FORM 10QSB

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d)

Filing Date: **2002-05-14** | Period of Report: **2002-03-31**
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FILER

INDIAN VILLAGE BANCORP INC

CIK:**1081338**| IRS No.: **341891199** | State of Incorp.:**PA** | Fiscal Year End: **0630**
Type: **10QSB** | Act: **34** | File No.: **000-25971** | Film No.: **02644994**
SIC: **6035** Savings institution, federally chartered

Mailing Address	Business Address
C/O INDIAN VILLAGE COMMUNITY BANK	*C/O INDIAN VILLAGE COMMUNITY BANK*
100 SOUTH WALNUT STREET	*100 SOUTH WALNUT STREET*
GNADENHUTTEN OH 44629	*GNADENHUTTEN OH 44629*
	7402544313

FORM 10-QSB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarterly Period ended March 31, 2002

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to ____________.

Commission File Number 0-25971

INDIAN VILLAGE BANCORP, INC.

(Exact name of small business issuer as specified in its charter)

Pennsylvania	34-1891199
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

100 South Walnut Street, Gnadenhutten, Ohio 44629

(Address of principal executive offices)

(740) 254-4313

(Issuer's telephone number)

As of May 10, 2002, the latest practical date, 402,139 of the issuer's common shares, $.01 par value, were issued and outstanding.

Transitional Small Business Disclosure Format (check one):

Yes [ ] No [X]

INDIAN VILLAGE BANCORP, INC.

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INDIAN VILLAGE BANCORP, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Dollars in thousands)

<TABLE>
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	March 31, 2002	June 30, 2001
ASSETS		
Cash and due from banks	$ 1,070	$ 1,238
Interest-bearing deposits in other banks	818	2,261
Total cash and cash equivalents	1,888	3,499
Securities available for sale at fair value	23,681	17,014
Loans, net of allowance for loan losses	52,160	48,289
Premises and equipment, net	1,443	1,504
Real estate owned	70	70
Federal Home Loan Bank stock	1,279	1,207
Bank-owned life insurance	2,122	2,038
Accrued interest receivable	495	444
Other assets	122	152
Total assets	$ 83,260	$ 74,217
LIABILITIES		
Deposits	$ 49,899	$ 44,617
Federal Home Loan Bank advances	24,908	21,200
Accrued interest payable	132	116
Other liabilities	91	157
Total liabilities	75,030	66,090
SHAREHOLDERS' EQUITY		
Preferred stock, no par value, 1,000,000 shares authorized, none outstanding	--	--
Common stock, $.01 par value, 5,000,000 shares authorized 445,583 shares issued	4	4
Additional paid-in capital	3,251	3,245
Retained earnings - substantially restricted	5,980	5,730
Unearned employee stock ownership plan shares	(349)	(371)
Treasury stock, at cost, 43,444 shares at March 31, 2002 and June 30, 2001	(514)	(514)
Accumulated other comprehensive income (loss)	(142)	33
Total shareholders' equity	8,230	8,127
Total liabilities and shareholders' equity	$ 83,260	$ 74,217

</TABLE>

See accompanying notes to financial statements.

INDIAN VILLAGE BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(Dollars in thousands, except per share amounts)

<TABLE>
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	Three Months Ended March 31,		Nine Months Ended March 31,	
	2002	2001	2002	2001
INTEREST AND DIVIDEND INCOME				
Loans, including fees	$ 1,004	$ 952	$ 3,018	$ 2,698
Taxable securities	192	297	571	1,009
Tax exempt securities	76	33	192	72
Interest-bearing deposits and Federal funds sold	--	21	10	47
Total interest income	1,272	1,303	3,791	3,826
INTEREST EXPENSE				
Deposits	471	550	1,521	1,554
Federal Home Loan Bank advances	323	309	946	948
Total interest expense	794	859	2,467	2,502
NET INTEREST INCOME	478	444	1,324	1,324
Provision for loan losses	15	6	45	20
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	463	438	1,279	1,304
NONINTEREST INCOME				
Service charges and other fees	22	24	73	62
Gain on sale of securities available for sale, net	11	81	89	107
Other income	32	8	93	(1)
Total noninterest income	65	113	255	168
NONINTEREST EXPENSE				
Salaries and employee benefits	197	185	569	541
Occupancy and equipment	47	50	143	138
Professional and consulting fees	18	20	82	97
Franchise taxes	23	22	67	48
Data processing	26	20	70	62
Director and committee fees	17	11	50	50
Other expense	65	68	187	211
Total noninterest expense	393	376	1,168	1,147
INCOME BEFORE INCOME TAXES	135	175	366	325
Income tax expense	5	60	19	99
NET INCOME	$ 130	$ 115	$ 347	$ 226
EARNINGS PER COMMON SHARE (BASIC)	$ 0.36	$ 0.31	$ 0.95	$ 0.60
EARNINGS PER COMMON SHARE (DILUTED)	$ 0.35	$ 0.31	$ 0.94	$ 0.60

</TABLE>

See accompanying notes to financial statements.

