



WESLEYAN INVESTMENT FOUNDATION, INC.
13300 Olio Road
Fishers, Indiana 46037
317.774.7300

OFFERING CIRCULAR

\$300,000,000

IN DEPOSIT INVESTMENTS

We are making available up to \$300,000,000.00 worth of deposit investments (the “Investments”) in this offering. The Investments are unsecured debt obligations of Wesleyan Investment Foundation, Inc. (“WIF”). Only persons who are, prior to such person’s first purchase of the Investments, members of, contributors to, or participants in the Wesleyan Church, WIF, or in any program, activity or organization which constitutes a part of the Wesleyan Church or WIF, or in other religious organizations that have a programmatic relationship with the Wesleyan Church or WIF, or any other person who has some reasonable association or affiliation with the Wesleyan Church, its religious programs or WIF may purchase the Investments. We will pay interest on the Investments at the rates set forth below. We may adjust the rates of interest we pay each January 1 and July 1. We use the Investments to finance loans we make to member churches and other church related organizations of the Wesleyan Church Corporation (the “Wesleyan Church”), to churches and church related organizations of various other denominations, churches that are currently or historically similar to the churches of the Wesleyan Church, and to churches broadly defined as “evangelical” church for various capital purchases and building programs, and to purchase land and buildings and provide funding for other expenses and purchases undertaken or incurred by the churches or church related organizations. The Investments have variable interest rates; interest rates as of July 1, 2019 are shown below. Please call us to obtain our current rates. You may request and receive back your Investment plus any accrued but unpaid and accumulated interest at any time.

Instrument	Principal Amount Invested per Investor	Interest Rate	Annual Percentage Yield
Investment	\$0-\$4,999	1.75%	1.76%
Investment	\$5,000-\$34,999	2.25%	2.26%
Investment	\$35,000 and up	2.75%	2.76%

In order to make an Investment, you must have a reasonable association or affiliation with WIF, the Wesleyan Church or its religious programs, including being a member of, attendee at, contributor to, or participant in the Wesleyan Church or us, or a program, activity or organization that is related to the Wesleyan Church or one of its associated organizations, or have a similar type of association or affiliation with a denomination or church to which we have made a loan or have an Investment relationship with.

This offering of Investments is not underwritten and no commissions will be paid on the sales of the Investments. Accordingly, we will receive 100% of the proceeds when Investments are made and we will bear all expenses incurred in connection with making the Investments available, which we anticipate will be less than one tenth of one percent of the total amount of Investments made available. No underwriters or outside selling agents are involved in this offering; we offer and sell the Investments through our officers and employees. This offering is a continuous offering and we offer Investments until the Investments are all sold.

THIS OFFERING IS SUBJECT TO RISKS, CERTAIN OF WHICH ARE DESCRIBED BEGINNING ON PAGE 2.

The date of this Offering Circular is July 11, 2019

THE INVESTMENTS ARE SPECULATIVE SECURITIES. THE INVESTMENTS ARE ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 3(a)(4) OF THE FEDERAL SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THE INVESTMENTS HAS NOT BEEN FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION.

THE INVESTMENTS ALSO ARE EXEMPT FROM REGISTRATION IN CERTAIN STATES BY STATE LAW, WHILE IN OTHER STATES THEY MAY HAVE BEEN REGISTERED. NEITHER THE STATE SECURITIES COMMISSIONS NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS IN ANY WAY PASSED UPON THE VALUE OF THE INVESTMENTS, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, PASSED UPON THE MERITS OR QUALIFICATIONS OF OR RECOMMENDED OR GIVEN APPROVAL TO THE INVESTMENTS, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. WHEN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF WESLEYAN INVESTMENT FOUNDATION AND THE TERMS OF THE INVESTMENTS, INCLUDING THE MERITS AND RISKS.

THE INVESTMENTS ARE NOT SAVINGS OR DEPOSIT ACCOUNTS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, ANY STATE BANK INSURANCE FUND OR ANY OTHER GOVERNMENTAL AGENCY. THE PAYMENT OF PRINCIPAL AND INTEREST TO AN INVESTOR IN THE INVESTMENTS IS DEPENDENT UPON OUR FINANCIAL CONDITION. ANY PROSPECTIVE INVESTOR IS ENTITLED TO REVIEW OUR AUDITED CONSOLIDATED FINANCIAL STATEMENTS, WHICH SHALL BE FURNISHED AT ANY TIME DURING BUSINESS HOURS UPON REQUEST. THE INVESTMENTS ARE NOT OBLIGATIONS OF, NOR GUARANTEED BY, THE WESLEYAN CHURCH OR BY ANY DISTRICT OR LOCAL CONGREGATION OF THE WESLEYAN CHURCH OR ANY OTHER DENOMINATION OR CHURCH WITH WHOM WE HAVE A RELATIONSHIP.

WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THE INVESTMENTS OTHER THAN THOSE CONTAINED IN THIS OFFERING CIRCULAR, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED ON AS HAVING BEEN MADE BY WESLEYAN INVESTMENT FOUNDATION.

INVESTORS ARE ENCOURAGED TO CONSIDER THE CONCEPT OF INVESTMENT DIVERSIFICATION WHEN DETERMINING THE AMOUNT OF INVESTMENTS THAT WOULD BE APPROPRIATE FOR THEM IN RELATION TO THEIR OVERALL INVESTMENT PORTFOLIO AND PERSONAL FINANCIAL NEEDS. INVESTORS SHOULD MAKE THEIR OWN DECISION WHETHER THIS OFFERING MEETS THEIR INVESTMENT OBJECTIVES AND RISK TOLERANCE LEVEL.

PLEASE NOTE THESE ADDITIONAL STATE-SPECIFIC DISCLOSURES

ALABAMA

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 8-6-10(8) OF THE ALABAMA SECURITIES ACT AND SECTION 3(A)(4) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION OR WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. NEITHER THE ALABAMA SECURITIES COMMISSION NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

ARKANSAS

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER THE ARKANSAS SECURITIES ACT AND SECTION 3(A)(4) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSIONER HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASES, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

CALIFORNIA

WIF HAS APPLIED FOR A PERMIT FROM THE DEPARTMENT OF BUSINESS OVERSIGHT OF THE STATE OF CALIFORNIA FOR THE OFFERING OF SECURITIES DESCRIBED HEREIN. THE DEPARTMENT DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF THESE SECURITIES NOR HAS THE DEPARTMENT PASSED UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THIS OFFERING CIRCULAR. WHEN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE DISCLOSURE, MERITS AND RISKS INVOLVED. THE INVESTMENTS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT DETERMINED THE ACCURACY, ADEQUACY, TRUTHFULNESS, OR COMPLETENESS OF THIS DOCUMENT AND HAVE NOT PASSED UPON THE MERIT OR VALUE OF THE INVESTMENTS, OR APPROVED, DISAPPROVED OR ENDORSED THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FLORIDA

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER CHAPTER 517.051(9), FLORIDA STATUTES. THE CHURCH EXTENSION FUND IS REGISTERED WITH THE DEPARTMENT OF BANKING AND FINANCE AS AN ISSUER/DEALER. OFFERS AND SALES OF THESE SECURITIES WILL BE MADE ONLY

THROUGH REPRESENTATIVES OF THE CHURCH EXTENSION FUND REGISTERED WITH THE DEPARTMENT OF BANKING AND FINANCE AS ASSOCIATED PERSONS OF THE CHURCH EXTENSION FUND.

GEORGIA

THESE SECURITIES ARE OFFERED AND SOLD PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 10-5-10(7) OF THE GEORGIA UNIFORM SECURITIES ACT OF 2008. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE GEORGIA SECURITIES COMMISSION.

HAWAII

NEITHER THE HAWAII SECURITIES DIVISION NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. NO INDEPENDENT PERSON HAS CONFIRMED THE ACCURACY OR TRUTHFULNESS OF THIS DISCLOSURE, NOR WHETHER IT IS COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

IDAHO

NO FEDERAL OR STATE SECURITIES COMMISSION HAS APPROVED, DISAPPROVED, ENDORSED, OR RECOMMENDED THIS OFFERING. NO INDEPENDENT PERSON HAS CONFIRMED THE ACCURACY OR TRUTHFULNESS OF THIS DISCLOSURE, NOR WHETHER IT IS COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS ILLEGAL.

ILLINOIS

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF STATE OF ILLINOIS OR THE STATE OF ILLINOIS, NOR HAS THE SECRETARY OF STATE OF ILLINOIS OR THE STATE OF ILLINOIS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

INDIANA

THE INDIANA SECURITIES DIVISION HAS NOT IN ANY WAY PASSED UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, THE SECURITIES HEREBY OFFERED, OR PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

KENTUCKY

THESE SECURITIES ARE ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION KRS 292.400(9) OF THE KENTUCKY SECURITIES ACT.

LOUISIANA

THESE SECURITIES HAVE BEEN REGISTERED WITH THE SECURITIES COMMISSIONER OF THE STATE OF LOUISIANA. THE SECURITIES COMMISSIONER, BY ACCEPTING REGISTRATION, DOES NOT IN ANY WAY ENDORSE OR RECOMMEND THE PURCHASE OF ANY OF THESE SECURITIES.

MARYLAND

THESE SECURITIES ARE OFFERED FOR SALE IN MARYLAND PURSUANT TO A REGULATORY EXEMPTION FROM REGISTRATION. THE DIVISION OF SECURITIES OF THE OFFICE OF THE ATTORNEY GENERAL OF MARYLAND HAS NOT REVIEWED THE INFORMATION NOR PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

MICHIGAN

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE DEPARTMENT OF LICENSING & REGULATORY AFFAIRS (LARA), CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU (CSCL), SECURITIES DIVISION. NEITHER THE CSCL NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NEBRASKA

THESE SECURITIES ARE ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER APPLICABLE STATE LAW AND SECTION 3(A)(4) OF THE FEDERAL SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE STATE SECURITIES COMMISSION OR WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. NEITHER THE STATE SECURITIES COMMISSION NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THIS OFFERING OTHER THAN THOSE CONTAINED IN THIS OFFERING CIRCULAR. ANY STATEMENT OR REPRESENTATION BY ANY PERSON WHICH IS NOT INCLUDED IN THIS OFFERING CIRCULAR MAY BE UNLAWFUL AND SHOULD NOT BE RELIED UPON AS HAVING BEEN MADE BY THE ISSUER.

NEW HAMPSHIRE

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY

ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NEW YORK

THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NORTH CAROLINA

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

OHIO

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED AS AN INVESTMENT FOR ANY OHIO RESIDENT BY THE OHIO DIVISION OF SECURITIES, NOR HAS THE DIVISION PASSED UPON THE ACCURACY OF THIS OFFERING CIRCULAR.

OREGON

THESE SECURITIES HAVE BEEN REGISTERED WITH THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND BUSINESS SERVICES, DIVISION OF FINANCE AND CORPORATE SECURITIES. HOWEVER, THIS FACT DOES NOT IN ANY WAY CONSTITUTE AN ENDORSEMENT OR RECOMMENDATION BY THE DIRECTOR, NOR HAS THE DIRECTOR PASSED UPON THE ACCURACY, ADEQUACY OR VALUES CLAIMED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PENNSYLVANIA

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES, NOR HAS THE DEPARTMENT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

A REGISTRATION STATEMENT WITH RESPECT TO THE SECURITIES OFFERED BY THIS OFFERING CIRCULAR HAS BEEN FILED IN THE OFFICES OF THE PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES AT 17 NORTH 2ND STREET, SUITE 1300, HARRISBURG, PENNSYLVANIA 17101. THE TELEPHONE NUMBER FOR THE DEPARTMENT IS 717-787-1854. THE REGISTRATION STATEMENT INCLUDES CERTAIN EXHIBITS ONLY SUMMARIZED OR ALLUDED TO IN THIS OFFERING CIRCULAR. THESE DOCUMENTS ARE AVAILABLE FOR INSPECTION AT THE OFFICES OF THE DEPARTMENT DURING REGULAR BUSINESS HOURS.

ANY INVESTOR WHO ACCEPTS AN OFFER TO PURCHASE INVESTMENTS SHALL HAVE THE RIGHT FOR A PERIOD OF TWO (2) BUSINESS DAYS AFTER SUCH INVESTOR RECEIVES A COPY OF THIS OFFERING CIRCULAR TO WITHDRAW FROM HIS/HER PURCHASE AGREEMENT PURSUANT TO SECTION 207(M) OF THE PENNSYLVANIA SECURITIES ACT OF 1972 AND RECEIVE A FULL REFUND OF ALL MONIES PAID, WITHOUT INTEREST. SUCH WITHDRAWAL SHALL BE WITHOUT THE INVESTOR INCURRING ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, AN INVESTOR NEED ONLY SEND A WRITTEN NOTICE PRIOR TO THE END OF THE SECOND BUSINESS DAY TO THE ISSUER AT THE ADDRESS LISTED ON THE COVER OF THE OFFERING CIRCULAR, INDICATING AN INTENT TO WITHDRAW. IF AN INVESTOR CHOOSES TO WITHDRAW BY LETTER, IT IS PRUDENT TO SEND IT BY REGISTERED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT THE LETTER IS RECEIVED AND TO EVIDENCE THE TIME OF MAILING. AN INVESTOR MAKING AN ORAL REQUEST FOR WITHDRAWAL SHOULD ASK FOR WRITTEN CONFIRMATION THAT THE REQUEST HAS BEEN RECEIVED.

RESIDENTS OF THE STATE OF PENNSYLVANIA MAY NOT INVEST IN CHARITABLE GIFT ANNUITIES.

SOUTH CAROLINA

INVESTMENTS WHICH HAVE NO FIXED MATURITY AND ARE PAYABLE ON DEMAND ARE NOT AVAILABLE TO, AND ARE NOT BEING OFFERED TO, RESIDENTS OF SOUTH CAROLINA. THE NOTES OFFERED AND SOLD TO RESIDENTS OF SOUTH CAROLINA WILL HAVE A FIXED, 30-DAY MATURITY. INVESTORS WILL NOT HAVE THE RIGHT TO REDEEM THEIR INVESTMENT IN SOUTH CAROLINA BEFORE ITS MATURITY. IF YOU ARE A SOUTH CAROLINA INVESTOR AND YOU DO NOT DESIRE TO RENEW YOUR INVESTMENT, YOU MUST PROVIDE US WITH WRITTEN NOTICE OF YOUR INTENT NOT TO RENEW ON OR PRIOR TO YOUR INVESTMENT'S MATURITY DATE. IF WE DO NOT RECEIVE SUCH NOTICE, YOUR INVESTMENT WILL AUTOMATICALLY RENEW AT THE THEN-EXISTING TERMS AND INTEREST RATE. IF WE RECEIVE SUCH NOTICE, WE WILL PAY YOU THE FUNDS DUE ON YOUR INVESTMENT UPON ITS MATURITY.

WITH REGARD TO SOUTH CAROLINA INVESTORS, IT WILL BE AN EVENT OF DEFAULT IF PRINCIPAL OR INTEREST ON THE INVESTMENT HELD BY ANY SUCH HOLDER IS NOT PAID FOR A PERIOD OF NINETY DAYS FROM THE DATE OF LAWFUL DEMAND BY SUCH HOLDER, OTHER THAN BY CLERICAL OR ADMINISTRATIVE OVERSIGHT, UNLESS DEFAULT IS WAIVED BY SUCH HOLDER OR LEGALLY CONTESTED BY WIF. SUCH AN EVENT OF DEFAULT ON THE SOUTH CAROLINA NOTES SHALL CONSTITUTE A DEFAULT ON ALL NOTES ISSUED TO ALL WIF NOTE HOLDERS. UPON SUCH AN EVENT OF DEFAULT, EACH SOUTH CAROLINA NOTE HOLDER SHALL HAVE THE RIGHT TO OBTAIN THE NAMES AND ADDRESSES OF ALL HOLDERS OF INVESTMENTS AND BY A VOTE OF

25% OR MORE OF ALL SUCH INVESTORS, TO DECLARE ALL SUCH NOTES DUE AND PAYABLE AT ONCE.

SOUTH DAKOTA

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SDCL 47-31B-201(7)(B) OF THE SOUTH DAKOTA SECURITIES ACT. NEITHER THE SOUTH DAKOTA DIVISION OF INSURANCE (DIVISION) NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

TENNESSEE

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

WISCONSIN

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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Attachment Audited Consolidated Financial Statements

INTRODUCTION AND SUMMARY OF THE INVESTMENTS

This summary is provided for your convenience. Before investing, you should read this entire document and carefully review our audited consolidated financial statements. We will provide current investors with our audited consolidated financial statements upon written request within 120 days of the most recent fiscal year end.

In this Offering Circular, the terms “WIF,” “we,” “us” and “our” refer to Wesleyan Investment Foundation, Inc.

Our Company

We are an Indiana non-member, nonprofit corporation with our principal offices located at 13300 Olio Road, Fishers, Indiana, 46037. Our mailing address is P.O. Box 7250, Fishers, Indiana, 46037. Our office phone number is 317-774-7300. We are affiliated with, but a separate legal organization from, the Wesleyan Church. See “History and Operations.”

