.

LIGHTHOUSE ACQUISITION CORP.

By: /s/ ELIZABETH C. PERKINS
Name: Elizabeth C. Perkins
Title: Secretary

TEXTRON FINANCIAL CORPORATION

By: /s/ ELIZABETH C. PERKINS
Name: Elizabeth C. Perkins
Title: Secretary

Date: October 12, 1999

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End of Filing

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