INDIAN VILLAGE BANCORP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(Dollars in thousands)

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001	Nine Months Ended March 31, 2002	Nine Months Ended March 31, 2001
NET INCOME	$ 130	$ 115	$ 347	$ 226
Other comprehensive income, net of tax				
Unrealized gains (losses) on securities available for sale arising during period	(89)	126	(117)	470
Reclassification adjustment for accumulated (gains) losses included in net income	(7)	(54)	(58)	(71)
Net unrealized gains (losses) on securities	(96)	72	(175)	399
COMPREHENSIVE INCOME (LOSS)	$ 34	$ 187	$ 172	$ 625

See accompanying notes to financial statements.

INDIAN VILLAGE BANCORP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(Dollars in thousands)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Unearned ESOP Shares	Treasury Stock	Unrealized Gain on Securities Available for Sale	Total
Balance at July 1, 2000	$ 4	$ 4,022	$ 5,498	$ (333)	$ (273)	$ (261)	$ 8,657
Net income for the period	--	--	226	--	--	--	226
Cash dividend - $0.21 per share	--	--	(80)	--	--	--	(80)
Return of capital - $2.00 per share	--	(780)	--	(66)	--	--	(846)
Purchase of 21,165 shares of Treasury stock	--	--	--	--	(241)	--	(241)
Release of 2,000 ESOP shares	--	3	--	20	--	--	23
Change in fair value of securities available for sale	--	--	--	--	--	399	399

Balance at March 31, 2001	$ 4	$ 3,245	$ 5,644	$ (379)	$ (514)	$ 138	$ 8,138

</TABLE>

See accompanying notes to financial statements.

INDIAN VILLAGE BANCORP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
(Unaudited)
(Dollars in thousands)

<TABLE>
<CAPTION>

<S>	Common Stock <C>	Additional Paid-In Capital <C>	Retained Earnings <C>	Unearned ESOP Shares <C>	Treasury Stock <C>	Unrealized Gain on Securities Available for Sale <C>	Total <C>
Balance at July 1, 2001	$ 4	$ 3,245	$ 5,730	$ (371)	$ (514)	$ 33	$ 8,127
Net income for the period	--	--	347	--	--	--	347
Cash dividend - $0.27 per share	--	--	(97)	--	--	--	(97)
Release of 2,256 ESOP shares	--	6	--	22	--	--	28
Change in fair value of securities available for sale	--	--	--	--	--	(175)	(175)
Balance at March 31, 2002	$ 4	$ 3,251	$ 5,980	$ (349)	$ (514)	$ (142)	$ 8,230

</TABLE>

See accompanying notes to financial statements.

INDIAN VILLAGE BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

<TABLE>
<CAPTION>

<S>	Nine Months Ended March 31, 2002 <C>	2001 <C>
CASH FLOWS FROM OPERATING ACTIVITIES		

Net income	$ 347	$ 226
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	86	85
Premium amortization, net of accretion	71	(123)
Provision for loan losses	45	20
Federal Home Loan Bank stock dividends	(52)	(62)
Gain/Loss on sale of securities available for sale	(89)	(107)
Compensation expense on ESOP shares	28	23
Net change in accrued interest receivable and other assets	(105)	163
Net change in accrued expenses and other liabilities	40	(30)
Net cash from operating activities	371	195
CASH FLOWS FROM INVESTING ACTIVITIES		
Net change in time deposits	--	200
Purchases of securities available for sale	(21,662)	(16,979)
Proceeds from sales of securities available for sale	10,999	15,567
Proceeds from maturities of securities available for sale	3,749	1,760
Net change in loans	(3,916)	(5,888)
Purchases of bank-owned life insurance	--	(2,009)
Premises and equipment expenditures, net	(25)	(50)
Purchases of Federal Home Loan Bank stock	(20)	(25)
Net cash from investing activities	(10,875)	(7,424)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net change in deposits	5,282	6,460
Net change in short-term Federal Home Loan Bank advances	2,750	(550)
Repayment of long-term FHLB advances	(1,000)	--
Proceeds from long-term Federal Home Loan Bank advances	2,000	3,200
Principal payments on long-term debt	(42)	--
Cash dividends paid	(97)	(80)
Return of capital distribution	--	(846)
Purchases of treasury stock	--	(241)
Net cash from financing activities	8,893	7,943
Net change in cash and cash equivalents	(1,611)	714
Cash and cash equivalents at beginning of period	3,499	1,087
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,888	$ 1,801
Supplemental disclosures of cash flow information		
Cash paid during the period for		
Interest	$ 2,475	$ 2,503
Income taxes	--	12

</TABLE>

See accompanying notes to financial statements.