Our Purpose

Our primary purpose is to assist churches and other church related organizations of the Wesleyan Church and independent churches and churches of various other denominations that are currently or historically similar to the churches of the Wesleyan Church (all of such types of churches and organizations are referred to hereinafter in this Offering Circular as “Church Related Organizations” or “CROs”) by providing financing at favorable rates for the purchase, construction, renovation and expansion of churches, parsonages and other buildings and property. We also provide loans to these churches and Church-Related Organizations for general expenses and other borrowing needs. The lending activities we conduct are financed primarily through the sale of the Investments, principal and interest payments received on our loans, income from other investments and contributions and donations. See “Financing and Operational Activities” and “Lending Activities.” However, our Articles of Incorporation and Bylaws do not limit the purposes of WIF business and allow WIF to operate for any legal purpose.

The Investments

We have made Investments available in previous offerings and are making available in this offering, up to an additional \$300,000,000.00 worth of Investments, which are our unsecured general debt obligations. The Investments may be available as investments for individual retirement accounts (“IRAs”). Individuals who wish to invest in Investments through a self-directed IRA with WIF may do so through custodial agreements with Goldstar Trust Company. Because IRAs are subject to specific requirements under the Internal Revenue Code, an individual investor should consult with his or her tax advisor before directing a purchase of Investments for his or her IRA.

The Investments pay a higher interest rate for higher minimum balances maintained, on a three-tier level. We review, and may adjust, the interest rates paid on our Investments every six months. When such a review results in an adjustment to the interest rates paid on our Investments, we post the revised rates on our website, email all investors to notify them of the change in interest rates, and disclose the revised rates on the semi-annual statements sent to each investor. We compound interest on a semiannual basis and, at the investor’s election, either reinvest the interest in the investor’s account or send it to the investor. The Investments are repaid upon demand by the investor.

For most investors, money can be invested in or redeemed from an Investment at any time in any increment.

South Carolina law prohibits WIF from offering Investments that are redeemable upon demand to residents in South Carolina. Therefore, WIF may only offer and sell to residents of South Carolina, Investments with a 30-day term, which generally, may be redeemed only at the end of the 30-day term. See “Description of the Investments.”

Selected Financial Information

The table below shows selected financial data for WIF’s most recent fiscal year ending August 31, 2018. This table should be read in conjunction with WIF’s audited consolidated financial statements attached to this Offering Circular.

<u>Description</u>	<u>Amount</u>
Cash, cash equivalents and readily marketable securities (combined)	\$103,401,611
Total loans receivable	\$916,541,838
Amount and percent of unsecured loans receivable	\$3,869,722; 0.42%
Loan delinquencies as a percent of loans receivable	0.07%
Total assets	\$1,066,423,424
Total Investments payable	\$851,706,899
Amount of Investments redeemed during fiscal year	\$309,132,598
Other long-term debt	\$0
Net assets	\$207,179,976
Change in net assets	\$18,561,048

Use of Proceeds

We expect to use the cash proceeds from the Investments to make loans to churches and CROs, to acquire land and buildings, construct and remodel churches, parsonages, multi-purpose buildings, educational units and other similar structures, and to fund and finance other capital and general projects and expenses for churches and church related entities and for our own investment purposes. See “Use of Proceeds.”

Risk Factors

This offering and making an Investment are subject to various risks. Please carefully review the following “Risk Factors” section.

RISK FACTORS

Making an Investment in this offering involves certain risks. You should carefully consider the risks described below together with all of the other information in this Offering Circular before you decide to make an Investment. If any of the following risks actually occur, our business, financial condition or results of operations could suffer. In that event, we may be unable to meet our obligations under the Investments and you may lose all or part of your Investment.

The Investments are our unsecured and uninsured general debt obligations.

The Investments are our unsecured and uninsured general debt obligations. The payment of principal and interest on the Investments is solely dependent upon our financial condition. Claims for repayment of Investments are subordinate to claims of any secured creditors. WIF currently has no debt other than outstanding Investments, and currently has no secured creditors. However, subject to WIF's policy restricting senior secured indebtedness to 10% of WIF's tangible assets, there are no restrictions on our ability to incur indebtedness and we could do so in the future by specific action of our Board of Directors. Although we cannot assure you that we will not issue secured investment obligations or incur secured debt having a higher priority to our assets in the future, it is not presently anticipated.

Investors may demand redemption of the Investments at any time, and numerous such demands in a short period of time would materially adversely affect our ability to repay the Investments and our financial condition.

Investors may request their Investments and any accumulated interest be repaid to them at any time. If many investors were to make such a request within a relatively short period of time, we would not be able to repay all such Investments and interest when requested or possibly at all, depending on the aggregate amount being requested. In such event, our financial condition would be materially adversely affected, as would our ability to continue to pay interest on Investments that were not the subject of the demand.

There is no sinking fund.

We do not use a sinking fund to provide for the payment of the Investments. Therefore, we have not set aside funds for the repayment of all of the Investments. We do, however, have a policy to maintain liquid assets of not less than 10% of our outstanding Investments for the purpose of providing short-term liquidity. Our ability to repay an Investment will be affected by our financial condition and liquidity at the time the Investment is to be repaid.

There is no trust indenture.

We have not established, and do not intend to establish, a trust indenture to provide for the payment of principal on the Investments. Accordingly, no trustee will monitor our ongoing affairs on your behalf, no agreement will provide for joint action by investors in the event we default on the Investments, and you will not have the other protections a trust indenture would provide. A default in payment of one individual's Investment will not be a default of other individuals' Investments.

We may be subject to potential claims under state securities laws.

Although we have taken, and are continuing to consider, steps to become in compliance with state securities laws relating to the Investments, there may remain some potential securities law liability exposure. Specifically, certain states may impose monetary fines on WIF as a result of any past failure to comply with applicable state securities laws. See "*Litigation and Other Material Transactions.*" Any securities law claims against us, if successful, or many claims even if unsuccessful, could have an adverse effect on our ability to repay the Investments.

There is no guarantee by the Wesleyan Church.

Neither the Wesleyan Church nor any of its agencies, subsidiaries, districts, affiliates or member churches, nor any other denomination or church with whom we have a relationship have guaranteed the repayment of the Investments. You must rely solely on us for repayment.

The Investments are not insured by the FDIC or SIPC.

We are not a bank, and therefore the Investments are not issued by, and are not obligations of, a bank. The Investments are not FDIC or SIPC insured. The Investments therefore do not have the insurance protection afforded to demand deposit accounts at a bank. The Investments are subject to investment risks, including the potential to lose the entire principal amount that you invest and any accrued or compounded interest thereon.

The risk of investment in the Investments may be greater than implied by relatively low interest rates on the Investments and the Investments are not insured by any governmental agency or private insurance company.

Although investors may attribute lower risk with lower rates of return, the low rate of return on the Investments does not necessarily correspond to a lower risk because of other factors. Investors will not be able to recover from a governmental agency or private insurance company if the Investment loses value.

Other investments may offer higher rates and greater security.

Other institutions and organizations may offer other debt securities or investments with higher rates of return and/or which provide greater security and less risk than our Investments.

The Investments are not transferable.

The Investments are not negotiable and cannot be transferred (except for certain family or estate planning transfers with our consent). Therefore, no public market for the Investments currently exists or will develop in the future.

We can redeem the Investments.

We can redeem any Investment at any time upon written notice from WIF to the investor. We occasionally redeem Investments when amounts invested in them fall below \$25.00 per account.

We may be required to repay more Investments than we have in the past.

We have historically made available Investments to investors located in various states, and we continue to analyze the securities exemptions and registration requirements in such states. The Investments may not be registered or exempt in all states where we currently have investors. In such a case, we could be forced to repay all of the outstanding Investments in that state.

We are subject to a strict regulatory environment that could change, curtailing our ability to make Investments available.

Changes in state or federal laws, rules or requirements regarding the sale of debt obligations of religious, charitable or other nonprofit organizations or the sale of demand debt securities may make it more difficult or costly, or even impossible, for us to make Investments available in some states in the future. To the extent that we are dependent upon the proceeds of future Investments to provide liquidity to make timely interest and principal payments on our outstanding indebtedness, including the Investments, a cessation or substantial decrease in the Investments made would adversely affect our ability to repay the Investments.

We may need to rely on proceeds from the sale of the Investments to pay principal and interest on our outstanding Investments.

Historically, from a monthly cash flow standpoint, we have had to occasionally use the proceeds received from new Investments to make payments of principal or interest on outstanding Investments. During each of the last eighteen full fiscal years, we have received total principal payments on our loans and have earned total interest on our loans and invested funds in excess of the total principal payments and interest we have paid on the Investments for such year. We have not had to use the proceeds received from new Investments to make payments of principal or interest on the Investments during the last eighteen full fiscal years. From time to time during the year, however, from a cash flow standpoint, we may be required to make some payments of principal or interest on the Investments out of the proceeds received from new Investments. We expect this will occur in the future.

The repayment of loans we make are dependent upon contributions to local churches.

Almost all of our loans have been made to churches and CROs. The ability of the churches or organizations to repay their loans generally will depend upon the contributions they receive from their members and attenders. To the extent that a church or organization experiences a reduction in contributions for whatever reason, its ability to repay a loan may be adversely affected. In addition, although loans to Wesleyan churches are generally guaranteed or co-signed by the Wesleyan District entity where the church is located for the benefit of the local church receiving the loan, in most instances the Districts also depend upon fluctuating contributions from the local churches as a primary source of their revenues. The inability of a borrower to make timely payments to us on its loan could adversely affect our ability to make interest and principal payments on the Investments.

We are not a commercial lender.

We cannot be compared to a commercial lender. We may make loans to borrowers that are often unable to obtain financing from other commercial sources. We sometimes make loans to new or start-up churches which, because of their small size and recent formation, may not meet commercial lending standards. In addition, because of our relationship with our borrowers, we may also be willing to accommodate partial, deferred or late payments and we have, in the past, made these accommodations in some circumstances for some borrowers.

Not all of our loans are secured.

The loans we make have typically been secured by a first lien on the real property purchased, constructed or renovated with the funds provided by the loans. However, in some cases there is no lien on the underlying property because the loans are small, are relatively short term in nature, or we already have a first lien on other real property owned by the borrowing entity. Even in these cases, where the unsecured loans are made to Wesleyan churches, we have a guarantee on most of the loans by the Wesleyan District organization in which the local church is located, but this may not be true where the unsecured loans are made to non-Wesleyan churches.

Churches are single or limited purpose properties.

Church properties like those that are typically the collateral for our loans are generally single or limited purpose properties and have a limited resale market. In time, this may limit our ability to liquidate our loan collateral which could adversely affect our financial condition and our ability to make interest and principal payments on the Investments.

Our relaxed loan practices create many risks related to our loans that would not exist under normal commercial loans.

Most of the loans we make are used for the purchase of land, existing buildings, construction of new facilities or renovation of existing facilities. In some cases, there may not be a fixed-price construction contract for this work and the contractor may not be required to post a completion bond. In addition, possible delays in completion may occur due to, among other things, shortages of materials, possible strikes, acts of God or nature, war or civil unrest, acts of terrorists, delays in obtaining necessary building permits or architectural certifications, environmental regulations or fuel or energy shortages. We typically do not obtain architectural certification prior to disbursing partial construction payments and we normally rely instead on the representations of the borrower. Substantial increases in construction costs or delays in or failure to complete construction could adversely affect the borrower's ability to repay the loan. Only on rare occasions do we require an appraisal of the property that constitutes the collateral for the loan. While we typically and eventually conduct a site inspection for loans exceeding \$200,000 in principal amount, there can be no assurance that we will do so in all cases. In addition, we do not typically require an environmental audit before approving a loan.

We are involved in other activities that take our time and resources away from WIF.

In conjunction with the loan business that WIF has with churches and CROs, the employees of WIF engage in consulting with churches as a normal consequence of the due diligence process for loans on various matters relating to finance, operations, staffing, church health, church growth, leadership training and management of a church. These activities are normally provided at no cost to the church as a service by the employees of WIF.

We are highly dependent on our Chief Executive Officer.

We are highly dependent on our Chief Executive Officer, President and Chairman of the Board of Directors, Dr. Craig A. Dunn. Dr. Dunn has been our Chief Executive Officer for over eighteen years and additionally was elected by the Board of Directors as President and Chairman of the WIF Board of Directors in October of 2014. While WIF is operated by a competent management team and succession plans have been discussed by the WIF Board of Directors and are in place, the loss of the services of Dr. Dunn could have a material adverse effect on our business.

We could be subject to claims of liability for debts of the Wesleyan Church.

We are a separate legal entity from the Wesleyan Church and maintain strict adherence to that legal separation, and therefore we generally are not liable for claims against the Wesleyan Church or its affiliates. However, in the event of claims against the Wesleyan Church or its affiliates, the claimants might contend that we are also liable. If such a claim were made, we would vigorously defend against it. If such a claim were made and upheld, our financial condition could be negatively affected.

There is no charitable deduction for making an Investment and interest is taxable to investors as ordinary income.

You will not receive a charitable deduction for making an Investment. Interest paid or payable on the Investments will be taxable to you as ordinary income regardless of whether the interest is paid to you or reinvested in your account.

Investment Risks

We may from time to time invest proceeds of the offering or other assets that are not used to make loans or cover other expenses in various securities, other financial instruments, property or other

capital assets. These investments are subject to the same market and investment risks experienced by investors generally, and declines in the market values of those investments would result in realized or unrealized losses to us. In addition, our deposits and investments might not be made in investments covered by FDIC and SIPC, or our investments may exceed FDIC and SIPC account limits and may not, therefore, be protected by those insurance programs. There may also be periods of time when we are unable to obtain an average return on our investments and loans that is greater than our average interest payment obligations. There are also risks involved in specific transactions or arrangements, such as loan securitizations, undertaken or entered into. WIF is not and has not been involved in any securitizations as of the date of this Offering Circular. If WIF decides it is in its best interest to do so, WIF may securitize up to ten percent (10%) of its loan portfolio only if the loans are securitized and sold on a non-recourse basis predominantly to entities not affiliated with WIF, the use of such loan proceeds are within the parameters set forth in the section "Use of Proceeds" in this Offering Circular, and the securitization does not hinder the ability of WIF to repay the principal interest on the Investments.

HISTORY AND OPERATIONS

We are an Indiana nonprofit corporation incorporated under the name of Wesleyan Investment Foundation, Inc. in 1960. However, we have been in continuous business through predecessor entities since 1946. Our principal office is presently located at 13300 Olio Road, Fishers, Indiana, 46037. Our mailing address is P.O. Box 7250, Fishers, Indiana 46037, and our telephone number is 317-774-7300. Fishers is a fast-growing suburb of Indianapolis, Indiana with an estimated population of 90,127 in 2016. Fishers has been recognized by many publications for its quality of life, including as one of the "Top 100 Best Places to Live in America" by *Money Magazine* in 2017 and prior years, one of "America's Friendliest Towns" by *Forbes*, one of the "10 Best Towns for Families," by *Family Circle*, the safest city (2011-2012) or one of the safest cities in America by *CQ Press* and the "Best Affordable Suburb in Indiana" by *Businessweek*. WIF's headquarters are located in an office park in Fishers, near one of the main interstate highways of Indiana.

We have no shareholders or members and our affairs are administered by our Board of Directors in accordance with our Articles of Incorporation and our By-Laws and operating policies adopted by our Board of Directors or CEO. Our Board of Directors is elected by the General Board of the Wesleyan Church and meets regularly one time per year as required by law. Our Board transacts business at other times during the year by telephone conference call, facsimile transmission, regular mail or by electronic mail. Purchasing Investments does not entitle you to an equity interest in WIF and does not give you the right to vote on or participate in any corporate meetings or matters.

We are organized and operated exclusively for charitable and religious purposes and we are a tax exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of our net earnings inures to the benefit of any person or individual. Our primary purpose and operations are providing loan assistance to churches and CROs for various capital projects and building programs, but our Articles of Incorporation and Bylaws allow us to operate for any legal purpose. We are a separate legal entity from the Wesleyan Church.

Wesleyan Investment Foundation (in name) was started in 1959 when the Church Builder's Revolving Fund of the Wesleyan Methodist Church changed its name to Wesleyan Investment Foundation. The predecessor body of the Wesleyan Methodist Church was started in 1955 as a response to churches that were experiencing difficulty in obtaining financing for church building projects from local banks. Another predecessor body affiliated with The Pilgrim Holiness Church was started in 1946. This body merged into WIF in 1968. The primary purpose of WIF today is to provide financing for churches and CROs and their capital projects and general purchasing needs so that these churches and CROs can fulfill the vision of reaching their communities for Christ.

In order to obtain funds to provide loan assistance to churches and CROs, we make available the Investments in almost all jurisdictions throughout the United States. For a more detailed description of the offering, see “Description of the Investments” and “Plan of Distribution.”

We occasionally purchase land and buildings for investment purposes. We also occasionally purchase land for purposes of holding the land for sale for future church development. The aggregate amount of these investments in land will not exceed ten percent of the total assets of WIF. As of August 31, 2018, WIF is the owner of twenty-five parcels of land held for sale, use and/or investment purposes. Some of these parcels have buildings, dwellings or other structures on them.

