

LITCHFIELD FINANCIAL CORP /MA

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 05/19/99

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

LITCHFIELD CAPITAL TRUST II

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 5/19/1999

Address	430 MAIN STREET WILLIANSTOWN, Massachusetts 01247
Telephone	413-458-1000
CIK	0001084082
Fiscal Year	12/31

Filed Pursuant to Rule 424(b)(3) and (c)

Registration Nos. 333-76285
333-76285-01
333-76285-02

Supplement No. 2 Dated May 18, 1999
To Prospectus Supplement Dated May 13, 1999
Relating to
2,500,000 10% Series A Trust Preferred Securities
of
Litchfield Capital Trust I
guaranteed by

Litchfield Financial Corporation

All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Prospectus dated May 13, 1999, as supplemented by the Prospectus Supplement dated May 13, 1999, forming a part of the Registration Statement on Form S-3, File Nos. 333-76285, 333-76285-01 and 333-76285-02.

The purpose of this Supplement No. 2 is to revise and supersede the information regarding the net proceeds to Litchfield Capital Trust I, as set forth in tabular form on the cover of the Prospectus Supplement, as follows:

	Per trust preferred security	Total
Public Offering Price.....	\$ 10.00	\$ 25,000,000
Proceeds to the trust.....	\$ 10.00	\$ 25,000,000

Litchfield Financial Corporation will pay underwriting discounts and commissions equal to \$.40 per trust preferred security, for an aggregate of \$1,000,000, on

behalf of Litchfield Capital Trust I.

End of Filing

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