INDIAN VILLAGE BANCORP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(Table dollar amounts in thousands)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These interim financial statements are prepared without audit and reflect all adjustments which, in the opinion of management, are necessary to present fairly the financial position of Indian Village Bancorp, Inc. ("Corporation") at March 31, 2002, and its results of operations and cash flows for the periods presented. All such adjustments are normal and recurring in nature. The accompanying consolidated financial statements have been prepared in accordance with the instructions for Form 10-QSB and, therefore, do not purport to contain all the necessary financial disclosures required by accounting principles generally accepted in the United States of America that might otherwise be necessary in the circumstances, and should be read in conjunction with the financial statements and notes thereto of the Corporation for the year ended June 30, 2001. The accounting policies of the Corporation described in the notes to financial statements contained in the Corporation's June 30, 2001, financial statements, have been consistently followed in preparing this Form 10-QSB. The results of operations for the nine months ended March 31, 2002 are not necessarily indicative of the results of operations that may be expected for the full year.

The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiary, Indian Village Community Bank (the "Bank"). All significant intercompany transactions and balances have been eliminated.

The Corporation's and Bank's revenues, operating income and assets are primarily from the financial institution industry. The Bank is engaged in the business of residential mortgage lending and consumer banking with operations conducted through its main office located in Gnadenhutten, Ohio and a branch office in New Philadelphia, Ohio. These communities and the contiguous areas are the source of substantially all the Bank's loan and deposit activities. The majority of the Bank's income is derived from residential and consumer lending activities and investments.

To prepare financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and disclosures provided, and future results could differ. The allowance for loan losses and fair values of financial instruments are particularly subject to change.

The provision for income taxes is based on the effective tax rate expected to be applicable for the entire year. Income tax expense is the total of the current-year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basic earnings per common share is net income divided by the weighted average number of common shares outstanding during the period. The weighted average number of shares outstanding during the three and nine months ended March 31, 2002 used for this calculation were 367,694 and 366,948, respectively. The weighted average number of shares outstanding during the three and nine months ended March 31, 2001 used for this calculation were 364,743 and 379,385, respectively. Employee Stock Ownership Plan ("ESOP") shares are considered outstanding for this calculation unless unallocated. Diluted earnings per share shows the dilutive effect of additional common shares issuable under stock options. The weighted number of shares outstanding during the three and nine months ended March 31, 2002 used for this calculation were 371,002 and 370,256, respectively. There was $0.01 per share dilution of the stock options for the three and nine months ended March 31, 2002. No stock options were outstanding as of March 31, 2001, therefore the weighted number of shares outstanding were the same for the basic and diluted calculation.

NOTE 2 -CONSUMMATION OF THE CONVERSION TO A STOCK SAVINGS AND LOAN ASSOCIATION WITH THE CONCURRENT FORMATION OF A HOLDING COMPANY

On January 20, 1999, the Board of Directors of the Bank, subject to regulatory approval and approval by the members of the Bank, unanimously adopted a Plan of Conversion under which the Bank would convert from a federally chartered mutual savings bank to a federally chartered stock savings bank and concurrently form a holding company to own 100% of the Bank's stock. The conversion was consummated on July 1, 1999, and the Corporation sold its common stock in an amount equal to the pro forma market value of the Bank after giving effect to the conversion. A total of 445,583 common shares of the Corporation were sold at $10.00 per share. The Corporation received net proceeds of $4,024,000, after deducting conversion costs of $432,000.

(Table dollar amounts in thousands)

The Corporation retained 50% of the net proceeds from the sale of common shares. The remainder of the net proceeds was invested in the capital stock issued by the Bank to the Company.

As part of the conversion, the Bank established a liquidation account in an amount equal to its regulatory capital as of December 31, 1998. The liquidation account will be maintained for the benefit of eligible depositors who continue to maintain their accounts at the Bank after the conversion. The liquidation account will be reduced annually to the extent that eligible depositors have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder's interest in the liquidation account. In the event of a complete liquidation, each eligible depositor will be entitled to receive a distribution from the liquidation account in an amount proportionate to the current adjusted qualifying balances for accounts then held. The Bank may not pay dividends that would reduce shareholders' equity below the required liquidation account balance.

Under Office of Thrift Supervision ("OTS") regulations, ___ limitations have been imposed on all "capital distributions" by savings institutions, including cash dividends. Under OTS regulations, the Bank is not permitted to pay a cash dividend on its common shares if the regulatory capital would, as a result of the payment of such dividend, be reduced below the amount required for the liquidation account, or applicable regulatory capital requirements prescribed by the OTS.

Effective June 29, 2000, the Bank converted from a federally chartered stock savings bank to an Ohio-chartered institution and assumed the obligation of the liquidation account.

(Continued)

NOTE 3 - SECURITIES AVAILABLE FOR SALE

The amortized cost and estimated fair values of securities available for sale are summarized as follows:

<TABLE>
<CAPTION>

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
March 31, 2002				
<S>	<C>	<C>	<C>	<C>
Obligations of states and political subdivisions	$ 7,218	$ 19	$ (123)	$ 7,114
Corporate debt securities	940	18	(6)	952
Mortgage-backed securities	14,088	50	(108)	14,030
Equity securities	1,650	5	(70)	1,585
	$ 23,896	$ 92	$ (307)	$ 23,681
June 30, 2001				
Obligations of states and political subdivisions	$ 5,145	$ 35	$ (78)	$ 5,102
Corporate debt securities	497	5	--	502
Mortgage-backed securities	9,923	126	(38)	10,011
Equity securities	1,399	1	(1)	1,399
	$ 16,964	$ 167	$ (117)	$ 17,014

(Table dollar amounts in thousands)

</TABLE>

The amortized cost and estimated fair values of debt securities available for sale at March 31, 2002, by contractual maturity, are shown below. Actual maturities could differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date, primarily mortgage-backed securities, are shown separately.