The Board of Directors of WIF has a policy in place that the aggregate amount of these investments in land, buildings and investment properties will not exceed ten percent of the total assets of WIF. The aggregate amount of these investments on August 31, 2018 is approximately four percent (4%) of the total assets of WIF. Except for these properties, the Investments, which provide general obligation financing for WIF, are not specifically secured by particular loans to specific borrowing entities.

WIF purchased four acres of land in the Saxony Business Park on Olio Road in Fishers, Indiana in 2001, and donated the property to the Wesleyan Church in 2002. The Wesleyan Church built a new Headquarters building on the land that houses the administrative offices of the denomination. WIF loaned \$4,000,000 to the Wesleyan Church as a portion of the funds necessary to build the new Headquarters. WIF also committed to give grants of \$500,000 per year to the Wesleyan Church during each of its 2003 through 2007 fiscal years in order to assist the Wesleyan Church with the purchase costs of the new Headquarters building. WIF has already made all of the grants committed totaling \$2,500,000. These grant funds were used to pay down the principal amount of the loan taken out by the Wesleyan Church to fund the building of the Headquarters building. In June 2008, WIF gave an additional grant of \$815,000 to the Wesleyan Church to pay off the remaining loan balance owed on the new Headquarters building.

WIF occupies space in the Wesleyan Headquarters building, and uses this space as the location of its principal office. The Wesleyan Church has agreed that part of this space will be provided to WIF in perpetuity without charge in exchange for the gift of the land and the grants provided by WIF to assist the Wesleyan Church with the principal payments on the loan taken out by the Wesleyan Church to fund the building of the new Headquarters building. WIF has also assumed month to month tenancy of additional office space in the Wesleyan Church Headquarters building for which it pays monthly rent to the Wesleyan Church at market rates.

USE OF PROCEEDS

We expect to use the cash proceeds from the Investments to make loans to churches and CROs and entities related to churches and CROs to acquire, construct and remodel churches, parsonages, multi-purpose, educational buildings and other similar structures, to purchase land and to provide funds for other capital projects and expenses relating to the ministry of the churches and CROs. Although we do not expect to use any of the proceeds generated by this offering to pay operating expenses, we may do so in the future.

We will pay for all of the expenses in connection with the Investments, including printing, mailing, attorneys’ fees, accountants’ fees and securities registration and notice fees (if any). The expenses in connection with the Investments are anticipated to be less than one tenth of one percent of the total amount of Investments made available.

Funds that we do not use immediately for loans or operating expenses may be invested in interest-bearing and non-interest bearing obligations and in other investments in which a secondary market may or may not exist.

We do not anticipate using any proceeds from the Investments to meet the interest or the principal payments on the Investments. However, if amounts from our loans receivable are less than anticipated and if repayment demands on our outstanding Investments exceed our historical experience, we may use the proceeds from the Investments, along with other available funds, to meet those requirements.

No underwriters or selling agents are participating in the offering of Investments, and we will not pay any underwriting discounts or commissions in connection with the facilitation of the Investments. The Investments are facilitated by our officers and employees, who do not receive any commissions, fees or other special remuneration in connection with the facilitation of the Investments. Those officers and employees have substantial job responsibilities other than the facilitation of the Investments.

We do not earmark any of the funds invested in our Investments for certain projects, and therefore we cannot assure you that the proceeds from this offering will be used for loans to any particular state, region, denomination, district, local congregation, church or CRO.

DESCRIPTION OF THE INVESTMENTS

General

We are making available up to \$300,000,000.00 worth of Investments. The Investments are unsecured general debt obligations of WIF, and are not guaranteed by any other party.

Investments may be made in any increment, for any total principal amount of \$25.00 and above. Payment for the Investments may be made by check, money order, cash, electronic wire transfer, ACH transfer, electronic funds transfer or by any other method of legal money transfer available in the United States.

Investments are not transferable, except with our consent for transfers between accounts owned by the same individual, to certain family members or upon death. No trading market for the Investments exists or will develop.

Interest

The Investments accrue interest daily from the date of receipt of the principal. We compound interest semi-annually. You may elect to have the interest that accrues on the principal amount of your Investment be either paid to you by check or reinvested as principal on a semi-annual basis. We provide semi-annual electronic statements showing the principal and accrued interest on each Investment.

The Investments have a three-tiered balance and interest amount and pay a higher interest rate for higher minimum balances maintained, as determined at each investment or withdrawal. We review the interest rates paid on our Investments every six months. Interest rates are determined by our Chief Executive Officer based on prevailing interest rate conditions in the financial markets of the United States, other factors in the general economy, and based on business conditions at WIF and other considerations that the CEO regards as important at the time. Interest rates on the Investments as of July 1, 2019 are set forth on the front cover of this Offering Circular. You may call us at any time to obtain information on the current interest rates on the Investments at 317-774-7300.

Repayment

For most investors, the Investments have no set repayment or maturity date. You may have your Investment repaid to you by us at any time and in any increment by requesting such in writing. We will

accept a facsimile of your signature as an original. There is no penalty or expense to you for requesting a repayment. We generally will pay you the repayment amount within five business days of your request.

As required by South Carolina law, residents of South Carolina, and only residents of South Carolina, may invest only in Investments with a term. The term of Investments for South Carolina residents will be 30 days. You may request a withdrawal. If you do not request a withdrawal on or before the end of the term, your Investment will automatically roll over for an additional 30-days at the end of every 30-day term. Interest rates will adjust at the same time and at the same rate as the interest rates of the other Investments.

We reserve the right at any time to repay an Investment in whole or in part upon written notice to you by us. In the past, we have sometimes elected to repay Investments if the principal amount thereunder falls below \$25.00 per account.

Claims for repayment of Investments will be subordinate to claims of any secured creditors of WIF. Subject to rules applicable to South Carolina investors, our failure to pay principal and interest due or requested on an Investment will be a default only as to that Investment, and will not be a default as to any other outstanding Investments.

We do not use a sinking fund to provide for the repayment of the Investments. Therefore, we have not set aside funds for the repayment of all of the Investments. We do, however, have a policy to maintain liquid assets of not less than 10% of our outstanding Investments for the purpose of providing short-term liquidity. Our ability to repay an Investment will be affected by our financial condition and liquidity at the time the Investment is to be repaid.

Relationship to Other Debt

The Investments are unsecured general debt obligations of WIF. We have no other current debt, but subject to our policy of restricting senior, secured indebtedness to 10% of our tangible assets, there are no restrictions on our ability to incur indebtedness and any such indebtedness could be secured and/or senior to the Investments. We may also from time to time offer additional Investments or other debt securities which have different terms than the Investments in this state and other states, without notifying or obtaining the consent of the holders of the Investments. If we do create any senior or secured indebtedness in the future, the amount of senior, secured indebtedness will not exceed 10% of our tangible assets.

If we liquidate or distribute our assets upon bankruptcy, reorganization or similar proceedings, payment of the Investments will be subordinate to claims of any secured creditors. All Investments will have an equivalent claim to any remaining assets.

Book Entry System

We have implemented a book entry system for our Investments. Under the book entry system, you will not receive a paper certificate evidencing your Investment. Rather, upon depositing your money, your Investment is registered in your name on our books only and you will receive an electronic receipt and confirmation of your Investment. Thereafter, any additions or redemptions with respect to the same account also would be entered on our books only and you will receive further confirmation and an electronic receipt of the transactions. In addition, you will receive the normal electronic semi-annual statements regarding the status of your account.

SELECTED FINANCIAL DATA

The following table sets forth our selected financial information. We prepared this information using our audited consolidated financial statements for each of the fiscal years in the five-year period ended August 31, 2018, which have been audited by BKD, LLP. You should read this information with our audited consolidated financial statements and notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Offering Circular. The selected financial information does not necessarily indicate the results to be expected in the future.

(See table on following page)

SELECTED FINANCIAL DATA

(Based on information from our audited consolidated financial statements)

<u>Assets</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Cash, cash equivalents and readily marketable securities	\$103,401,611	\$140,861,112	\$161,815,698	\$127,912,429	\$89,760,088
Total loans receivable	\$916,541,838	\$803,324,751	\$716,888,619	\$653,567,824	\$609,180,217
Amount and % of unsecured loans receivable	\$3,869,722 0.42%	\$3,832,855 0.47%	\$3,575,633 0.5%	\$4,552,764 0.7%	\$4,079,594 0.7%
Loan delinquencies as a percent of loans receivable	0.07%	0.16%	0.0%	0.9%	2.3%
Total assets	\$1,066,423,424	\$989,466,067	\$923,435,805	\$826,277,606	\$742,876,905
Total Investments payable	\$851,706,899	\$794,013,646	\$746,389,178	\$667,056,257	\$598,943,538
Amount of Investments redeemed during fiscal year	\$309,132,598	\$271,046,001	\$234,231,534	\$211,700,755	\$205,904,608
Other long-term debt	\$0	\$0	\$0	\$0	\$0
Net assets	\$207,179,976	\$188,618,928	\$170,327,537	\$152,441,222	\$137,382,189
Change in net assets	\$18,561,048	\$ 18,291,391	\$ 17,886,315	\$ 15,059,033	\$ 20,187,591

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As of August 31, 2018, the outstanding principal balance of our Investments (noted as "savings accounts" on our consolidated financial statements) was \$851,706,899 compared to \$794,013,646 as of August 31, 2017. Interest rates paid on the Investments did change during the 2018 fiscal year. There was \$366,825,851 in new principal amount deposited and we repaid a total of \$309,132,598 during such year. We believe that the fact that we have historically paid above market interest rates on the Investments has been a contributing factor in the net deposits for the 2018 fiscal year.

Our loan portfolio increased from \$803,324,751 as of August 31, 2017 to \$916,541,838 as of August 31, 2018. The major contributing factors in this increase were management's proactive marketing of our loan services to churches, the competitive borrowing rates that we made available to churches in connection with loans, and the continued tight credit markets that have made borrowing difficult.

We consider a loan to be delinquent when interest or principal payments have been delinquent for over 90 days. Delinquent loans at August 31, 2018 had a total principal balance due of \$652,000. Management credits our low delinquency experience to churches that take their loan payment responsibility seriously, and to WIF's quick and consistent follow-up with churches that experience difficulty with loan payments. Our loan loss reserve was raised during the fiscal year ended August 31, 2018 to \$14,000,000 to comply with the current policy of the Board of Directors instituted in April of 2010 that allows the reserve to be set in a range of 1% to 3% of the loan portfolio balance outstanding. As of August 31, 2018, the loan loss reserve was 1.5% of the loan portfolio, and this will be reviewed again by the management of WIF on or before August 31 of 2019.

Total net assets increased from \$188,618,028 as of August 31, 2017 to \$207,179,976 as of August 31, 2018, primarily due to strong interest and dividend income of \$44,846,977 this year compared to \$39,996,776 last year. The strong interest and dividend income during fiscal year 2018 was the major contributing factor in a gain in total net assets of \$18,561,048 during our 2018 fiscal year compared to the gain in total net assets of \$18,291,391 during our 2017 fiscal year.

We have a policy to maintain total liquid reserves of at least 8% of our outstanding Investment Deposits for the purpose of providing short-term liquidity. As of August 31, 2018, liquid reserves were \$103,401,611, or approximately 12% of our outstanding Investment Deposits. Loan commitments that we had made but had not yet disbursed were \$61,114,000 as of August 31, 2018. We anticipate continuing to pay above market interest rates on Investments during our fiscal year ending August 31, 2019, and therefore we expect continued positive principal deposits into our Investments. However, if for any reason the net deposit trend does not continue through fiscal year 2019 as anticipated, our liquidity could be negatively affected by the funding of new and committed loans.

Management believes that the favorable trends in deposits and loans will continue through fiscal year 2019, and that the continuation of grants to churches, denominations, districts, church related entities and other organizations and entities will not negatively affect the operations of WIF. Management will continue to closely monitor these trends and base future grant decisions and commitments on the continuation of the favorable trends.

In general, management expects to continue to maintain a clear focus on helping churches by marketing loans at favorable interest rates to churches and CROs and to provide a reasonable deposit investment opportunity to individuals and entities for the foreseeable future. While this clear focus has been successful in the past, there is no guarantee that it will continue to be successful in the future.

CAPITALIZATION

WIF is an Indiana non-member, nonprofit corporation, and does not have capital stock. WIF has no debt attributable to operations. Total liabilities of WIF as of August 31, 2018 and August 31, 2017 were \$859,243,448 and \$800,847,139, respectively. The liabilities consisted primarily of Investment deposit accounts, accrued interest payable on such Investment deposit accounts, and trust and annuities payable as shown on the consolidated financial statements attached to this Offering Circular. As of August 31, 2018, there were outstanding Investments of \$851,706,899 sold under previous offerings. This offering is ongoing and will continue until all \$300,000,000 of Investments have been sold.

FINANCING AND OPERATIONAL ACTIVITIES

General

We have historically generated the funds necessary for our loan operations primarily through the facilitation of Investments, loan repayments, interest earned on loans, income from other investments and contributions and donations.

Outstanding Investments and Prior Year Experience

As of August 31, 2018, there were 8,972 investors in our Investments, with an aggregate principal balance of \$851,706,899. Such Investments ranged in principal amount from \$10.75 to \$15 million and bore interest at rates ranging from 1.5% to 2.5%. During our fiscal year ended August 31, 2018, we had deposited an aggregate of \$366,825,851 principal amount of Investments, and we repaid a total of \$309,132,598 in withdrawals, equating to net investment funds received of \$57,693,253.

Short-Term and Other Investments

Funds that we do not use immediately for loans or operating expenses are invested in interest-bearing obligations and other investments. Our current policy is to maintain liquid assets (cash, interest-bearing and readily marketable equity securities) of not less than 8% of our outstanding Investment Deposits for the purpose of providing short-term liquidity. Historically, our liquid assets have been sufficient to meet normal repayment requests and commitment requirements. The following table sets forth certain information regarding our liquid assets as of August 31, 2018:

<u>Description</u>	<u>Market Value</u>	<u>Percentage of Investments</u>
Money market funds	\$54,835,266	53.03%
Corporate bonds	\$1,199,329	1.16%
Fixed income mutual funds	\$1,828,712	1.77%
Equity mutual funds	\$3,438,656	3.33%
U.S. Companies equity securities	\$521,697	0.50%
Precious metals securities	\$1,904,040	1.84%
Cash and Cash Equivalents	\$10,400,371	10.06%
Certificates of Deposit	\$29,273,540	28.31%
Total Liquid Assets	\$103,401,611	100.00%

WIF's realized and unrealized gains and losses from these investments in the aggregate for each of the last three fiscal years ended August 31 are set forth below:

	2018	2017	2016
Realized and unrealized gains and losses from these investments	(\$124,236)	\$152,019	\$138,758

Our other investments consist typically of a small amount of real estate that will not exceed 10% of the total assets of WIF. As of August 31, 2018, these investments were equivalent to 4% of the total assets of WIF. We also maintain deposits with WIF companies located in Australia and New Zealand amounting to less than a quarter of one percent of the total assets of WIF.

These investments are managed by our Chief Executive Officer with aid and assistance from our other employees, utilizing the services of outside professional investment advisors when appropriate and as needed at the discretion of our Chief Executive Officer.

See the notes to our audited consolidated financial statements set forth elsewhere in this Offering Circular for more information regarding our Investments.

LENDING ACTIVITIES

General

Our primary purpose is to provide loans to churches and CROs. Loans we approve are used to purchase land, to buy buildings, to construct new worship facilities, to renovate, remodel, expand and replace existing facilities, to relocate existing congregations, to purchase building sites, to refinance existing loans or to meet other capital and expense needs of the churches, organizations and entities.

We provide three types of loans to churches and CROs. "Mortgage loans" are secured by a first mortgage on the church property, either land or building, new or existing, and generally have a term between one and 33 years. "Note loans" are unsecured loans for smaller projects (typically in the \$5,000 to \$100,000 range) and typically have a term of between one and five years. "Quick note loans" are unsecured note loans for minor projects at churches and CROs (typically \$50,000 or less) and have a term of between one and five years. These types of loans are called "quick" because they are available on a quick basis due to the urgency of the project by the borrowers. The quick note loans require the same steps and documentation as note loans, and are therefore considered and included in "note loans" for purposes of the remainder of this Offering Circular.

As of August 1, 2018 of the total principal amount of loans outstanding, approximately 99% were first mortgage loans, and less than 1% were note loans. Currently, we have a policy which restricts the percentage of unsecured note loans to 10% or less of WIF's total loans outstanding.

