

Edgar Filing: WINFIELD FINANCIAL GROUP INC - Form SC 13D

WINFIELD FINANCIAL GROUP INC  
Form SC 13D  
June 09, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

WINFIELD FINANCIAL GROUP, INC.  
(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(TITLE OF CLASS OF SECURITIES)

973867 10 4  
(CUSIP NUMBER)

DAVID M. LOEV, ATTORNEY AT LAW  
2777 ALLEN PARKWAY  
SUITE 1000  
HOUSTON, TEXAS 77019  
(713) 524-4110  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

APRIL 23, 2004  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

IF THE FILING PERSON HAS PREVIOUSLY FILED A STATEMENT ON SCHEDULE 13G TO REPORT  
THE ACQUISITION WHICH IS THE SUBJECT OF THIS SCHEDULE 13D, AND IS FILING THIS  
SCHEDULE BECAUSE OF RULE 13D-1(B) (3) OR (4), CHECK THE FOLLOWING BOX. [ ]

The information required in the remainder of this cover page shall not be deemed  
to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934  
("Act") or otherwise subject to the liabilities of that section of the Act but  
shall be subject to all other provisions of the Act.

|1| NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Chandana Basu

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|2| CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (a) [ ]  
(b) [ ]

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|3| SEC USE ONLY

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|4| SOURCE OF FUNDS\*  
SC

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|5| CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

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|6| CITIZENSHIP OR PLACE OF ORGANIZATION  
India

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NUMBER OF SHARES	7	SOLE VOTING POWER	25,150,000
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	N/A
	9	SOLE DISPOSITIVE POWER	25,150,000
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10		SHARED DISPOSITIVE POWER	N/A
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11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	25,150,000
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12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *	N/A
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13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	80.0%
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14		TYPE OF REPORTING PERSON *	IN
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### ITEM 1. Security and Issuer

This Schedule 13D relates to the Common Stock of Winfield Financial Group, Inc. The principal executive offices of Winfield Financial Group, Inc. are located at 1126 West Foothill Blvd, Suite 105, Upland, CA 91786.

### ITEM 2. Identity and Background

(a)-(c) This Statement on Schedule 13D is being filed by Chandana Basu. Ms. Basu's business address is 1126 West Foothill Blvd, Suite 105, Upland, CA 91786. Ms. Basu is the Chief Executive Officer and Treasurer of Winfield Financial Group, Inc. Ms. Basu is also the Chief Executive Officer, President and Treasurer of Healthcare Business Services Groups, Inc. ("HBSGI"), a wholly owned Delaware subsidiary of Winfield Financial Group, Inc., the President, Secretary, Treasurer and sole Director of AutoMed Software Corp. ("AutoMed"), a wholly owned Nevada subsidiary of Winfield Financial Group, Inc. and the sole Manager of Silver Shadow Properties, LLC ("Silver Shadow"), a Nevada limited liability company in which Winfield Financial Group, Inc. is the sole Member.

(d)-(e) During the last five years, Ms. Basu: (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Ms. Basu is a citizen of India.

### ITEM 3. Source of Amount of Funds or Other Compensation

Ms. Basu acquired an aggregate of 25,150,000 shares of Common Stock of Winfield Financial Group, Inc. in exchange for 100% of the issued and outstanding common stock of HBSGI pursuant to a Common Stock Purchase Agreement dated April 23, 2004 (the "Agreement") along with 100% of the issued and outstanding common

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stock of AutoMed and 100% of the memberships interests of Silver Shadow pursuant to an Addendum to Common Stock Purchase Agreement dated May 7, 2004 (the "Addendum") which are incorporated by reference under Exhibits 1 and 2, respectively. As a result of these transactions, Ms. Basu owns 25,150,000 shares of Common Stock.

### ITEM 4. Purpose of Transaction

Ms. Basu acquired the securities of Winfield Financial Group, Inc. for investment purposes. Depending on general market and economic conditions affecting Winfield Financial Group, Inc. and other relevant factors, Ms. Basu may purchase additional securities of Winfield Financial Group, Inc. or dispose of some or all of securities from time to time in open market transactions, private transactions or otherwise.

Ms. Basu does not have any plans or proposals which relate to or result in:

(a) the acquisition by any person of additional securities of Winfield Financial Group, Inc., or the disposition of securities of Winfield Financial Group, Inc.;

(b) an extraordinary transaction, such as a merger, reorganization or liquidation, involving Winfield Financial Group, Inc. or any of its subsidiaries other than the reverse merger transaction which resulted in GMP becoming a wholly-owned subsidiary of the Company;

(c) a sale or transfer of a material amount of assets of Winfield Financial Group, Inc. or any of its subsidiaries;

(d) any change in the present board of directors or management of Winfield Financial Group, Inc., including any plans or proposals to change the number of term of directors or to fill any existing vacancies on the board;

(e) any material change in the present capitalization or dividend policy of Winfield Financial Group, Inc. other than that which occurred due to the acquisition of GMP;

(f) any other material changes in Winfield Financial Group, Inc.'s business or corporate structure;

(g) changes in Winfield Financial Group, Inc.'s charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Winfield Financial Group, Inc. by any person;

(h) causing a class of securities of Winfield Financial Group, Inc. to be delisted from a national securities exchange or cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) a class of equity securities of Winfield Financial Group, Inc. becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or

(j) any action similar to any of those enumerated above.

### ITEM 5. Interest in Securities of the Issuer

(a) Chandana Basu beneficially owns 25,150,000 shares of Common Stock, \$0.001 par value, of Winfield Financial Group, Inc. The shares of Common Stock beneficially owned by Ms. Basu constitute approximately 80.0% of the total

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number of shares of Common Stock of Winfield Financial Group, Inc., based upon 34,414,650 shares of Common Stock outstanding as of May 28, 2004.

(b) Ms. Basu has the sole power to vote or to direct the vote, and the sole power to dispose or to direct the disposition of, the shares beneficially owned by Ms. Basu.

(c) Ms. Basu acquired the Common Stock as a result of the transactions discussed in ITEM 3, above.

(d) No other person has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the securities beneficially owned by Ms. Basu.

(e) Not applicable.

ITEM 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the Issuer

None

ITEM 7. Material to be Filed as Exhibits

Exhibit 1(1) Common Stock Purchase Agreement

Exhibit 2(1) Addendum to Common Stock Purchase Agreement

(1) Filed as Exhibits 2.1 and 2.2, respectively, to our Form 8-K filed on May 17, 2004.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 9, 2004

By: /s/ Chandana Basu

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Chandana Basu