	Amortized Cost	Estimated Fair Value
Due after one year through five years	$ 101	$ 105
Due after five years through ten years	971	963
Due after ten years	8,736	8,583
Mortgage-backed securities	14,088	14,030
	$23,896	$23,681

Proceeds from sales of securities available for sale during the nine months ended March 31, 2002 were $11.0 million. Gross gains of $93,000 and gross losses of $4,000 were realized on those sales. Proceeds from sales of securities available for sale during the nine months ended March 31, 2001 were $15.6 million. Gross gains of $116,000 and gross losses of $9,000 were realized on those sales.

(Continued)

NOTE 4 - LOANS

Loans are summarized as follows:

	March 31, 2002	June 30, 2001
Real estate loans:		
One-to four-family residential	$ 37,825	$ 33,698
Multi-family residential	2,405	2,339
Nonresidential	2,506	2,576
Construction	1,342	1,488
Land	406	388
	44,484	40,489
Consumer loans:		
Home equity loans and lines of credit	2,394	2,190
Home improvement	1,571	1,125
Automobile	1,465	1,409
Loans on deposit accounts	364	459
Unsecured	154	200
Other	1,426	1,460
	7,374	6,843
Commercial business loans	727	1,277
	52,585	48,609
Less:		
Net deferred loan fees and costs	(59)	(66)
Escrow	(73)	--
Loans in process	(10)	(1)
Allowance for loan losses	(283)	(253)
	$ 52,160	$ 48,289

Activity in the allowance for loan losses is summarized as follows:

(Table dollar amounts in thousands)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2002	2001	2002	2001
Balance at beginning of period	$ 270	$ 245	$ 253	$ 237
Provision for losses	15	6	45	20
Charge-offs	(2)	(10)	(15)	(16)
Recoveries	--	--	--	--
Balance at end of period	$ 283	$ 241	$ 283	$ 241

(Continued)

NOTE 4 - LOANS (Continued)

Nonaccrual loans totaled approximately $1,104,000 and $943,000 at March 31, 2002, and June 30, 2001, respectively.

Impaired loans were as follows.

	March 31, 2002	June 30, 2001
Loans with no allocated allowance for loan losses	$--	$--
Loans with allocated allowance	35	35
Total	$35	$35

	2002	2001
Amount of the allowance for loan losses allocated	$35	$--
Average of impaired loans during the period	$ 1	$--
Interest income recognized during impairment	$--	$--
Cash-basis interest income recognized	$--	$--

NOTE 5 - COMMITMENTS, OFF-BALANCE SHEET RISK AND CONTINGENCIES

There are various contingent liabilities that are not reflected in the financial statements, including claims and legal actions arising in the ordinary course of business. In the opinion of management, after consultation with legal counsel, the ultimate disposition of these matters is not expected to have a material effect on financial condition or results of operations.

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of customers. These financial instruments include commitments to make loans. The Corporation's exposure to credit loss in case of nonperformance by the other party to the financial instrument for commitments to make loans is represented by the contractual amount of those instruments. The Corporation follows the same credit policy to make such commitments as is followed for those loans recorded in the financial statements.

As of March 31, 2002, variable rate and fixed rate commitments to make loans or fund outstanding lines of credit amounted to approximately $1,179,000 and $2,166,000. As of June 30, 2001, variable rate and fixed rate commitments to make loans or fund outstanding lines of credit amounted to approximately $1,602,000 and $2,012,000. Since loan commitments may expire without being used, the amounts do not necessarily represent future cash commitments.

(Table dollar amounts in thousands)

(Continued)

NOTE 6 - EMPLOYEE STOCK OWNERSHIP PLAN

The Bank has established an employee stock ownership plan ("ESOP") for the benefit of substantially all employees of the Corporation and the Bank. The ESOP borrowed funds from the Corporation with which to acquire common shares of the Corporation. The loan is secured by the shares purchased with the loan proceeds and will be repaid by the ESOP with funds from the Bank's discretionary contributions to the ESOP and earnings on ESOP assets. The shares purchased with the loan proceeds are held in a suspense account for allocation among participants as the loan is repaid. When loan payments are made, ESOP shares are allocated to participants based on relative compensation.

In September 2000, the Corporation declared and paid a $2.00 per share capital distribution. The ESOP received $67,000 from the capital distribution on 33,261 unallocated shares. The ESOP purchased an additional 5,783 shares with the proceeds from the capital distribution. The additional shares purchased are held in suspense and allocated to participants in a manner similar to the original ESOP shares. Additionally, the ESOP purchased and allocated an additional 476 shares with the proceeds from the special distribution, as well as accumulated regular dividends, on allocated shares.