Loan Policies

All loans to churches and CROs are made pursuant to our loan guidelines and formal loan review process. A church or organization requests a loan from us by filing a written application. At the time a loan application is submitted, the applicant is required to provide a number of items related to the proposed project, its financial condition and the proposed collateral. Some of these items may include (where applicable) the resolution of the church or CRO detailing approval of the loan, the resolution of the District Board of Administration, District Advisory Board, Conference, Denomination or body having jurisdiction over the church or CRO (if any), and approval and certification of the willingness of the

overseeing authority to co-sign the note (if required and/or available), the church's most recent consolidated financial statements for the past two years and current year to date, and the church's current budget. Other requirements may be made at the discretion of the staff of WIF. All loans made to churches and CROs are required to be guaranteed and/or cosigned by the regional or national supervisory body which has jurisdiction over the area in which the borrower is located, if such is available. All loans to Wesleyan churches require District guarantees and signatures. Some loans to non-Wesleyan churches require a different body to guarantee or co-sign, and some require no secondary guarantee or co-signature.

We approve or disapprove each loan application based on some or all of the following factors: the current financial position of the church, the size and scope of the project, an analysis of the overall value of the project, the perceived ability of the church to repay the loan, the amount of funds that the church has or will commit to raise for the project, the size of the congregation, the length of tenure of the Pastor and Pastoral Staff, quality of Pastoral and lay leadership and various other tangible and intangible items such as the vision of church leadership for use of the project for ministry, and the expressed commitment of church leaders to the project. In addition, the CEO or staff of WIF may require additional information or assurances from the prospective borrower as needed.

We may or may not require surveys, appraisals, or environmental audits relating to the property. The maximum loan to a single borrower is generally limited to an amount which would not require annual debt payments, taking into account all outstanding indebtedness of the borrower, to be greater than 60% of the total anticipated annual revenues available to that borrower. We typically do not provide financing for the entire project, but instead require that the church provide a portion of the financing through member contributions. The amount of such contribution is set by our Chief Executive Officer on a case by case basis. Exceptions to these general requirements are frequently made for new churches, church planting projects, re-started churches, and other situations, all at the discretion of the CEO.

Loans may be made for terms ranging up to 33 years at our then current interest rate. Interest rates are set on a loan by loan basis by our Chief Executive Officer and are generally based on comparable rates available to commercial borrowers on the open market in the geographic area of the loan location at the time of the loan. Interest rates may be adjusted on a regular basis, subject to the terms of each loan. We generally require payment of principal and interest on all loans in equal monthly installments, but provisions are made on some loans for interest only arrangements for a period of time, or for partial payments of interest and/or principal for a period of time. Loans may generally be prepaid at any time, but pre-payment penalties will apply in cases where we have specifically contracted for such. We may, in our sole discretion, change the interest rate for new mortgage loans (not yet closed) at any time. We generally require title insurance or an attorney's opinion of title where title insurance is not available, and we require standard form fire and extended coverage insurance that names WIF as an additional insured on all mortgage loans.

We charge a standard loan service fee for each loan of up to 1% of the principal amount of the loan, with a minimum loan service fee of \$100.00. This fee is subject to change and negotiation at the discretion of the Chief Executive Officer.

Our Board of Directors and/or our Chief Executive Officer determine our general loan policies and may revise them at any time. Therefore, we cannot assure you that the loan policies described above will not be changed from time to time.

Mortgage Loans

As of August 31, 2018, we had outstanding mortgage loans with balances receivable aggregating \$916,541,838. The original principal amounts of these loans, which are secured by first mortgages on property located in 48 states, ranged from \$1,226 to \$36,508,180, with interest rates ranging from 3.25% to 8.50%. The weighted average of the interest rates on both mortgage loans and note loans as of

August 31, 2018 was 5.02%. During the year ended August 31, 2018, interest earned on mortgage and note loans totaled \$42,053,076 and the amount of principal paid on both types of loans totaled \$46,235,604. This number represents both principal repaid on notes and mortgages in the ordinary course of loan payments, prepayments in advance of scheduled payments and principal payments made in conjunction with refinancing of a loan. The following table reflects approximate mortgage loan principal maturities due in the ordinary course of repayment during the periods indicated:

<u>Year Ending August 31</u>	<u>Principal Maturing</u>
2019	\$55,796,216
2020	\$58,682,404
2021	\$61,717,886
2022	\$64,910,387
2023	\$68,268,026
After 2023	\$617,297,197

We have historically refinanced a substantial portion of our loans and have received substantial principal prepayments on a number of un-matured loans each year. Therefore, the amount shown as maturing may vary from the principal repayments that we actually receive.

Note Loans

As of August 31, 2018, we had 39 outstanding note loans aggregating \$3,869,721. The original principal amounts of these loans ranged from \$400 to \$1,630,000, with interest rates ranging from 3.25% to 8.5%. The weighted average of the interest rates on both mortgage and note loans as of August 31, 2018 was 5.02%. There is no restricted reserve fund for payment of note loans. The interest earned on note loans is not tracked separately by WIF, and the interest earned on note loans is part of the total interest earned for both mortgage and note loans during the 2018 fiscal year. The amount of principal returned during the year ended August 31, 2018 on both note and mortgage loans totaled \$46,235,604.

Outstanding Loans Receivable

The table below shows the categories of outstanding loans the Investments funded as of August 31, 2018, the principal outstanding and an estimate of the interest receivable for each category.

Type of Debt	Principal Outstanding	Accrued Interest Receivable
Mortgage Loans	\$926,672,116	\$2,373,396
Unsecured Loans	\$3,869,721	\$11,926

Loan Delinquencies

We consider a loan to be delinquent when interest or principal payments have been delinquent for over 90 days. As of August 31, 2018, there were two delinquent loans totaling \$652,000.

Due to the nature of our relationship with our borrowers, we have generally been willing to make accommodations and refinancing arrangements with borrowers whose payments are not current, including allowing interest only payments or foregoing payments of any kind for a period of time. Although no assurance is given to borrowers that we will be able or willing to refinance delinquent loans or make accommodations in response to delinquencies, we have on occasion aided borrowers in meeting their debt repayments without foreclosure. Accordingly, our delinquency experience cannot be compared to a commercial lender.

Our allowance for loan losses as of August 31, 2018, was \$14,000,000. The allowance for loan losses is based on management's continuing review and evaluation of the loan portfolio and its judgment as to the impact of economic conditions on the portfolio. The evaluation by management includes consideration of past loss experience, changes in composition of the portfolio, the current condition and the amount of loans outstanding, and the probability of collecting all amounts due. This evaluation is inherently subjective and required estimates are susceptible to significant revision over time. Our Board of Directors has established a policy that dictates that the allowance for loan losses be maintained within a range of 1% to 3% of the outstanding loans at August 31 of each year.

As of August 31, 2018, the loan loss reserve was 1.5% of the outstanding loans. We have had no loan losses incurred that were charged to the loan loss reserve during the last 20 fiscal years.

Material Loans to a Single Borrower

WIF considers individual loans in excess of five percent of the total assets of WIF to be material. As of August 31, 2018, there were no individual loans with outstanding principal loan balances equal to or greater than five percent of the total assets of WIF, and there were no single borrowers with outstanding principal loan balances aggregating five percent or more of the total assets of WIF.

OTHER ACTIVITIES

In addition to our lending activities, we provide assistance and counseling to churches in their planning for expansion, relocation, building and other capital projects. These services are normally rendered without charge to the churches and are designed to assist the churches. In addition, WIF occasionally makes limited grants available to departments, organizations and entities of the Wesleyan Church and other denominations, districts, local churches, and to various other charitable organizations and entities that qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code. The amount of grants given and the recipients of those grants are determined by our Board of Directors and CEO.

We also offer charitable gift annuities to individuals, other than residents of the State of Pennsylvania, who wish to receive an income stream for life with any remaining portion of a gift being designated for our general purposes and other charitable purposes at the death of the donor. In addition, we have agreed to accept charitable gift annuities on behalf of other organizations when the individuals purchasing those charitable gift annuities include WIF in the distribution of the remainder interest to the extent of a predetermined and pre-negotiated percentage. The amount of that percentage is set by our Chief Executive Officer, and varies depending on the particular circumstances relating to the specific annuity. The annuity amounts are set by using a percentage of the remainder principal amount. WIF uses the rates published by the Conference on Charitable Gift Annuities (as may be changed from time to time) as guidelines to set the payout percentage, and on occasion will set a different rate for a particular annuity at the discretion of our CEO.

WIF also manages and/or serves as a trustee of several charitable remainder trusts and donor advised funds on behalf of individuals, entities or estates. As the trustee of these instruments, WIF has a fiduciary obligation to administer the trusts and funds in accord with the instructions of the trust and fund

instruments. WIF may or may not receive compensation for these services, and may or may not be entitled to receive a portion of the remainder interest in said trusts or funds upon the maturity of the instruments, all in accordance with the directions contained in the instruments.

PLAN OF DISTRIBUTION

We do not make general advertisement or solicitation of the Investments to the public. We do purchase space in certain church and church related organization publications to inform churches of our existence, and we also provide informational brochures and bulletin inserts directly to churches and CROs. We do not retain, and there are not involved in the offering of the Investments, any individuals or organizations whose sole purpose is to offer or facilitate the placement of the Investments, and therefore no underwriting or facilitation agreements exist. The Investments are made available through officers and employees of WIF who have substantial job responsibilities other than the facilitation of the Investments, and no one receives any commission, fees or other special remuneration for or in connection with the facilitation of the Investments.

We will mail an Offering Circular and related documentation to a potential investor upon the request of such investor. If you wish to make an Investment, you must complete the Investment Agreement which accompanies the Offering Circular and send it to us with a check or other appropriate means of payment for the principal amount of Investment being made. Instead of issuing to you a paper certificate evidencing your Investment, we will register your Investment on our books only and send you an electronic confirmation of receipt of payment for the Investment in the applicable amount.

WIF allows investors to invest in the Investments through IRAs, if desired. Upon request, the materials required for an investment through a traditional IRA and/or a Roth IRA will be distributed to you with the Offering Circular. Individuals who wish to hold their Investments in an IRA may do so as a result of an arrangement that WIF has with a third party, Goldstar Trust Company. Goldstar, as the custodian of a self-directed IRA, invests funds with WIF as directed by the investor.

Note that special tax rules apply to IRAs, you may be charged a fee upon termination of your IRA and withdrawals from an IRA may take a week to ten days to receive. No investor should invest through an IRA without consulting a tax advisor.

In order to make an Investment, you must have a reasonable association or affiliation with us, the Wesleyan Church or its religious programs, or one of the other church groups or CROs served by WIF, including being a member of, contributor to, or participant in the church or us, or a program, activity or organization that is related to the Wesleyan Church, one of its associated organizations or affiliated entities, or one of the other church groups or CROs served by WIF in a loan or deposit relationship.

TAX ASPECTS

The interest paid or accrued on the Investments is taxable as ordinary income to you in the year it is paid or accrued. Even if you reinvest interest over the life of an Investment and it is not paid until the time of redemption, you must still report the interest as income on your federal income tax returns, and state income tax returns if applicable, as it is earned over the life of the Investment. We will notify you of interest earned each year on your Investment by providing you a Form 1099 or comparable form by January 31 of each following year. We may withhold federal income tax from each payment of interest if you fail to provide us with your social security number (for individuals) or employer identification number (for entities) when you make an Investment or if we are notified that you have underreported your income to the Internal Revenue Service.

You will not be entitled to a charitable deduction for making an Investment, and you will not receive a receipt for a charitable contribution.

You should consult with your tax advisor to determine your particular federal, state, local or foreign income or other tax consequences from an investment in the Investments. This section summarizes some federal income tax consequences from making an Investment based upon the Internal Revenue Code, the regulations promulgated thereunder and existing administrative interpretations and court decisions. Future legislation, regulations, administrative interpretations or court decisions could change these authorities either prospectively or retroactively. This summary does not address all aspects of federal income taxation that may be important to you in light of your particular circumstances or if you are subject to special rules, such as rules applicable to financial institutions or tax-exempt organizations or if you are not a citizen or resident of the United States.

LITIGATION AND OTHER MATERIAL TRANSACTIONS

As of the date of this Offering Circular, there is no known present, pending or threatened material legal proceeding, including those that are known to be contemplated by governmental authorities, administrative bodies or other persons to which WIF or its property is or may become a party except as set forth herein.

WIF is required to comply with the different securities laws of every state in which it offers and sells Investments. Generally, in each state, WIF must register its securities before it offers securities in that state unless an exemption to registration applies under the laws of that state. Many states have automatic or “self-executing” exemptions from registration for organizations like WIF that are organized solely for nonprofit purposes and comply with guidelines laid out in the North American Securities Administrators Association (NASAA) Statement of Policy Regarding Church Extension Fund securities (the “Church Extension SOP”)(http://www.nasaa.org/wp-content/uploads/2011/07/39-Church_Extension_Fund_Securities.pdf). Some states, however, require that an issuer that qualifies for the self-executing exemption in other states, must nonetheless notify its state securities regulator or file a registration statement in its state before the issuer can sell the securities in its state. While WIF’s adherence to the Church Extension SOP has made it compliant with many states’ securities laws, WIF learned in 2016 that it was not compliant in the states with additional notice or filing requirements, and consequently, began to file the appropriate filings in those states.

Upon receipt of WIF’s 2016 and 2017 filings in some states, the states’ securities regulators requested additional information about WIF’s prior offers and sales of Investments because WIF had not previously filed. WIF provided the information requested and entered into discussions with the applicable regulators to address the past violations through retroactive filings, fines and/or rescission offers. During the period in which such negotiations were taking place, WIF voluntarily paused offers and sales in those states until it reached a resolution with such states’ securities regulators. As of the date of this Offering Circular, WIF has remediated all known past state securities violations to the satisfaction of the applicable authorities and has been granted authority by each state in which it previously offered securities to prospectively offer the Investments again in that jurisdiction, except with respect to Washington State, as described below. Set forth below is information regarding negotiations WIF undertook in the past two years with certain states in order to remediate past filing matters:

WIF submitted an application to register its securities with the Ohio Division of Securities on October 16, 2016. In August of 2017, in response to requests for additional information, WIF disclosed to the Ohio Division of Securities that WIF had made offerings and sales of unregistered securities to Ohio investors. WIF then worked with the Ohio Division of Securities to demonstrate that all existing and previous Ohio investors have been credited with the stated interest accrued on their Investments to date, have always had the right to receive the entire balance of their account (including accrued interest)

on demand, and that WIF has promptly complied with all requests for repayment of the Investments by Ohio investors. Upon demonstrating the foregoing and disclosing the past sales of unregistered securities in this Offering Circular, the Ohio Division of Securities registered the Investments with the State of Ohio as of October 12, 2017.

In the State of Maryland, the regulators worked with WIF to file its notification of exemption. The Maryland regulators required that WIF file delinquent notice filings back to 2004 and pay the annual fee WIF would have paid for such filings. The aggregate amount of the fee was \$5,600. As of December 12, 2017, WIF was in compliance with Maryland's securities laws and offering Investments in the state.

Each of the Pennsylvania Department and the Oklahoma Department has required WIF to conduct a rescission offer in its state, in addition to the prospective registration of the Investments. In October of 2017, WIF conducted a rescission offer in Pennsylvania, pursuant to which Pennsylvania investors were offered the right to have their Investments redeemed by WIF and their WIF accounts closed after considering the most recent Offering Circular. No investor accepted the rescission offer; no deposit accounts were closed as a result of the rescission offer. WIF completed its application for registration, executed a Consent Order with Pennsylvania dated January 18, 2018, paid a \$50,000 fine for past violations and was authorized to resume its offer and sale of securities in Pennsylvania on March 13, 2018. However, the registration expired on March 13, 2019 and five investors invested after its expiration but before WIF completed and filed its renewal application. The Pennsylvania Department required WIF to offer rescission to those five investors because they purchased while no registration was effective. The rescission was completed and no investor accepted the rescission offer. On May 8, 2019, Pennsylvania authorized WIF's registration renewal and permitted WIF to resume offering Investments in the Commonwealth. With respect to Oklahoma, WIF completed its rescission offer and only two investors accepted, resulting in the closing of two accounts in the aggregate amount of \$422. As of March 26, 2018, Oklahoma authorized WIF's offering of Investments in the State.

The State of South Dakota, State of Arkansas, the State of Tennessee, the State of South Carolina, the State of Arizona and the State of North Carolina each required WIF to sign a consent order and/or required WIF to pay a penalty, in addition to filing the required securities documentation in such states. WIF's consent order with South Dakota required WIF to pay a monetary penalty of \$10,000 for its failure to file notice of its securities exemption before offering and selling securities in the state. As of February 12, 2018, WIF had satisfied South Dakota's requirements and was authorized to resume offering and selling Investments to South Dakota investors. Arkansas regulators also required WIF to execute a consent order dated as of February 7, 2018, and pay a \$10,000 penalty for its past failure to comply with the issuer agent registration requirements and failure to file proof of exemption for its securities. Effective as of March 5, 2018, WIF had signed the consent order, paid the \$10,000 penalty, registered its issuer agent and had been authorized to offer securities in Arkansas pursuant to an exemption from registration. Tennessee regulators required WIF to sign a consent order dated as of May 1, 2018, and pay a \$13,000 penalty for its past failure to satisfy an exemption in the state that would have been available to WIF, but for the existence of its website. WIF paid the penalty and as of May 4, 2018, WIF was authorized to offer the Investments again in the state. In the State of South Carolina, WIF paid a penalty of \$3,000 to resolve any outstanding issues related to past failure to make securities filings and as of May 21, 2018, was authorized to offer and sell the Investments in South Carolina pursuant to an exemption from registration. WIF's consent order with Arizona required WIF to pay a monetary penalty of \$15,000 for its failure to register its securities before offering securities in the state. As of the date of this offering circular, WIF has resumed offering Investments to Arizona investors. On October 18, 2016, WIF filed an application for exemption in North Carolina. On September 4, 2018, the North Carolina regulators and WIF signed a consent agreement requiring WIF to pay a \$10,000 penalty for its past failure to satisfy an exemption in the state and \$5,000 to reimburse the state for its investigative costs, and to send a notice to all North Carolina investors describing the consent agreement and its contents. On October 31, 2018, the

state acknowledged WIF's application for exemption and WIF resumed offering the Investments in North Carolina.

WIF filed an application for qualification of the Investments in the State of California on October 13, 2016. Effective April 11, 2018, the State of California and WIF executed a consent order, requiring that WIF cease offering and selling the Investments in California until qualification had been made or the Investments were determined to be exempt. On May 17, 2018, the State of California determined that the Investments are exempt from registration under California law, and WIF is currently authorized to offer and sell the Investments in California.

WIF registered its securities in the State of Michigan on November 16, 2016. Before the registration expired, the Michigan Division began requesting additional information from WIF related to past sales of Investments in Michigan. Although WIF cooperated and responded timely, as of November 16, 2017, the date the registration expired, WIF had not been able to reach a resolution with the Michigan Division. Therefore, on November 16, 2017, WIF voluntarily ceased offering its securities in Michigan, pending a resolution with the Michigan Division, and informed the Michigan Division of such cessation. The Michigan Division issued a Notice of Order to Cease and Desist on May 24, 2018. Effective September 18, 2018, the Michigan Division approved WIF's registration renewal application permitting the offering of Investments in the state.

WIF filed an application for exemption in Kentucky on July 10, 2017. In September of 2017, the Kentucky Department of Financial Institutions, Division of Securities (the "Kentucky Division") ordered WIF to cease offering securities in Kentucky, pending the Kentucky Division's review of the application for exemption. On September 24, 2018, the Kentucky Division recognized the claim of exemption, so WIF resumed offering its securities in Kentucky on that date. After the claim for exemption was recognized, the Kentucky Division notified WIF that it would require an agreed order from WIF, that WIF pay a penalty for past violations of Kentucky's exemption notice requirements and demanded that WIF conduct a rescission offer to Kentucky investors affected by the prior sales. As of July 1, 2019, WIF and the Kentucky Division executed final agreed order WIF paid a penalty of \$11,250 and will begin the rescission offer.

Finally, in the State of Washington, WIF filed a notice of exemption in June of 2017 and renewals in each of 2018 and 2019. WIF received no response from the Department of Financial Institutions, Securities Division ("Washington Division") and upon contacting them, learned that their practice was to not formally respond to these notices of exemption. On July 2, 2019, after three submissions to the Washington Division, WIF received a request for information, suggesting WIF was not eligible for the exemption. In July of 2018, Washington reinterpreted its church extension fund exemption rules, narrowing them and making the exemption unavailable to WIF and most other church extension funds that had been relying on the exemption. As of the date of this offering circular, WIF plans to withdraw its notice of exemption and register the Investments with the State of Washington. Until such registration is approved by the Washington Division, WIF has paused offers and sales of Investments in the State of Washington.

MANAGEMENT

Board of Directors

Our affairs are governed by our Board of Directors. Pursuant to our By-Laws, our Board of Directors consists of up to eleven directors, 2/3 of whom must be covenant members in good standing with the Wesleyan Church. The remaining 1/3 of the members of the Board of Directors may be non-Wesleyan. Currently, we have an 11-member Board of Directors. Our CEO currently serves as an ex-officio voting member and Chairman of the Board of Directors. The remaining members of our Board of

Directors are elected by the General Board of The Wesleyan Church from nomination(s) presented by our Chief Executive Officer. Directors may be removed for cause by a majority vote of the General Board of The Wesleyan Church. Our Board members typically are elected for four-year terms, and there are no term limits for serving on our Board. Our Board of Directors elects a President (Chairman), Vice-President (Vice-Chairman), Secretary and Treasurer from among the members of the Board to serve for terms of four years, provided that their membership on our Board has not expired.

Our Board meets regularly at least once each year on or before October 31st, and at other times as called by the Chairman. Business which requires a vote by the Board of Directors may be handled by phone, in writing, by e-mail or other type of electronic communication or media.

An Executive Committee of the Board of Directors is vested with the authority to exercise the powers of the Board of Directors in the management of the business of WIF between meetings of the Board of Directors. The Executive Committee consists of our President (Chairman), Vice-President (Vice-Chairman), Secretary and Treasurer.

An Audit Committee of the Board of Directors represents and assists the Board in fulfilling its oversight responsibility relating to the integrity of the consolidated financial statements and the financial reporting process, the systems of internal accounting and financial controls, the annual independent audit of the consolidated financial statements, and the independent auditors' qualifications and independence. Current members of the Audit Committee are Mr. James E. Perry (Chairman of this Committee), Mr. Kevin Batman, Dr. Craig A. Dunn, and Mr. Josef Schmidt.

A Compensation Committee of the Board of Directors represents and assists the Board in fulfilling its responsibility in setting the compensation of the Chief Executive Officer. The salary and other compensation of the CEO is reviewed by the Board of Directors at the annual meeting. Any changes are based on the recommendation of the Compensation Committee. Current members of the Compensation Committee are Mr. James E. Perry (Chairman of this Committee), Mr. Josef Schmidt and Mr. Kevin Batman.

As of the date of this Offering Circular, our Board of Directors consists of the following individuals:

Mr. Kevin Batman, Fishers, Indiana. Member of the Board of Directors. Member of the Executive Committee, Audit Committee, Compensation Committee and elected as Treasurer of WIF. Born May 30, 1960. Treasurer of World Hope International, Inc., Alexandria, Virginia; Treasurer ex officio of Wesleyan Pension Fund, Inc. Currently employed as General Treasurer of The Wesleyan Church Corp. since 2007. Previously served as Secretary and Treasurer of Needham-Storey Funeral Services, Inc., Marion, Indiana. Director since 2007 and current term expires in October, 2022.

Mr. C. Norwood Davis, Norcross, Georgia. Member of the Board of Directors of WIF. Born November 7, 1969. Member of the Board of Directors of Wesleyan Pension Fund, Inc. Board Chair of Street Grace, Atlanta, Georgia. Trustee of the Georgia Gwinnett College Foundation. Board member of the Gwinnett Chamber of Commerce. Board member of Gwinnett Medical Center. Currently employed as Chief Financial Officer at 12Stone Church in Lawrenceville, Georgia since March of 2005. Previously served for 12 years in executive roles with Duke Energy. Director of WIF since 2018 and current term expires in October 2019.

Rev. Oliver B. Dongell, Plymouth, Indiana. Member of the Board of Directors of WIF. Born February 26, 1953. Currently employed as Senior Pastor of Plymouth Wesleyan Church, Plymouth, Indiana since 2004. Previously employed as Senior Pastor of El Cajon Wesleyan Church, El Cajon, California. Director since 1993 and current term expires in October 2022.

Dr. Craig A. Dunn, Fishers, Indiana. Chief Executive Officer, Chairman of the Board of Directors, President, member of the Executive Committee and member of the Audit Committee of WIF. Born August 31, 1960. Employed as Chief Executive Officer by the Board of Directors of WIF on September 1, 2000, and more recently employed for an additional term of four years beginning September 1, 2016 and ending August 31, 2020. Elected as Chairman of the WIF Board of Directors and President in October, 2014. Also employed as Chief Executive Officer, Member of the Board of Directors, member of the Audit Committee, member of the Investment Committee and member of the Executive Committee for Wesleyan Pension Fund, Inc., since January 1, 2003, for a current 4 year term expiring May 31, 2022. Previously employed by The Wesleyan Church as Assistant General Secretary from May 18, 1987 to August 31, 2000. Dr. Craig A. Dunn is the son of Dr. John A. Dunn, who was the former CEO of Wesleyan Investment Foundation for 25 years from 1976 to 2000, and who currently serves as a member of the Board of Directors of WIF since October of 2003 and as the Consultant for Special Projects for WIF since September 1, 2000.

Dr. John A. Dunn, Greenfield, Indiana. Member of the Board of Directors and serves as a Consultant for Special Projects for WIF. Born November 25, 1934. Retired and former Chief Executive Officer of WIF from 1976 to 2000; retired minister and District Superintendent with the Wesleyan Church. Serves on an annual basis as Consultant for Special Projects for WIF since 2000. Director since 2003 and current term expires in October 2021.

Rev. Donald W. Milstead, Central, South Carolina. Member of the Board of Directors of WIF. Member of the Executive Committee and elected as Secretary of WIF. Born July 20, 1947. Member of the Board of Trustees of Southern Wesleyan University, Central, South Carolina. Recently retired as the Senior Pastor of Trinity Wesleyan Church, Central South Carolina where he had served since 2006. Previously employed as Senior Pastor of Brevard Wesleyan Church, Brevard, North Carolina. Director since 1990 and current term expires in October 2020.

Rev. Kevin Myers, Lawrenceville, Georgia. Member of the Board of Directors of WIF. Born July 9, 1961. Currently employed as the Senior Pastor of 12Stone Church, Lawrenceville, Georgia, where he has served since 1997. Member of the Board of Trustees of Indiana Wesleyan University, Marion, Indiana and member of the Board of Trustees of Southern Wesleyan University, Central, South Carolina. Director since 2016 and current term expires in October of 2020.

Mr. James E. Perry, Enid, Oklahoma. Member of the Board of Directors, Compensation Committee and Audit Committee of WIF. Born May 16, 1949. Director of John W. Clark Sand and Gravel, Inc., a trucking company. Currently self-employed as a Certified Public Accountant. Serves as Treasurer of the TriState District of The Wesleyan Church and as Treasurer of Cedar Ridge Wesleyan Church, Enid, Oklahoma. Director since 1992 and current term expires in October 2019.

Rev. Ed Rotz, Topeka, Kansas. Member of the Board of Directors of WIF. Born March 16, 1951. Currently employed as the District Superintendent of the Kansas District of The Wesleyan Church since 2007. Previously served as Senior Pastor of the Fairlawn Heights Wesleyan Church in Topeka, Kansas. Director since 2004, and current term expires in October 2022.

Mr. Joe Schmidt, Durham, North Carolina. Member of the Board of Directors of WIF. Born September 14, 1971. Currently employed as the CEO of Freedom United since 2013. Formerly employed as Senior Vice President responsible for all retail channels worldwide for Cafepress since 2010. Previously employed as President, CEO and Founder of Canvas On Demand since 2005. Director since 2011 and current terms expires in October 2021.

Mr. Carl L. Shepherd, Carmel, Indiana. Member of the Board of Directors of WIF, Executive Committee and elected as Vice-Chairman and Vice President of the WIF Board. Born November 19, 1952. Member and Chairman of the Board of Trustees of Indiana Wesleyan University, Marion, Indiana.

Retired and formerly employed as Senior Vice-President, Manager of the Life Division for Farm Bureau Insurance. Director since 1993 and current term expires in October 2020.

Unless otherwise noted, the principal occupation of each director and officer has been the same for at least the last ten years.

Executive Officers

Our officers are elected by our Board of Directors and include Board members Carl L. Shepherd (Vice Chairman, Vice President), Donald W. Milstead (Secretary) and Kevin Batman (Treasurer). Our three executive officers are Board member Craig A. Dunn, Chief Executive Officer, Chairman, President, and two individuals who are not members of the Board of Directors, Larry Moore, Chief Operating Officer, and Karen Pfister, Chief Financial Officer.

Larry Moore, Chief Operating Officer. Larry Moore is the Chief Operating Officer at Wesleyan Investment Foundation. He was formerly the General Director of Stewardship Ministries for The Wesleyan Church and Director of Finance for the Wesleyan Pension Fund. He also was Dean of Discipleship at Bethany Bible College, Editor of Adult Curriculum for The Wesleyan Church, and School Administrator and Assistant Pastor at Levant Christian School. He earned a Bachelor's degree in Christian Education (United Wesleyan College), a Masters of Education in Educational Administration (Pensacola Christian College), a PhD in Church Administration from Trinity College and Seminary, and an MBA in Business Administration from Indiana Wesleyan University.

Karen Pfister, Chief Financial Officer. Karen Pfister is the Chief Financial Officer at Wesleyan Investment Foundation. She was formerly an Accounting Manager; and she began working at Wesleyan Investment Foundation on May 1, 2007. Karen received her bachelor's degree from Manchester College where she majored in Accounting and minored in Computer Science.

Including our Chief Executive Officer and the executive officers listed above, we have eighteen fulltime employees, one independent contractor and one consultant. Other employees include: Senior Vice President of Church Loans (1), Vice President of Church Loans (1), Loan Managers (4), Director of Marketing (1), Deposit Account Managers (4), Office Communications Coordinator (1), Executive Assistant to the CEO (1), Information Technology (1), and Business Development (1). The consultant is the Consultant for Special Projects and works on assignments as directed by the CEO. Management anticipates that one or two employees may be added within the next twelve months in order to assist with increased loan demand, investment deposits and other business.

Compensation

The members of our Board of Directors receive reimbursement for expenses incurred in attending Board meetings and for any other direct expenses they incur while providing service to WIF at the request of our Chief Executive Officer. Expenses are reimbursed at actual cost and at the IRS approved reimbursement rate for mileage. Members of our Board receive no other compensation from WIF and are paid no salary, fee or stipend for their services, with the exception of the Chief Executive Officer and the Consultant for Special Projects, who are also members of the Board of Directors of WIF.

Three of the four executive officers of WIF who also serve as members of our Board of Directors receive no remuneration of any kind for their services to WIF, other than the reimbursement for expenses incurred in providing service to WIF as detailed in the paragraph above. Our Chief Executive Officer, who serves ex-officio as Chairman of the WIF Board of Directors and President of WIF, is employed by the Board of Directors as CEO to oversee the day-to-day operation and management of WIF and employ, oversee and manage the WIF office staff. During our fiscal year ended August 31, 2018, we paid salary

and other compensation and benefits to our executive officers of \$953,662 in the aggregate. For the current fiscal year ending August 31, 2019, we expect to pay salary and other compensation and benefits to our executive officers of \$1,096,710 in the aggregate. Although our executive officers receive a salary and other compensation and benefits for their services as our employees, they do not receive any commissions, discounts or other forms of remuneration in connection with the facilitation and placement of the Investments.

The Consultant for Special Projects, Dr. John A. Dunn, served as Chief Executive Officer of WIF for 25 years, and retired in 2000. He was an honorary member (non-voting) of the Board of Directors from 2000 to 2003. In 2003, he was elected to a term on the Board of Directors, currently expiring in October 2021. During our fiscal year ended August 31, 2018, we paid a monthly stipend to Dr. John A. Dunn for his role as the Consultant for Special Projects. We anticipate that a monthly stipend will be paid to Dr. John A. Dunn for his role as the Consultant for Special Projects in the fiscal year ended August 31, 2019 as well. In addition, as the former Chief Executive Officer of WIF, Dr. John A. Dunn is entitled to receive provision for Medicare Supplement Insurance for life. In fiscal 2018, WIF paid approximately \$11,200 on behalf of Dr. John A. Dunn for such provision.

Our Board of Directors hired our Chief Executive Officer on September 1, 2000, and has extended his employment contract for successive four year terms since that time. Recently, the Board of Directors extended his employment contract for a fifth, four year term that began September 1, 2016 and expires August 31, 2020. There is no written employment agreement, but a legal obligation exists for employment of the Chief Executive Officer with salary, benefits and other compensation through August 31, 2020. The Consultant for Special Projects serves on an annual basis at the discretion of the Chief Executive Officer. The Consultant for Special Projects is considered an independent contractor, and no written consulting agreement exists. The Independent Contractor working on behalf of WIF is working under a written agreement that has provisions for either party to cancel the agreement for any reason upon 60 days' notice to the other party. None of our other employees have employment agreements with WIF, and each of them serves on an "at will" basis at the discretion of the CEO of WIF.

Certain Transactions

WIF made grants to various denominations, districts, churches and church related entities in the 2018 fiscal year in the aggregate amount of \$1,092,679. In exchange for certain grants and the gift in 2002 of the land where the Wesleyan Church Headquarters is located, WIF receives use of its original primary office space without charge in perpetuity. WIF is also leasing additional office space from The Wesleyan Church at market rates.