ESOP compensation expense was $10,000 and $29,000 for the three and nine months ended March 31, 2002. ESOP compensation expense was $8,000 and $23,000 for the three and nine months ended March 31, 2001. ESOP shares as of March 31, 2002 and June 30, 2001 were as follows:

	March 31, 2002	June 30, 2001
Shares released for allocation	7,799	5,543
Unreleased shares	34,097	36,353
Total ESOP shares	41,896	41,896
Fair value of unreleased shares	$ 511	$ 422

The ESOP provides for the repurchase of any stock distributed to a participant at its fair market value. The fair market value of the allocated shares subject to repurchase was approximately $117,000 and $64,000 at March 31, 2002 and June 30, 2001 respectively.

(Continued)

INTRODUCTION

In the following pages, management presents an analysis of the financial condition of Indian Village Bancorp, Inc. as of March 31, 2002 compared to June

30, 2001, and results of operations for the three and nine months ended March 31, 2002 compared with the same periods in 2001. This discussion is designed to provide a more comprehensive review of the operating results and financial position than could be obtained from an examination of the financial statements alone. This analysis should be read in conjunction with the interim financial statements and related footnotes included herein.

FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements within the meaning of the federal securities laws. The Corporation intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995, and is including this statement for purposes of these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Corporation, are generally identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," or similar expressions. The Corporation's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material effect on the operations of the Corporation and the subsidiaries include, but are not limited to, changes in: interest rates, general economic conditions, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Corporation's market area and accounting principles and guidelines. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Further information concerning the Corporation and its business, including additional factors that could materially affect the Corporation's financial results, is included in the Corporation's filings with the SEC.

FINANCIAL CONDITION

Total assets at March 31, 2002 were $83.3 million compared to $74.2 million at June 30, 2001, an increase of $9.1 million, or 12.3%. The increase in total assets was funded by deposit growth of $5.3 million and an increase in borrowings of $3.7 million which was used to increase securities available for sale by $6.7 million and increase net loans by $3.9 million. The increase in loans consisted primarily of an increase in one- to four-family residential real estate loans of $4.1 million. The increase in one- to four-family residential real estate loans is reflective of a stable local economy and the ability of the Corporation to attract refinance activity because of the decrease in interest rates. The security portfolio has changed to consist of more municipal securities to help reduce the tax effect on the Company.

Total deposits were $49.9 million on March 31, 2002 compared to $44.6 million at June 30, 2001, an increase of $5.3 million, or 11.9%. The Corporation experienced an increase in certificates of deposit of $3.3 million and money market accounts of $2.7 million which was partially offset by a decrease in NOW accounts of $927,000. Management attributes the increase in deposits to the opening of the new branch office in New Philadelphia, Ohio in November 1999 along with the related promotion of deposit products in order to help establish the office. The certificate deposit portfolio as a percent of total deposits decreased from 71.2% at June 30, 2001 to 70.3% at March 31, 2002. Almost all certificates of deposit held by the Corporation mature in less than three years with the majority maturing in the next year.

As a secondary source of liquidity, the Corporation obtains borrowings from the Federal Home Loan Bank of Cincinnati, from which it held advances totaling $24.9 million at March 31, 2002 and $21.2 million at June 30, 2001. Due to continued loan demand and in order to better leverage the Corporation's capital, the Corporation used these funds to originate mortgage loans and purchase securities available for sale as well as provide for short-term liquidity needs. FHLB advances at March 31, 2002 consisted of $2.8 million in short-term advances and

$22.1 million in long-term callable fixed-rate advances. The long-term callable advances have specified call dates ranging from one to five years at which time the advances may be called at the option of the Federal Home Loan Bank. Additional advances may be obtained from the Federal Home Loan Bank to fund future loan growth and liquidity as needed.

Total shareholders' equity increased from $8.1 million at June 30, 2001 to $8.2 million at March 31, 2002.

Nonperforming assets, consisting of $70,000 in real estate owned and $1,104,000 of nonaccrual loans, totaled $1,174,000 at March 31, 2002 or 1.41% of total assets, an increase of $161,000 from June 30, 2001. At March 31, 2002 one borrower had total loans classified nonaccrual of $725,000. The majority of these loans are collateralized by either one- to four-family residential or multi-family property. In addition, a favorable judgment on other unencumbered property belonging to the borrower has been entered on the Bank's behalf. This judgment further enhances our ability to collect all amounts due on the loans. The borrower has filed for chapter eleven bankrupcy protection and the proceedings are now scheduled for May 2002. Management has made the determination that $35,000 of the nonaccrual loans were impaired as of March 31, 2002. This assessment is based on the fact that the majority of the loans are low loan-to-value residential loans. At some point in the future, depending on the court approved repayment plan and if any extensions are granted, the balance of these loans may need to be classified as impaired based on the increasing loan-to-value due to the increasing accrued interest. The allowance for loan losses totaled $283,000 at March 31, 2002, representing 25.6% of nonaccrual loans and 0.54% of gross loans receivable. At June 30, 2001 the allowance for loan losses totaled $253,000 and represented 26.8% of nonaccrual loans and 0.52% of gross loans receivable.