Our directors and officers had in the aggregate Investments in WIF of \$4,923,039 and \$3,788,780 as of August 31, 2018 and 2017. All Investments made by our directors and officers have been made on the same terms as those available to all other investors at the particular time. Maximum investment amounts may be set for individual officers and directors by our Chief Executive Officer on the same basis as all other investors. Our Chief Executive Officer may refuse deposits from any investor in his discretion, or over a limit set in his discretion as sound business decisions would dictate. The table below sets forth the Investments held by our officers and directors as of August 31, 2018:

Name	Investments	% of all Investments
Total for Group	\$4,923,039	.58%
Total investors (without Group)	\$846,783,860	99.42%
Grand Total	\$851,706,899	100.00%

In the past, and currently, we have made, or have outstanding, numerous loans to churches and other organizations of The Wesleyan Church and other denominations. Some of these loans have been made to congregations and other organizations whose officers and clergy included our officers or members of our Board of Directors. Such loans in all instances have been made in the ordinary course of business and at the prevailing terms and interest rates available to similarly situated borrowers at the time of the origination of the loans, and the affected officers or directors took no part in the final decisions relating to such loans.

LEGAL MATTERS

Faegre Baker Daniels LLP, 300 N. Meridian Street, Suite 2700, Indianapolis, Indiana 46204, has advised us on certain legal matters relating to the Investments and this Offering Circular.

INDEPENDENT AUDITORS

Our audited consolidated financial statements as of and for the fiscal years ended August 31, 2018, August 31, 2017 and August 31, 2016, which are included hereafter in this Offering Circular, have been audited by BKD, LLP, 200 E. Main Street, Suite 700, Fort Wayne, Indiana 46802, independent auditors, as stated in their reports appearing herein.

For exempt offering documents with which an auditor is involved that are initially distributed, circulated, or submitted on or after June 15, 2018, Statement on Auditing Standards No. 133, Auditor Involvement with Exempt Offering Documents, addresses and auditor's responsibilities when the auditor's report on financial statements is included in the offering and the auditor reads the exempt offering document at the issuer's request.

Wesleyan Investment Foundation, Inc.

Independent Auditor's Report and
Consolidated Financial Statements

August 31, 2018 and 2017



Wesleyan Investment Foundation, Inc.

August 31, 2018 and 2017

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Independent Auditor's Report

Board of Directors
Wesleyan Investment Foundation, Inc.
Indianapolis, Indiana

We have audited the accompanying consolidated financial statements of Wesleyan Investment Foundation, Inc. (Foundation), which comprise the consolidated statements of financial position as of August 31, 2018 and 2017, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of August 31, 2018 and 2017, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

BKD, LLP

Fort Wayne, Indiana
September 20, 2018

Wesleyan Investment Foundation, Inc.
Consolidated Statements of Financial Position
August 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Assets		
Cash and cash equivalents	\$ 10,400,371	\$ 7,908,979
Certificates of deposit	29,273,540	38,881,956
Investments	63,727,700	94,070,177
Loans, net of allowance for loan losses of \$14,000,000 and \$12,000,000 at August 31, 2018 and 2017, respectively	916,541,838	803,324,751
Accrued interest receivable	2,385,322	2,302,586
Deposit with foreign affiliate	787,180	857,510
Real estate held for investment	<u>43,307,473</u>	<u>42,120,108</u>
Total assets	<u>\$ 1,066,423,424</u>	<u>\$ 989,466,067</u>
Liabilities		
Savings accounts	\$ 851,706,899	\$ 794,013,646
Accrued interest payable	3,363,415	2,536,013
Trust accounts and annuities payable	<u>4,173,134</u>	<u>4,297,480</u>
Total liabilities	<u>859,243,448</u>	<u>800,847,139</u>
Net Assets		
Unrestricted	200,354,173	182,015,525
Temporarily restricted	425,803	403,403
Permanently restricted	<u>6,400,000</u>	<u>6,200,000</u>
Total net assets	<u>207,179,976</u>	<u>188,618,928</u>
Total liabilities and net assets	<u>\$ 1,066,423,424</u>	<u>\$ 989,466,067</u>

Wesleyan Investment Foundation, Inc.
Consolidated Statements of Activities
Years Ended August 31, 2018 and 2017

	2018			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Revenue, Gains and Other Support				
Interest and dividend income	\$ 44,522,977	\$ 124,000	\$ 200,000	\$ 44,846,977
Loan servicing fees	990,662	-	-	990,662
Bequests and gifts	2,065,809	-	-	2,065,809
Net realized and unrealized gains (losses)	(124,236)	-	-	(124,236)
Net foreign currency translation adjustments	(517,491)	-	-	(517,491)
Other	63,347	-	-	63,347
Total	47,001,068	124,000	200,000	47,325,068
Net assets released from restriction	101,600	(101,600)	-	-
Total revenue, gains and other support	47,102,668	22,400	200,000	47,325,068
Expenses				
Interest	18,088,349	-	-	18,088,349
Salaries, payroll taxes and benefits	3,522,582	-	-	3,522,582
Provision for loan losses	2,000,000	-	-	2,000,000
Maintenance and repairs	236,182	-	-	236,182
Grants	1,092,679	-	-	1,092,679
Professional fees	44,700	-	-	44,700
Travel	1,890,886	-	-	1,890,886
Office expenses	860,077	-	-	860,077
Rent	42,470	-	-	42,470
Other operating expenses	986,095	-	-	986,095
Total expenses	28,764,020	-	-	28,764,020
Change in Net Assets	18,338,648	22,400	200,000	18,561,048
Net Assets, Beginning of Year	182,015,525	403,403	6,200,000	188,618,928
Net Assets, End of Year	\$ 200,354,173	\$ 425,803	\$ 6,400,000	\$ 207,179,976

2017

Unrestricted	Temporarily Restricted	Permanently Restricted	Total
\$ 39,869,276	\$ 127,500	\$ -	\$ 39,996,776
769,992	-	-	769,992
1,485,704	-	-	1,485,704
152,019	-	-	152,019
449,703	-	-	449,703
79,608	-	-	79,608
42,806,302	127,500	-	42,933,802
104,750	(104,750)	-	-
42,911,052	22,750	-	42,933,802
15,455,786	-	-	15,455,786
3,558,683	-	-	3,558,683
1,000,000	-	-	1,000,000
164,856	-	-	164,856
821,271	-	-	821,271
47,800	-	-	47,800
1,827,687	-	-	1,827,687
1,045,800	-	-	1,045,800
12,000	-	-	12,000
708,528	-	-	708,528
24,642,411	-	-	24,642,411
18,268,641	22,750	-	18,291,391
163,746,884	380,653	6,200,000	170,327,537
\$ 182,015,525	\$ 403,403	\$ 6,200,000	\$ 188,618,928

Wesleyan Investment Foundation, Inc.
Consolidated Statements of Cash Flows
Years Ended August 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Operating Activities		
Change in net assets	\$ 18,561,048	\$ 18,291,391
Items not requiring (providing) operating activities cash flows		
Provision for loan losses	2,000,000	1,000,000
Net realized and unrealized (gains) losses on investments	124,236	(152,019)
Net foreign currency translation adjustments	517,491	(449,703)
Changes in		
Accrued interest receivable	(82,736)	(292,843)
Accrued interest payable	827,402	133,752
Net cash provided by operating activities	<u>21,947,441</u>	<u>18,530,578</u>
Investing Activities		
Net change in certificates of deposit	9,608,416	(21,516,956)
Proceeds from sales of real estate held for investment	180,787	800,000
Purchases of real estate held for investment	(1,368,152)	(1,910,215)
Net change in deposit with foreign affiliate	70,330	854,342
Net increase in loans	(115,734,578)	(86,986,429)
Purchases of investments	(132,393,346)	(92,340,293)
Proceeds from disposition of investments	162,611,587	134,189,028
Net cash used in investing activities	<u>(77,024,956)</u>	<u>(66,910,523)</u>
Financing Activities		
Net increase in savings accounts	57,693,253	47,624,468
Net change in trust accounts and annuities payable	(124,346)	(19,349)
Net cash provided by financing activities	<u>57,568,907</u>	<u>47,605,119</u>
Net Increase (Decrease) in Cash and Cash Equivalents	2,491,392	(774,826)
Cash and Cash Equivalents, Beginning of Year	<u>7,908,979</u>	<u>8,683,805</u>
Cash and Cash Equivalents, End of Year	<u>\$ 10,400,371</u>	<u>\$ 7,908,979</u>
Supplemental Cash Flows Information		
Interest paid	\$ 17,260,947	\$ 15,322,034

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Wesleyan Investment Foundation, Inc. (Foundation) was incorporated as a not-for-profit organization in February 1960 under the laws of the state of Indiana. The Foundation, and its wholly-owned subsidiaries, Mesa Development, LLC, Tree Lane Development, LLC and Stone Crossing Medical I, LLC (collectively, Subsidiaries) is a not-for-profit corporation organized to loan funds to churches and other church-related organizations located throughout the United States and abroad for various building programs. The Subsidiaries are primarily engaged in holding real estate. The funds for these loans are obtained from individual members and affiliated organizations of the Wesleyan Church. This activity comprises the one main program of the Foundation.

Principles of Consolidation

The consolidated financial statements include the accounts of the Foundation and Subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains, losses and other changes in net assets during the reporting period. Actual results could differ from those estimates. A material estimate in the financial statements is the allowance for loan losses.

Temporarily and Permanently Restricted Net Assets

The temporarily restricted net asset class includes assets of the Foundation related to gifts with explicit donor-imposed restrictions that have not been met as to specified purposes or to later periods of time or after specified dates. Unconditional promises to give that are due in future periods and are not permanently restricted are classified as temporarily restricted net assets.

The permanently restricted net asset class includes assets of the Foundation for which the donor has stipulated that the contribution be maintained in perpetuity. Donor-imposed restrictions limiting the use of the assets or their economic benefit neither expire with the passage of time nor can be removed by satisfying a specific purpose.

Cash, Cash Equivalents and Certificates of Deposit

The Foundation considers all liquid investments with original maturities of three months or less to be cash equivalents. At August 31, 2018, cash equivalents exceeded federally insured limits by approximately \$6,375,000.

Wesleyan Investment Foundation, Inc.

Notes to Consolidated Financial Statements

August 31, 2018 and 2017

Cash and cash equivalents include approximately \$1,783,000 and \$1,907,000 of cash in foreign bank accounts at August 31, 2018 and 2017, respectively.

Investments and Investment Return

Investments in equity securities having a readily determinable fair value and in all debt securities are carried at fair value. Cash and certificates of deposits (which are included as a component of short-term investments) are carried at cost. Investment return includes dividends, interest and other investment income, realized and unrealized gains and losses on investments carried at fair value and realized gains and losses on other investments.

Investment return is reflected in the statements of activities as unrestricted, temporarily restricted and permanently restricted based upon the existence and nature of any donor or legally imposed restrictions.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at their principal amount outstanding, adjusted for the allowance for loan losses. Interest income is accrued on the principal balances of loans. The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due. All interest accrued but not collected that are placed on nonaccrual are reversed against interest income. The interest on these loans is accounted for on the cash basis until qualifying for return to accrual. Loans are returned to accrual status when amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers nonclassified loans and is based on historical charge-off experience and expected loss given default derived from the Foundation's internal risk rating process. Other adjustments may be made to the allowance after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

Wesleyan Investment Foundation, Inc.

Notes to Consolidated Financial Statements

August 31, 2018 and 2017

A loan is considered impaired when, based on current information and events, it is probable that the Foundation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.

Income Taxes

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the U.S. Internal Revenue Code and a similar provision of state law. The Foundation is not considered to be a private foundation. The Foundation is a subordinate organization of The Wesleyan Church Corporation and does not file any income tax returns in the U.S. federal, state or foreign jurisdictions.

Real Estate Held for Investment

Real estate held for investment is valued at the lower of cost or fair value.

Revenue Recognition

Interest income on loans is computed daily based on the principal amount of the loans outstanding.

The Foundation reports gifts of cash and other assets as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Foundation reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Foreign Currency Translation Adjustments

Canadian loans and the deposits with foreign affiliates require annual adjustments for the currency exchange gain or loss at year-end. The net foreign currency translation adjustments are reflected in the consolidated statements of activities.

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Deposit With Foreign Affiliate

The deposit with foreign affiliate is being accounted for at cost plus reinvested earnings and is adjusted annually for the currency exchange gain or loss at year-end.

Subsequent Events

Subsequent events have been evaluated through September 20, 2018, which is the date the financial statements were available to be issued.

Note 2: Investments and Investment Return

The Foundation's investments at August 31 consisted of the following:

	2018	2017
Short-term investments	\$ 54,835,266	\$ 84,989,092
Corporate bonds	1,199,329	1,288,688
Fixed income mutual funds	1,828,712	1,783,712
Equity mutual funds	3,438,656	3,371,029
Common stocks	<u>2,425,737</u>	<u>2,637,656</u>
Total	<u>\$ 63,727,700</u>	<u>\$ 94,070,177</u>

The following schedule summarizes the investment return and its classification in the consolidated statements of activities for the years ended August 31, 2018 and 2017:

	2018	2017
Dividends and interest	\$ 1,561,111	\$ 1,031,836
Net realized and unrealized gains (losses) on investments	<u>(124,236)</u>	<u>152,019</u>
Total return on investments	<u>\$ 1,436,875</u>	<u>\$ 1,183,855</u>

Investment fees were \$55,475 and \$52,418 for the years ended August 31, 2018 and 2017, respectively.

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Note 3: Loans

The Foundation's mortgage loans and notes are as follows:

	2018	2017
First mortgage loans	\$ 926,672,116	\$ 811,491,896
Notes	3,869,722	3,832,855
	930,541,838	815,324,751
Allowance for loan losses	(14,000,000)	(12,000,000)
	\$ 916,541,838	\$ 803,324,751
	First	First
	Mortgage	Mortgage
	Loans - 2018	Loans - 2017
Allowance for loan losses		
Balance, beginning of year	\$ 12,000,000	\$ 11,000,000
Provision charged to expense	2,000,000	1,000,000
Balance, end of year	\$ 14,000,000	\$ 12,000,000

There was no allowance for loan losses attributable to notes at August 31, 2018 or 2017, and no related activity for 2018 or 2017.

Mortgage loans and unsecured notes bear interest at rates ranging from 3.25 percent to 8.5 percent. All mortgage loans are real estate mortgages and are secured by church property. The terms of the loans range from 15 to 30 years for mortgages and no more than three years for notes. The Foundation offers adjustable rates to borrowers based on the prevailing rate being charged by the Foundation at the time. Rates are adjusted every three years. The majority of all loans are made to borrowers located within the United States. At August 31, 2018 and 2017, 1.00 percent and 1.12 percent or \$9,264,436 and \$9,135,176, respectively, of the total mortgages and notes were made to foreign borrowers.

Internal Risk Categories

Loan grades are numbered 1 through 3. The use and application of these grades by the Foundation will be uniform and shall conform to the Foundation's policy.

Satisfactory (1) Loans or notes rated satisfactory have continued expectation of timely repayment, all obligations of the borrower are current, and the borrower complies with material terms and conditions of the loan agreement.

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Special Mention (2) Loans or notes that have potential weakness that deserve management’s attention and if left uncorrected may, at some future date, result in the weakening of the repayment prospects for the loan or note. These potential weaknesses may be due to circumstances being experienced by the borrower. These loans or notes are not adversely classified and do not expose the Foundation to sufficient risk to warrant adverse classification. Ordinarily, special mention loans or notes have characteristics which corrective management action would remedy.

Substandard (3) Loans or notes are inadequately protected by the current sound worth and paying capacity of the borrower. Borrower has a well-defined weakness that jeopardizes the repayment of the loan or note and has a probability of payment default with the distinct possibility that the Foundation will sustain some loss if noted deficiencies are not corrected.

Risk characteristics applicable to each segment of the loan portfolio are described as follows:

First Mortgage Loans: First Mortgage loans typically involve larger principal amounts and repayment of these loans is generally dependent on the successful operations of the church securing the loan. These loans are viewed primarily as cashflow loans and secondarily as loans secured by real estate. Credit risk in these loans may be impacted by the creditworthiness of a borrower, property values and the local economies in the church’s market areas.

Notes: The note portfolio consist of various term and line of credit loans that are unsecured. Repayment of these loans is generally dependent on the successful operations of the church securing the loan. These loans are viewed primarily as cashflow loans and secondarily as loans secured by real estate. Credit risk in these loans may be impacted by the creditworthiness of a borrower, property values and the local economies in the church’s market areas.

	2018		2017	
	First Mortgage Loans	Notes	First Mortgage Loans	Notes
Grade				
Satisfactory (1)	\$ 890,971,338	\$ 3,869,722	\$ 783,236,951	\$ 3,832,855
Special mention (2)	35,700,778	-	28,254,945	-
Substandard (3)	-	-	-	-
Total	<u>\$ 926,672,116</u>	<u>\$ 3,869,722</u>	<u>\$ 811,491,896</u>	<u>\$ 3,832,855</u>

At August 31, 2018 and 2017, the Foundation had 54 and 32 first mortgage loans amounting to \$44,665,347 and \$26,669,364, respectively, that were modified in troubled debt restructurings. The modification of terms of such loans was to become interest only for a period of time. There were no notes that were modified in troubled debt restructurings during the year. There were no troubled debt restructurings modified in the past 12 months that subsequently defaulted.