COMPARISON OF RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED MARCH 31, 2002 AND MARCH 31, 2001

The general economic conditions, the monetary and fiscal policies of federal agencies and the regulatory policies of agencies that regulate financial institutions affect the operating results of the Corporation. Interest rates on competing investments and general market rates of interest influence the Corporation's cost of funds. Lending activities are influenced by the demand for real estate loans and other types of loans, which in turn is affected by the interest rates at which such loans are made, general economic conditions and the availability of funds for lending activities.

The Corporation's net income primarily depends on its net interest income, which is the difference between the interest income earned on interest-earning assets, such as loans and securities, and interest expense incurred on interest-bearing liabilities, such as deposits and borrowings. The level of net interest income is dependent on the interest rate environment and the volume and composition of interest-earning assets and interest-bearing liabilities. Provisions for loan losses, service charges, gains on the sale of assets, other income, noninterest expense and income taxes also affect net income.

Net income was $347,000 for the nine months ended March 31, 2002, compared to $226,000 for the nine months ended March 31, 2001. The increase in net income was primarily the result of an increase in noninterest income. Basic earnings per common share was $0.95 for the nine months ended March 31, 2002 compared to $0.60 for the nine months ended March 31, 2001. Diluted earnings per common share was $0.94 for the nine months ended March 31, 2002. Diluted earnings per share were $0.60 for the nine months ended March 31, 2001 because stock options were not granted until September 20, 2001.

Net interest income totaled $1.3 million for the nine months ended March 31, 2002 and March 31, 2001. The stability in net interest income is attributable to a decrease in interest rate spread offset by an increase in the ratio of average interest-earning assets to average interest-bearing liabilities.

Interest and fees on loans increased approximately $320,000, or 11.9%, from $2.7 million for the nine months ended March 31, 2001 to $3.0 million for the nine months ended March 31, 2002. The increase in interest and fees on loans was due to an increase in the average balance of loans, partially offset by a decrease in the yield earned.

Interest earned on securities totaled $763,000 for the nine months ended March 31, 2002, as compared to $1.1 million for the nine months ended December 31, 2001. The decrease was a result of a lower yield earned on securities.

Interest on interest-bearing deposits and overnight deposits decreased from $47,000 for the nine months ended March 31, 2001, as compared to $10,000 for the same period in 2002 due to lower average balances and decrease in the yield earned.

Interest paid on deposits decreased $33,000 for the nine months ended March 31, 2002, compared to the nine months ended March 31, 2001. The decrease in interest expense was due to a decrease in the yield paid partially offset by an increase in the average balance of deposits.

Interest on Federal Home Loan Bank advances totaled $946,000 for the nine months ended March 31, 2002, compared to $948,000 for the nine months ended March 31, 2001. The decrease was the result of a lower cost of funds. The borrowings were used to provide funding for loan demand and to better leverage the Corporation's capital.

The Corporation maintains an allowance for loan losses in an amount that, in management's judgment, is adequate to absorb probable losses inherent in the loan portfolio. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent on a variety of factors, including past loan loss experience, known and inherent risks in the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. The provision for loan losses is determined by management as the amount to be added to the allowance for loan losses after net charge-offs have been deducted to bring the allowance to a level which is considered adequate to absorb losses inherent in the loan portfolio.

(Continued)

The provision for loan losses for the nine months ended March 31, 2002 totaled $45,000 compared to $20,000 for the nine months ended March 31, 2001. The Corporation experienced net charge-offs of $15,000 during the nine months ended March 31, 2002 compared to $16,000 during the nine months ended March 31, 2001. The Corporation's low charge-off history is the product of a variety of factors, including the Corporation's underwriting guidelines, which generally require a loan-to-value or projected completed value ratio of 80% for the purchase or construction of one- to four-family residential properties and a minimum of 75% for commercial real estate and land loans, established income information and defined ratios of debt to income. Despite this history, the Corporation cannot give any assurances as to the level of future charge-offs.

Noninterest income includes service charges and other fees, net gains on sales of securities available for sale and other income. For the nine months ended March 31, 2002, noninterest income totaled $255,000 compared to $168,000 for the nine months ended March 31, 2001. During the 2002 period, the Corporation experienced an increase in other income of $94,000 which primarily consisted of income from the bank-owned life insurance. The Corporation also experienced and increase in service charges and other fees of $11,000 which was offset by a decrease in net gains on sales of securities available for sale of $18,000.

Noninterest expense totaled $1.2 million for the nine months ended March 31, 2002 compared to $1.1 million for same period in 2001 an increase of $21,000 or 1.8%. The increase in noninterest expense was primarily the result of a $28,000 increase in salaries and employee benefits and a $19,000 increase in franchise tax expense which was offset by a decrease of $24,000 in other expenses and a $15,000 decrease in professional and consulting fees. The decrease in other expenses consisted primarily of a decrease in advertising and stationary and supplies expense.

The volatility of income tax expense is primarily attributable to the increase in tax exempt securities interest income. The provision for income taxes totaled a $19,000 for the nine months ended March 31, 2002 compared to $99,000 for the nine months ended March 31, 2001.