Accruing first mortgage loans delinquent 90 days or more totaled approximately \$652,000 and \$1,247,000 at August 31, 2018 and 2017, respectively. There were no first mortgage loans delinquent 90 days or more that were not accruing interest or that had a specific valuation allowance at August 31, 2018 or 2017. There were no notes delinquent 90 days or more at August 31, 2018 and 2017. The remaining balance of mortgage loans and notes are considered to be current.

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Foundation will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming loans but also include loans modified to interest only payments in troubled debt restructurings.

Impaired first mortgage loans totaled \$35,366,464 and \$28,245,945 at August 31, 2018 and 2017, respectively. There was no allowance for loan losses relating to impaired first mortgage loans as of August 31, 2018 and 2017, as the discounted cash flows or collateral value exceeded the carrying value of the loans. There were no impaired notes at August 31, 2018 and 2017, or during the years then ended.

Interest of approximately \$1,969,121 and \$1,537,911 was recognized on average impaired first mortgage loans of \$35,330,036 and \$27,940,489 for 2018 and 2017, respectively. There was \$2,008,464 and \$1,494,587 of interest recognized on the cash basis during 2018 and 2017, respectively.

Note 4: Employee Benefits

Foundation employees are eligible to participate in the Wesleyan Pension Fund, Inc. which is a defined contribution plan for The Wesleyan Church's elders, licensed ministers, commissioned lay missionaries and other qualified personnel. The Foundation contributes 12 percent of qualifying employee wages to the plan for its employees. The plan is noncontributory. The Foundation contributed \$253,518 and \$224,140 to the plan on behalf of its employees for the years ended August 31, 2018 and 2017, respectively.

Note 5: Savings Accounts

The Foundation's savings accounts are held by the following:

	<u>2018</u>	<u>2017</u>
The Wesleyan Church Corporation and World Mission accounts	\$ 10,384,826	\$ 9,448,927
Wesleyan pension fund	71,549,009	67,670,854
Other, members and affiliates	<u>769,773,064</u>	<u>716,893,865</u>
	<u>\$ 851,706,899</u>	<u>\$ 794,013,646</u>

Savings accounts are due on demand and bear interest at August 31 as follows:

	<u>2018</u>	<u>2017</u>
Under \$5,000	1.50%	1.00%
\$5,000 to \$34,999	2.00	1.50
\$35,000 and over	2.50	2.00

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Note 6: Trust Accounts and Annuities Payable

The Foundation administers savings accounts under various trust, gift and annuity agreements, whereby the Foundation acts as trustee and distributes income earned on the accounts to the designated beneficiaries. The assets received from the donor are recorded at fair value. The Foundation has recorded \$4,173,134 and \$4,297,480 at August 31, 2018 and 2017, respectively, which represents the estimated future payments required by the trust, gift or annuity agreements.

Note 7: Net Assets

Temporarily Restricted Net Assets

Temporarily restricted net assets at August 31 are restricted to:

	2018	2017
Future program activities	\$ 425,803	\$ 403,403

Permanently Restricted Net Assets

Permanently restricted net assets at August 31 are restricted to:

	2018	2017
Investment in perpetuity, the income of which is expendable to support various Wesleyan program activities	\$ 6,400,000	\$ 6,200,000

Net Assets Released From Restriction

Net assets released from restriction were related to the following programs:

	2018	2017
Missions	\$ 57,050	\$ 58,819
Education	39,600	40,827
Other programs	4,950	5,104
	\$ 101,600	\$ 104,750

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Note 8: Endowment

The Foundation's endowment consists of individual funds established for a variety of purposes. The endowment includes only donor-restricted endowment funds. As required by accounting principles generally accepted in the United States of America (GAAP), net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Foundation's governing body has interpreted the State of Indiana Prudent Management of Institutional Funds Act (Indiana UPMIFA) as requiring preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of donor-restricted endowment funds is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by Indiana UPMIFA. In accordance with Indiana UPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. Duration and preservation of the fund
2. Purposes of the Foundation and the fund
3. General economic conditions
4. Possible effect of inflation and deflation
5. Expected total return from investment income and appreciation or depreciation of investments
6. Investment policies of the Foundation

The composition of net assets by type of endowment fund at August 31, 2018 and 2017, was:

	2018			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds	\$ -	\$ 425,803	\$ 6,400,000	\$ 6,825,803
	2017			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds	\$ -	\$ 403,403	\$ 6,200,000	\$ 6,603,403

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Changes in endowment net assets for the years ended August 31, 2018 and 2017, were:

	2018			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ -	\$ 403,403	\$ 6,200,000	\$ 6,603,403
Investment return	-	124,000	200,000	324,000
Appropriation of endowment assets for expenditure	-	(101,600)	-	(101,600)
Endowment net assets, end of year	\$ -	\$ 425,803	\$ 6,400,000	\$ 6,825,803

	2017			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ -	\$ 380,653	\$ 6,200,000	\$ 6,580,653
Investment return	-	127,500	-	127,500
Appropriation of endowment assets for expenditure	-	(104,750)	-	(104,750)
Endowment net assets, end of year	\$ -	\$ 403,403	\$ 6,200,000	\$ 6,603,403

Amounts of donor-restricted endowment funds classified as permanently and temporarily restricted net assets at August 31, 2018 and 2017, consisted of:

	2018	2017
Permanently restricted net assets, portion of perpetual endowment funds required to be retained permanently by explicit donor stipulation or Indiana UPMIFA	\$ 6,400,000	\$ 6,200,000
Temporarily restricted net assets, portion of perpetual endowment funds subject to a time restriction under Indiana UPMIFA, with purpose restrictions	425,803	403,403

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level the Foundation is required to retain as a fund of perpetual duration pursuant to donor stipulation or Indiana UPMIFA. In accordance with GAAP, deficiencies of this nature are reported in unrestricted net assets. As of August 31, 2018 and 2017, there were no instances where the donor-restricted endowment funds were below the amount required to be maintained.

The Foundation does not have a formal investment and spending policy for endowment assets as of August 31, 2018, however, the endowment assets are generally invested in a manner that is intended to produce results that meet the Foundation's highest rate offered on investor deposits during each year. Additionally, the Foundation has historically expended approximately 90 percent of the donor-restricted endowment return on investments during the year.

Wesleyan Investment Foundation, Inc.

Notes to Consolidated Financial Statements

August 31, 2018 and 2017

Note 9: Related Parties

The Foundation provides services to certain units of the Wesleyan Church with which its officers and Board of Directors are affiliated. These transactions are in the normal course of business and on the same terms, including interest rates and collateral, as those available for comparable transactions.

Certain members of the Board of Directors of the Foundation also serve as members of the General Board of the Wesleyan Church Corporation. The Foundation rents space on a month-to-month basis and accepts savings deposits from the Wesleyan Church Corporation. These transactions are at rates and terms comparable with those available to others.

Grants are awarded to The Wesleyan Church Corporation and Departments of The Wesleyan Church Corporation. The rental rate charged by the Wesleyan Church Corporation to the Foundation was \$42,470 and 12,000 for 2018 and 2017, respectively. Approximately \$10,384,826 and \$9,448,927 of the savings deposits as of August 31, 2018 and 2017, respectively, were from the Wesleyan Church Corporation.

Note 10: Commitments

As of August 31, 2018 and 2017, the Foundation had approved but not disbursed approximately \$61,114,000 and \$55,366,000, respectively, in new loans and unused portions of construction loans and lines of credit to various member churches and church-related organizations for building programs. This amount does not include any foreign loan commitments.

Note 11: Disclosures About Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Wesleyan Investment Foundation, Inc.

Notes to Consolidated Financial Statements

August 31, 2018 and 2017

Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of financial position measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at August 31, 2018 and 2017:

	2018			
	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Money market funds	\$ 54,835,266	\$ 54,835,266	\$ -	\$ -
Corporate bonds	1,199,329	-	1,199,329	-
Fixed income mutual funds	1,828,712	1,828,712	-	-
Equity mutual funds	3,438,656	3,438,656	-	-
U.S. companies equity securities	521,697	521,697	-	-
Precious metals securities	1,904,040	1,904,040	-	-

	2017			
	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Money market funds	\$ 84,989,092	\$ 84,989,092	\$ -	\$ -
U.S. Government and agency securities	-	-	-	-
Corporate bonds	1,288,688	-	1,288,688	-
Fixed income mutual funds	1,783,712	1,783,712	-	-
Equity mutual funds	3,371,029	3,371,029	-	-
U.S. companies equity securities	564,446	564,446	-	-
Precious metals securities	2,073,210	2,073,210	-	-

Following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying statements of financial position, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended August 31, 2018. The Foundation has no liabilities measured at fair value on a recurring basis. Additionally, the Foundation has no assets or liabilities measured at fair value on a nonrecurring basis.

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2018 and 2017

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. Level 1 investments include money market funds, common stocks and mutual funds. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. Level 2 securities include U.S. Government and agency securities and corporate bonds. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy. The Foundation has no investments classified as Level 3.

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying statements of financial position at amounts other than fair value.

Note 12: Functional Expenses

The Foundation's expenses on a functional basis are as follows:

	<u>2018</u>	<u>2017</u>
Program expenses		
Grant expense	\$ 1,092,679	\$ 821,271
Interest expense	18,088,349	15,455,786
Loan services	<u>7,687,247</u>	<u>6,524,015</u>
Total program expenses	26,868,275	22,801,072
Management and general	<u>1,895,745</u>	<u>1,841,339</u>
	<u>\$ 28,764,020</u>	<u>\$ 24,642,411</u>

Wesleyan Investment Foundation, Inc.

Independent Auditor's Report and
Consolidated Financial Statements

August 31, 2017 and 2016



Wesleyan Investment Foundation, Inc.

August 31, 2017 and 2016

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Independent Auditor's Report

Board of Directors
Wesleyan Investment Foundation, Inc.
Indianapolis, Indiana

We have audited the accompanying consolidated financial statements of Wesleyan Investment Foundation, Inc. (Foundation), which comprise the consolidated statements of financial position as of August 31, 2017 and 2016, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Wesleyan Investment Foundation, Inc. as of August 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

BKD, LLP

Fort Wayne, Indiana
September 22, 2017

Wesleyan Investment Foundation, Inc.
Consolidated Statements of Financial Position
August 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Assets		
Cash and cash equivalents	\$ 7,908,979	\$ 8,683,805
Certificates of deposit	38,881,956	17,365,000
Investments	94,070,177	135,766,893
Loans, net of allowance for loan losses of \$12,000,000 and \$11,000,000 at August 31, 2017 and 2016, respectively	803,324,751	716,888,619
Accrued interest receivable	2,302,586	2,009,743
Deposit with foreign affiliate	857,510	1,711,852
Real estate held for investment	<u>42,120,108</u>	<u>41,009,893</u>
Total assets	<u>\$ 989,466,067</u>	<u>\$ 923,435,805</u>
Liabilities		
Savings accounts	\$ 794,013,646	\$ 746,389,178
Accrued interest payable	2,536,013	2,402,261
Trust accounts and annuities payable	<u>4,297,480</u>	<u>4,316,829</u>
Total liabilities	<u>800,847,139</u>	<u>753,108,268</u>
Net Assets		
Unrestricted	182,015,525	163,746,884
Temporarily restricted	403,403	380,653
Permanently restricted	<u>6,200,000</u>	<u>6,200,000</u>
Total net assets	<u>188,618,928</u>	<u>170,327,537</u>
Total liabilities and net assets	<u>\$ 989,466,067</u>	<u>\$ 923,435,805</u>

Wesleyan Investment Foundation, Inc.
Consolidated Statements of Activities
Years Ended August 31, 2017 and 2016

	2017			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Revenue, Gains and Other Support				
Interest and dividend income	\$ 39,869,276	\$ 127,500	\$ -	\$ 39,996,776
Loan servicing fees	769,992	-	-	769,992
Bequests and gifts	1,485,704	-	-	1,485,704
Net realized and unrealized gains	152,019	-	-	152,019
Net foreign currency translation adjustments	449,703	-	-	449,703
Other	79,608	-	-	79,608
Total	42,806,302	127,500	-	42,933,802
Net assets released from restriction	104,750	(104,750)	-	-
Total revenue, gains and other support	42,911,052	22,750	-	42,933,802
Expenses				
Interest	15,455,786	-	-	15,455,786
Salaries, payroll taxes and benefits	3,558,683	-	-	3,558,683
Provision for loan losses	1,000,000	-	-	1,000,000
Maintenance and repairs	164,856	-	-	164,856
Grants	821,271	-	-	821,271
Professional fees	47,800	-	-	47,800
Travel	1,827,687	-	-	1,827,687
Office expenses	1,045,800	-	-	1,045,800
Rent	12,000	-	-	12,000
Other operating expenses	708,528	-	-	708,528
Total expenses	24,642,411	-	-	24,642,411
Change in Net Assets	18,268,641	22,750	-	18,291,391
Net Assets, Beginning of Year	163,746,884	380,653	6,200,000	170,327,537
Net Assets, End of Year	\$ 182,015,525	\$ 403,403	\$ 6,200,000	\$ 188,618,928

2016

Unrestricted	Temporarily Restricted	Permanently Restricted	Total
\$ 36,911,026	\$ 135,000	\$ -	\$ 37,046,026
601,843	-	-	601,843
1,918,068	-	-	1,918,068
138,758	-	-	138,758
202,186	-	-	202,186
1,410,528	-	-	1,410,528
41,182,409	135,000	-	41,317,409
111,500	(111,500)	-	-
41,293,909	23,500	-	41,317,409
15,859,878	-	-	15,859,878
2,747,454	-	-	2,747,454
1,000,000	-	-	1,000,000
49,464	-	-	49,464
363,506	-	-	363,506
40,700	-	-	40,700
1,753,398	-	-	1,753,398
1,148,625	-	-	1,148,625
12,000	-	-	12,000
456,069	-	-	456,069
23,431,094	-	-	23,431,094
17,862,815	23,500	-	17,886,315
145,884,069	357,153	6,200,000	152,441,222
\$ 163,746,884	\$ 380,653	\$ 6,200,000	\$ 170,327,537

Wesleyan Investment Foundation, Inc.
Consolidated Statements of Cash Flows
Years Ended August 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Operating Activities		
Change in net assets	\$ 18,291,391	\$ 17,886,315
Items not requiring (providing) operating activities cash flows		
Provision for loan losses	1,000,000	1,000,000
Net realized and unrealized gains on investments	(152,019)	(138,758)
Net foreign currency translation adjustments	(449,703)	(202,186)
Changes in		
Accrued interest receivable	(292,843)	218,554
Accrued interest payable	133,752	(23,183)
Net cash provided by operating activities	<u>18,530,578</u>	<u>18,740,742</u>
Investing Activities		
Net change in certificates of deposit	(21,516,956)	(10,998,130)
Proceeds from sales of real estate held for investment	800,000	199,656
Purchases of real estate held for investment	(1,910,215)	(154,111)
Net change in deposit with foreign affiliate	854,342	(198,234)
Net increase in loans	(86,986,429)	(64,118,609)
Purchases of investments	(92,340,293)	(93,173,904)
Proceeds from disposition of investments	<u>134,189,028</u>	<u>72,361,587</u>
Net cash used in investing activities	<u>(66,910,523)</u>	<u>(96,081,745)</u>
Financing Activities		
Net increase in savings accounts	47,624,468	79,332,921
Net change in trust accounts and annuities payable	<u>(19,349)</u>	<u>(37,854)</u>
Net cash provided by financing activities	<u>47,605,119</u>	<u>79,295,067</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(774,826)	1,954,064
Cash and Cash Equivalents, Beginning of Year	<u>8,683,805</u>	<u>6,729,741</u>
Cash and Cash Equivalents, End of Year	<u>\$ 7,908,979</u>	<u>\$ 8,683,805</u>
Supplemental Cash Flows Information		
Interest paid	\$ 15,322,034	\$ 15,883,061

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2017 and 2016

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Wesleyan Investment Foundation, Inc. (Foundation) was incorporated as a not-for-profit organization in February 1960 under the laws of the state of Indiana. The Foundation, and its wholly-owned subsidiaries, Mesa Development, LLC, Tree Lane Development, LLC and Stone Crossing Medical I, LLC (collectively, Subsidiaries) is a not-for-profit corporation organized to loan funds to churches and other church-related organizations located throughout the United States and abroad for various building programs. The Subsidiaries are primarily engaged in holding real estate. The funds for these loans are obtained from individual members and affiliated organizations of the Wesleyan Church. This activity comprises the one main program of the Foundation.

Principles of Consolidation

The consolidated financial statements include the accounts of the Foundation and Subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains, losses and other changes in net assets during the reporting period. Actual results could differ from those estimates. A material estimate in the financial statements is the allowance for loan losses.

Temporarily and Permanently Restricted Net Assets

The temporarily restricted net asset class includes assets of the Foundation related to gifts with explicit donor-imposed restrictions that have not been met as to specified purposes or to later periods of time or after specified dates. Unconditional promises to give that are due in future periods and are not permanently restricted are classified as temporarily restricted net assets.

The permanently restricted net asset class includes assets of the Foundation for which the donor has stipulated that the contribution be maintained in perpetuity. Donor-imposed restrictions limiting the use of the assets or their economic benefit neither expire with the passage of time nor can be removed by satisfying a specific purpose.

Cash, Cash Equivalents and Certificates of Deposit

The Foundation considers all liquid investments with original maturities of three months or less to be cash equivalents. At August 31, 2017, cash equivalents exceeded federally insured limits by approximately \$6,907,000.

Wesleyan Investment Foundation, Inc.

Notes to Consolidated Financial Statements

August 31, 2017 and 2016

Cash and cash equivalents include approximately \$1,907,000 and \$2,300,000 of cash in foreign bank accounts at August 31, 2017 and 2016, respectively.

Investments and Investment Return

Investments in equity securities having a readily determinable fair value and in all debt securities are carried at fair value. Cash and certificates of deposits (which are included as a component of short-term investments) are carried at cost. Investment return includes dividends, interest and other investment income, realized and unrealized gains and losses on investments carried at fair value and realized gains and losses on other investments.

Investment return is reflected in the statements of activities as unrestricted, temporarily restricted and permanently restricted based upon the existence and nature of any donor or legally imposed restrictions.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at their principal amount outstanding, adjusted for the allowance for loan losses. Interest income is accrued on the principal balances of loans. The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due. All interest accrued but not collected that are placed on nonaccrual are reversed against interest income. The interest on these loans is accounted for on the cash basis until qualifying for return to accrual. Loans are returned to accrual status when amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers nonclassified loans and is based on historical charge-off experience and expected loss given default derived from the Foundation's internal risk rating process. Other adjustments may be made to the allowance after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

Wesleyan Investment Foundation, Inc.

Notes to Consolidated Financial Statements

August 31, 2017 and 2016

A loan is considered impaired when, based on current information and events, it is probable that the Foundation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.

Income Taxes

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the U.S. Internal Revenue Code and a similar provision of state law. The Foundation is not considered to be a private foundation. The Foundation is a subordinate organization of The Wesleyan Church Corporation and does not file any income tax returns in the U.S. federal, state or foreign jurisdictions.

Real Estate Held for Investment

Real estate held for investment is valued at the lower of cost or fair value.

Revenue Recognition

Interest income on loans is computed daily based on the principal amount of the loans outstanding.

The Foundation reports gifts of cash and other assets as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Foundation reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Foreign Currency Translation Adjustments

Canadian loans and the deposits with foreign affiliates require annual adjustments for the currency exchange gain or loss at year-end. The net foreign currency translation adjustments are reflected in the statements of activities.

Wesleyan Investment Foundation, Inc.
Notes to Consolidated Financial Statements
August 31, 2017 and 2016

Deposit With Foreign Affiliate

The deposit with foreign affiliate is being accounted for at cost plus reinvested earnings and is adjusted annually for the currency exchange gain or loss at year-end.

Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Note 2: Investments and Investment Return

The Foundation's investments at August 31 consisted of the following:

	2017	2016
Short-term investments	\$ 84,989,092	\$ 128,072,702
U.S. Government and agency securities	-	4,000
Corporate bonds	1,288,688	1,338,091
Fixed income mutual funds	1,783,712	2,180,371
Equity mutual funds	3,371,029	2,666,084
Common stocks	<u>2,637,656</u>	<u>1,505,645</u>
Total	<u>\$ 94,070,177</u>	<u>\$ 135,766,893</u>

The following schedule summarizes the investment return and its classification in the statements of activities for the years ended August 31, 2017 and 2016:

	2017	2016
Dividends and interest	\$ 1,031,836	\$ 798,853
Net realized and unrealized gains on investments	<u>152,019</u>	<u>138,758</u>
Total return on investments	<u>\$ 1,183,855</u>	<u>\$ 937,611</u>

Investment fees were \$52,418 and \$49,658 for the years ended August 31, 2017 and 2016, respectively.

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Note 3: Loans

The Foundation's mortgage loans and notes are as follows:

	2017	2016
First mortgage loans	\$ 811,491,896	\$ 724,312,986
Notes	3,832,855	3,575,633
	815,324,751	727,888,619
Allowance for loan losses	(12,000,000)	(11,000,000)
	\$ 803,324,751	\$ 716,888,619
	First Mortgage Loans - 2017	First Mortgage Loans - 2016
Allowance for loan losses		
Balance, beginning of year	\$ 11,000,000	\$ 10,000,000
Provision charged to expense	1,000,000	1,000,000
Balance, end of year	\$ 12,000,000	\$ 11,000,000

There was no allowance for loan losses attributable to notes at August 31, 2017 or 2016, and no related activity for 2017 or 2016.

Mortgage loans and unsecured notes bear interest at rates ranging from 3 percent to 8.5 percent. All mortgage loans are real estate mortgages and are secured by church property. The terms of the loans range from 15 to 20 years for mortgages and no more than three years for notes. The Foundation offers adjustable rates to borrowers based on the prevailing rate being charged by the Foundation at the time. Rates are adjusted every three years. The majority of all loans are made to borrowers located within the United States. At August 31, 2017 and 2016, 1.12 percent and 1.01 percent or \$9,135,176 and \$7,348,289, respectively, of the total mortgages and notes were made to foreign borrowers.

Internal Risk Categories

Loan grades are numbered 1 through 3. The use and application of these grades by the Foundation will be uniform and shall conform to the Foundation's policy.

Satisfactory (1) Loans or notes rated satisfactory have continued expectation of timely repayment, all obligations of the borrower are current, and the borrower complies with material terms and conditions of the loan agreement.

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Special Mention (2) Loans or notes that have potential weakness that deserve management’s attention and if left uncorrected may, at some future date, result in the weakening of the repayment prospects for the loan or note. These potential weaknesses may be due to circumstances being experienced by the borrower. These loans or notes are not adversely classified and do not expose the Foundation to sufficient risk to warrant adverse classification. Ordinarily, special mention loans or notes have characteristics which corrective management action would remedy.

Substandard (3) Loans or notes are inadequately protected by the current sound worth and paying capacity of the borrower. Borrower has a well-defined weakness that jeopardizes the repayment of the loan or note and has a probability of payment default with the distinct possibility that the Foundation will sustain some loss if noted deficiencies are not corrected.

Risk characteristics applicable to each segment of the loan portfolio are described as follows:

First Mortgage Loans: First Mortgage loans typically involve larger principal amounts and repayment of these loans is generally dependent on the successful operations of the church securing the loan. These loans are viewed primarily as cashflow loans and secondarily as loans secured by real estate. Credit risk in these loans may be impacted by the creditworthiness of a borrower, property values and the local economies in the church’s market areas.

Notes: The note portfolio consist of various term and line of credit loans that are unsecured. Repayment of these loans is generally dependent on the successful operations of the church securing the loan. These loans are viewed primarily as cashflow loans and secondarily as loans secured by real estate. Credit risk in these loans may be impacted by the creditworthiness of a borrower, property values and the local economies in the church’s market areas.

	<u>2017</u>		<u>2016</u>	
	<u>First Mortgage Loans</u>	<u>Notes</u>	<u>First Mortgage Loans</u>	<u>Notes</u>
Grade				
Satisfactory (1)	\$ 783,236,951	\$ 3,832,855	\$ 703,949,341	\$ 3,575,633
Special mention (2)	28,254,945	-	20,363,645	-
Substandard (3)	-	-	-	-
Total	<u>\$ 811,491,896</u>	<u>\$ 3,832,855</u>	<u>\$ 724,312,986</u>	<u>\$ 3,575,633</u>

At August 31, 2017 and 2016, the Foundation had 32 and 26 first mortgage loans amounting to \$26,669,364 and \$33,454,391, respectively, that were modified in troubled debt restructurings. The modification of terms of such loans was to become interest only for a period of time. There were no notes that were modified in troubled debt restructurings during the year. There were no troubled debt restructurings modified in the past 12 months that subsequently defaulted.

Accruing first mortgage loans delinquent 90 days or more totaled approximately \$1,247,000 and \$0 at August 31, 2017 and 2016, respectively. There were no first mortgage loans delinquent 90 days or more that were not accruing interest or that had a specific valuation allowance at August 31, 2017 or 2016. There were no notes delinquent 90 days or more at August 31, 2017 and 2016.

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A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Foundation will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming loans but also include loans modified to interest only payments in troubled debt restructurings.

Impaired first mortgage loans totaled \$28,245,945 and \$20,363,645 at August 31, 2017 and 2016, respectively. There was no allowance for loan losses relating to impaired first mortgage loans as of August 31, 2017 and 2016, as the discounted cash flows or collateral value exceeded the carrying value of the loans. There were no impaired notes at August 31, 2017 and 2016, or during the years then ended.

Interest of approximately \$1,537,911 and \$1,063,647 was recognized on average impaired first mortgage loans of \$27,940,489 and \$20,395,626 for 2017 and 2016, respectively. There was \$1,494,587 and \$1,060,766 of interest recognized on the cash basis during 2017 and 2016, respectively.

Note 4: Employee Benefits

Foundation employees are eligible to participate in the Wesleyan Pension Fund, Inc. which is a defined contribution plan for The Wesleyan Church's elders, licensed ministers, commissioned lay missionaries and other qualified personnel. The Foundation contributes 12 percent of qualifying employee wages to the plan for its employees. The plan is noncontributory. The Foundation contributed \$224,140 and \$197,197 to the plan on behalf of its employees for the years ended August 31, 2017 and 2016, respectively.

Note 5: Savings Accounts

The Foundation's savings accounts are held by the following:

	<u>2017</u>	<u>2016</u>
The Wesleyan Church Corporation and World Mission accounts	\$ 9,448,927	\$ 9,631,508
Wesleyan pension fund	67,670,854	64,350,807
Other, members and affiliates	<u>716,893,865</u>	<u>672,406,863</u>
	<u>\$ 794,013,646</u>	<u>\$ 746,389,178</u>

Savings accounts are due on demand and bear interest at August 31 as follows:

	<u>2017</u>	<u>2016</u>
Under \$5,000	1.00%	1.00%
\$5,000 to \$34,999	1.50	1.50
\$35,000 and over	2.00	2.00

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Note 6: Trust Accounts and Annuities Payable

The Foundation administers savings accounts under various trust, gift and annuity agreements, whereby the Foundation acts as trustee and distributes income earned on the accounts to the designated beneficiaries. The assets received from the donor are recorded at fair value. The Foundation has recorded \$4,297,480 and \$4,316,829 at August 31, 2017 and 2016, respectively, which represents the estimated future payments required by the trust, gift or annuity agreements.

Note 7: Net Assets

Temporarily Restricted Net Assets

Temporarily restricted net assets at August 31 are restricted to:

	2017	2016
Future program activities	\$ 403,403	\$ 380,653

Permanently Restricted Net Assets

Permanently restricted net assets at August 31 are restricted to:

	2017	2016
Investment in perpetuity, the income of which is expendable to support various Wesleyan program activities	\$ 6,200,000	\$ 6,200,000

Net Assets Released From Restriction

Net assets released from restriction were related to the following programs:

	2017	2016
Missions	\$ 58,819	\$ 62,609
Education	40,827	43,459
Other programs	5,104	5,432
	\$ 104,750	\$ 111,500

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Note 8: Endowment

The Foundation's endowment consists of individual funds established for a variety of purposes. The endowment includes only donor-restricted endowment funds. As required by accounting principles generally accepted in the United States of America (GAAP), net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Foundation's governing body has interpreted the State of Indiana Prudent Management of Institutional Funds Act (Indiana UPMIFA) as requiring preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of donor-restricted endowment funds is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by Indiana UPMIFA. In accordance with Indiana UPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. Duration and preservation of the fund
2. Purposes of the Foundation and the fund
3. General economic conditions
4. Possible effect of inflation and deflation
5. Expected total return from investment income and appreciation or depreciation of investments
6. Investment policies of the Foundation

The composition of net assets by type of endowment fund at August 31, 2017 and 2016, was:

	2017			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Donor-restricted endowment funds	\$ -	\$ 403,403	\$ 6,200,000	\$ 6,603,403

	2016			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Donor-restricted endowment funds	\$ -	\$ 380,653	\$ 6,200,000	\$ 6,580,653

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Changes in endowment net assets for the years ended August 31, 2017 and 2016, were:

	2017			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ -	\$ 380,653	\$ 6,200,000	\$ 6,580,653
Investment return	-	127,500	-	127,500
Appropriation of endowment assets for expenditure	-	(104,750)	-	(104,750)
Endowment net assets, end of year	\$ -	\$ 403,403	\$ 6,200,000	\$ 6,603,403

	2016			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ -	\$ 357,153	\$ 6,200,000	\$ 6,557,153
Investment return	-	135,000	-	135,000
Appropriation of endowment assets for expenditure	-	(111,500)	-	(111,500)
Endowment net assets, end of year	\$ -	\$ 380,653	\$ 6,200,000	\$ 6,580,653

Amounts of donor-restricted endowment funds classified as permanently and temporarily restricted net assets at August 31, 2017 and 2016, consisted of:

	2017	2016
Permanently restricted net assets, portion of perpetual endowment funds required to be retained permanently by explicit donor stipulation or Indiana UPMIFA	\$ 6,200,000	\$ 6,200,000
Temporarily restricted net assets, portion of perpetual endowment funds subject to a time restriction under Indiana UPMIFA, with purpose restrictions	\$ 403,403	\$ 380,653

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level the Foundation is required to retain as a fund of perpetual duration pursuant to donor stipulation or Indiana UPMIFA. In accordance with GAAP, deficiencies of this nature are reported in unrestricted net assets. As of August 31, 2017 and 2016, there were no instances where the donor-restricted endowment funds were below the amount required to be maintained.

The Foundation does not have a formal investment and spending policy for endowment assets as of August 31, 2017; however, the endowment assets are generally invested in a manner that is intended to produce results that meet the Foundation's highest rate offered on investor deposits during each year. Additionally, the Foundation has historically expended approximately 90 percent of the donor-restricted endowment return on investments during the year.

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Note 9: Related Parties

The Foundation provides services to certain units of the Wesleyan Church with which its officers and Board of Directors are affiliated. These transactions are in the normal course of business and on the same terms, including interest rates and collateral, as those available for comparable transactions.

Certain members of the Board of Directors of the Foundation also serve as members of the General Board of the Wesleyan Church Corporation. The Foundation rents space on a month-to-month basis and accepts savings deposits from the Wesleyan Church Corporation. These transactions are at rates and terms comparable with those available to others.

Grants are awarded to The Wesleyan Church Corporation and Departments of The Wesleyan Church Corporation. The rental rate charged by the Wesleyan Church Corporation to the Foundation was \$12,000 for 2017 and 2016, respectively. Approximately \$9,631,508 and \$9,448,927 of the savings deposits as of August 31, 2017 and 2016, respectively, were from the Wesleyan Church Corporation.

Note 10: Commitments

As of August 31, 2017 and 2016, the Foundation had approved but not disbursed approximately \$55,366,000 and \$37,375,550, respectively, in new loans and unused portions of construction loans and lines of credit to various member churches and church-related organizations for building programs. This amount does not include any foreign loan commitments.

Note 11: Disclosures About Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

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Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of financial position measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at August 31, 2017 and 2016:

	2017			
	Fair Value Measurements Using			
	Fair Value	Quoted Prices		
		in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Money market funds	\$ 84,989,092	\$ 84,989,092	\$ -	\$ -
Corporate bonds	1,288,688	-	1,288,688	-
Fixed income mutual funds	1,783,712	1,783,712	-	-
Equity mutual funds	3,371,029	3,371,029	-	-
U.S. companies equity securities	564,446	564,446	-	-
Precious metals securities	2,073,210	2,073,210	-	-

	2016			
	Fair Value Measurements Using			
	Fair Value	Quoted Prices		
		in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Money market funds	\$ 128,010,433	\$ 128,010,433	\$ -	\$ -
U.S. Government and agency securities	4,000	-	4,000	-
Corporate bonds	1,338,091	-	1,338,091	-
Fixed income mutual funds	2,180,371	2,180,371	-	-
Equity mutual funds	2,666,084	2,666,084	-	-
U.S. companies equity securities	471,050	471,050	-	-
Precious metals securities	1,034,595	1,034,595	-	-

Following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying statements of financial position, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended August 31, 2017. The Foundation has no liabilities measured at fair value on a recurring basis. Additionally, the Foundation has no assets or liabilities measured at fair value on a nonrecurring basis.

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Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. Level 1 investments include money market funds, common stocks and mutual funds. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. Level 2 securities include U.S. Government and agency securities and corporate bonds. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy. The Foundation has no investments classified as Level 3.

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying statements of financial position at amounts other than fair value.

Note 12: Functional Expenses

The Foundation's expenses on a functional basis are as follows:

	<u>2017</u>	<u>2016</u>
Program expenses		
Grant expense	\$ 821,271	\$ 363,506
Interest expense	15,455,786	15,859,878
Loan services	<u>6,524,015</u>	<u>5,655,784</u>
Total program expenses	<u>22,801,072</u>	<u>21,879,168</u>
Management and general	<u>1,841,339</u>	<u>1,551,926</u>
	<u>\$ 24,642,411</u>	<u>\$ 23,431,094</u>