COMPARISON OF RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2002 AND MARCH 31, 2001

Net income was $130,000 for the three months ended March 31, 2002, compared to $115,000 for the three months ended March 31, 2001. The increase in net income for the three months ended March 31, 2002 was primarily the result of an increase in net interest income and a decrease in income tax expense which was partially offset by a decrease in noninterest income and an increase in noninterest expense. Basic earnings per common share was $0.36 for the three months ended March 31, 2002 compared to $0.31 for the three months ended March 31, 2001. Diluted earnings per common share was $0.35 for the three months ended March 31, 2002. Diluted earnings per share were $0.31 for the three months ended March 31, 2001 because stock options were not granted until September 20, 2001.

Net interest income totaled $478,000 for the three months ended March 31, 2002, as compared to $444,000 for the three months ended March 31, 2001, representing an increase of $34,000, or 7.7%. The change in net interest income is attributable to an increase in the ratio of average interest-earning assets to average interest-bearing liabilities offset by a decrease in the interest rate spread.

Interest and fees on loans increased approximately $52,000, or 5.5%, from $952,000 for the three months ended March 31, 2001 to $1.0 million for the three months ended March 31, 2002. The increase in interest income was due to higher average loans offset by a lower average yield on loans.

(Continued)

Interest earned on securities totaled $268,000 for the three months ended March 31, 2002, as compared to $330,000 for the three months ended March 31, 2001. The decrease was a result of lower average yield on securities.

There was less than $1,000 interest on interest-bearing deposits and overnight deposits for the three months ended March 31, 2002. Interest on interest-bearing deposits and overnight deposits for the three months ended March 31, 2001 totaled $21,000.

Interest paid on deposits decreased $79,000 for the three months ended March 31, 2002, compared to the three months ended March 31, 2001. The decrease in interest expense was due to a decrease in the cost of funds offset with an increase in the average balances of deposits.

Interest on Federal Home Loan Bank advances totaled $323,000 for the three months ended March 31, 2002, compared to $309,000 for the three months ended March 31, 2001. The increase was the result of a higher average balance offset by a lower cost of funds. The additional borrowings were used to provide funding for loan demand.

The provision for loan losses for the three months ended March 31, 2002 totaled $15,000 compared to $6,000 for the three months ended March 31, 2001. The Corporation experienced net charge-offs of $2,000 and $10,000 during the three months ended March 31, 2002 and March 31, 2001, respectively.

For the three months ended March 31, 2002, noninterest income totaled $65,000, compared to $113,000 for the three months ended March 31, 2001. During the 2002 period, the Corporation experienced a decrease in net gains on sales of securities available for sale of $70,000 which was offset by an increase in other income of $24,000 which primarily consisted of the income from the bank-owned life insurance.

Noninterest expense totaled $393,000 for the three months ended March 31, 2002 compared to $376,000 for same period in 2001. The increase in noninterest expense was primarily the result of a $12,000 increase in salaries and employee benefits.

(Table dollar amounts in thousands)

The volatility of income tax expense is primarily attributable to the increase in tax exempt securities interest income. The provision for income taxes totaled $5,000 for the three months ended March 31, 2002 compared to $60,000 for the three months ended March 31, 2001.

(Continued)

LIQUIDITY AND CAPITAL RESOURCES

The Corporation's liquidity, primarily represented by cash and cash equivalents, is a result of its operating, investing and financing activities. These activities are summarized below for the nine months ended March 31, 2002 and 2001.

	Nine Months Ended March 31,	
	2002	2001
Net income	$ 347	$ 226
Adjustments to reconcile net income to net cash from operating activities	24	(31)
Net cash from operating activities	371	195
Net cash from investing activities	(10,875)	(7,424)
Net cash from financing activities	8,893	7,943
Net change in cash and cash equivalents	(1,611)	714
Cash and cash equivalents at beginning of period	3,499	1,087
Cash and cash equivalents at end of period	$ 1,888	$ 1,801

The Corporation's principal sources of funds are deposits, loan repayments, maturities of securities, Federal Home Loan Bank advances and other funds provided by operations. While scheduled loan repayments and maturing securities are relatively predictable, deposit flows and early loan prepayments are influenced by interest rates, general economic conditions, and competition. The Corporation maintains investments in liquid assets based on management's assessment of (1) need for funds, (2) expected deposit flows, (3) yields available on short-term liquid assets and (4) objectives of the asset/liability management program.

The Corporation has the ability to borrow funds from the Federal Home Loan Bank and has various federal fund sources from correspondent banks, should the Corporation need to supplement its future liquidity needs in order to meet loan demand, deposit withdrawls, or to fund investment opportunities. ___ Management believes the Corporation's liquidity position is strong based on its level of cash, cash equivalents, core deposits, the stability of its other funding sources and the support provided by its capital base.

Total shareholders' equity increased $103,000 between June 30, 2001 and March 31, 2002, the increase was primarily due increases in earnings retained which was offset by a decreases in other comprehensive income.

(Continued)

(Table dollar amounts in thousands)

The Corporation is not subject to any separate regulatory capital requirements. The Bank, however, is subject to various regulatory capital requirements administered by federal regulatory agencies. Failure to meet minimum capital requirements can initiate certain mandatory actions that, if undertaken, could have a direct material affect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines involving quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classifications are also subject to qualitative judgments by regulators about the Bank's components, risk weightings and other factors. At March 31, 2002, and June 30, 2001, the Bank complies with all regulatory capital requirements. Based on the Bank's computed regulatory capital ratios at March 31, 2002 and June 30, 2001, the Bank is considered well capitalized under the Federal Deposit Insurance Corporation Act.

At March 31, 2002, and June 30, 2001 the Bank's actual capital levels and minimum required levels were:

<TABLE>
<CAPTION>

	Actual		Minimum Required For Capital Adequacy Purposes		Minimum Required To Be Well Capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<S>	<C>	<C>	<C>	<C>	<C>	<C>
March 31, 2002						
Total capital (to risk-weighted assets)	$8,166	14.6%	$4,470	8.0%	$5,587	10.0%
Tier 1 (core) capital (to risk-weighted assets)	7,883	14.1	2,235	4.0	3,352	6.0
Tier 1 (core) capital (to adjusted total assets)	7,883	9.6	3,286	4.0	4,107	5.0
Tangible capital (to adjusted total assets)	7,883	9.6	1,232	1.5	N/A	
June 30, 2001						
Total capital (to risk-weighted assets)	$7,890	17.3%	$3,648	8.0%	$4,561	10.0%
Tier 1 (core) capital (to risk-weighted assets)	7,637	16.7	1,824	4.0	2,736	6.0
Tier 1 (core) capital (to adjusted total	7,637	9.9	3,079	4.0	3,848	5.0
Tangible capital (to adjusted total assets)	7,637	9.9	1,155	1.5	N/A	

</TABLE>

In May 2000, the Indian Village Bancorp, Inc. 2000 Stock Based Incentive Plan was approved by shareholders at the Corporation's Annual Meeting. Subject to certain adjustments to prevent dilution of awards to participants, the number of shares of common stock reserved for awards under the plan is 62,381 shares, consisting of 44,558 shares reserved for options and 17,823 shares reserved for restricted stock awards. Authorized but unissued shares or shares previously issued and reacquired by the Corporation may be used to satisfy awards under the plan. If authorized but unissued shares are used to satisfy restricted stock awards and the exercise of options granted under the plan, the number of outstanding shares will increase and will have a dilutive effect on the holdings of existing stockholders. The plan was effective on July 2, 2000. As of March 31, 2002, 44,400 options have been granted under the plan. As of March 31, 2002, no restricted stock awards had been granted under the plan.

INDIAN VILLAGE BANCORP, INC.
PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 2. Changes in Securities

Not applicable.

Item 3. Defaults on Senior Securities

Not applicable

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

<TABLE>

<S>		<C>
(a)	Exhibit No. 3.1:	Articles of Incorporation of Indian Village Bancorp, Inc. (1)
	Exhibit No. 3.2:	Bylaws of Indian Village Bancorp, Inc. (1)
	Exhibit No. 4.0:	Form of Stock Certificate of Indian Village Bancorp, Inc. (1)
	Exhibit No. 10.1:	Indian Village Community Bank Employee Stock Ownership Plan Trust Agreement (2)
	Exhibit No. 10.2:	ESOP Loan Commitment Letter and ESOP Loan Documents (2)
	Exhibit No. 10.3:	Employment Agreement between Indian Village Community Bank, Indian Village Bancorp, Inc. and Marty R. Lindon (2)
	Exhibit No. 10.4:	Employment Agreement between Indian Village Community Bank, Indian Village Bancorp, Inc. and Lori S. Frantz (2)
	Exhibit No. 10.5:	Indian Village Community Bank Employee Severance Compensation Plan (2)
	Exhibit No. 10.6:	Indian Village Bancorp, Inc. 2000 Stock Based Incentive Plan (3)
	Exhibit No. 11.0:	Statement re: computation of per share earnings (4)

</TABLE>

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(1) Incorporated herein by reference from the Exhibits to Form SB-2, Registration Statement and amendments thereto, initially filed on March 18, 1998, Registration No. 333-74621.

(2) Incorporated herein by reference from the Exhibits to Form 10-QSB for the quarter ended September 30, 1999, filed November 15, 1999.

(3) Incorporated herein be reference from the Proxy Statement filed March 27, 2000.

(4) Reference is hereby made to Consolidated Statements of Income on page 4, hereof.

(b) No current reports on Form 8-K were filed by the Corporation during the quarter ended March 31, 2002.

INDIAN VILLAGE BANCORP, INC.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the small business issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 10, 2002 /s/ Marty R. Lindon

Marty R. Lindon
President and Chief Executive Officer

Date: May 10, 2002 /s/ Lori S. Frantz

Lori S. Frantz
Vice President, Treasurer and
Chief Financial Officer
