



## **WFP Income Fund Announces a 5.14% Net Annualized Return through May 2020**

June 3, 2020, Newport Beach, California - The WFP Income Fund, managed by Wilshire Finance Partners, paid investors a net annualized non-compounded return through May 31, 2020 of 5.14%. As more fully described below, the Fund did not pay a dividend to investors in May 2020. The net annualized compounded return for the fund since its inception on September 23, 2013 through May 31, 2020 was 8.86%.

The WFP Income Fund (the “WFP Income Fund”) is a short term, fixed income alternative investment that seeks to protect the investor’s principal while also providing attractive risk-adjusted returns. The WFP Income Fund is the sole holder of all common shares of WFP Income Fund REIT, LLC, a Delaware limited liability company (the “REIT” and collectively with the WFP Income Fund, the “Fund”). The WFP Income Fund, directly and indirectly through the REIT, invests in business purpose loans secured by first trust deeds and mortgages within the United States. The REIT was formed as a subsidiary of the WFP Income Fund in January 2019 to enable noncorporate investors to obtain up to a 20% tax deduction on REIT dividends received through the Fund under the Tax Cuts and Jobs Act of 2017.

The return obtained by the Fund was on an unlevered basis and was primarily the result of interest income received on the first trust deeds and mortgages in the Fund’s portfolio.

### **Performance by the Numbers**

As of May 31, 2020:

Net Annualized Non-Compounded Return:	5.14%*
Monthly Return (stand-alone basis):	0.00% (or 0.00%** annualized)
Net Annualized Compounded Return (since inception):	8.86%
Weighted Average Loan-to-Value:	60.90%
Weighted Average Maturity:	25 months
Average Loan Size:	\$1,762,802
Non-Performing Loans:	1
Repayment Percentage:	13.16%



Liquidity / Cash Position:

16.36%  
(REIT liquidity  
percentage)

\*Net of the increase in the Loan Loss Allowance.

\*\* As addressed under Loan Servicing Update below, the Fund increased the Loan Loss Reserve and made a special allocation against distressed loan in the Fund's portfolio.

### Loan Servicing Update

At month end, the Fund's portfolio consisted of loans secured in first lien position against residential, office, retail, light industrial, warehouse and senior assisted living properties, predominantly in the State of California. Other states represented in the Fund's loan portfolio at month end included Alabama, Colorado, Florida, Maryland, Michigan, North Carolina, Texas and Washington.

The impacts of the COVID-19 pandemic and the April 1, 2020 mortgage payment due date was a catalyst for a large influx of borrower conversations. Although no new requests were made in May 2020, several of the requests for short relief that arose in April 2020 were addressed in May 2020 through the completion of modification and forbearance agreements. Further, as addressed in the Interperiod Release on May 29, 2020 and described in "Foreclosures" below, Management identified a loan near the University of Texas at Tyler (UT Tyler) that is impaired and has resulted in a write down in the Fund. Until the economy starts to stabilize and property cash flows normalize, the 11<sup>th</sup> day of each calendar month (i.e. the end of the 10 day grace period following the mortgage payment due date on the 1<sup>st</sup> day of each month) will continue to be a significant bellwether for the loans in the fund's portfolio and the mortgage industry generally, as well as being a driver for borrower discussions and potential additional requests for payment relief. Therefore, while the information in this release is based on the facts and circumstances management believed to be true as of date of this release, because the environment continues to be extremely dynamic and fast-paced, there may be other factors which surface later that may impact the fund's performance.

The information below is based on information available as of the date of this release. Regardless of the existence of formal modification or forbearance agreements, the commencement of foreclosure actions or the management of real estate owned (REO), changes in the facts and circumstances surrounding a borrower or a property may positively or negatively impact a loan or an asset's performance resulting in a change in the method or approach used by the manager and the Fund's results.

	Number of Loans	Percentage of Total Loans	Aggregate Loan Amount	Percentage of Principal Balance of All Loans	Percentage of Assets	Original WALT <sup>1</sup>	Current WALT <sup>2</sup>	Aggregate Modified Principal Balance	Modified WALT <sup>3</sup>
Inquiries and Conversations	13	43.33%	\$ 29,492,000	55.83%	45.59%	61.62%	63.84%		
Late Payments									
0 to 30 days	0	0.00%	\$ -	0.00%	0.00%	N/A	0.00%		
31 to 60 days	0	0.00%	\$ -	0.00%	0.00%	N/A	N/A		
61 to 90 days	1	3.33%	\$ 2,880,000	5.45%	4.45%	61.60%	1.6		
Over 90 days	0	0.00%	\$ -	0.00%	0.00%	N/A	N/A		
Forbearance Discussions	0	0.00%	\$ -	0.00%	0.00%	N/A	N/A		
Forbearance Agreements	1	3.33%	\$ 2,526,000	4.78%	3.90%	63.15%	84.34%	\$ 2,589,702	86.47%
Modification Discussions	0	0.00%	\$ -	0.00%	0.00%	N/A	N/A		
Modification Agreements	5	16.67%	\$ 13,550,000	25.65%	20.95%	64.15%	62.44%	\$ 13,740,700	62.86%
Total Forbearance and Modification Agreements	6	20.00%	\$ 16,076,000	30.44%	24.85%	64.00%	64.00%	\$ 16,330,402	66.60%
Loans in Foreclosure	1	3.33%	\$ 2,880,000	5.45%	4.45%	61.60%	160.00%		



	Number of Properties Owned (REO)	Percentage of Total Loans and Real Estate Assets	Original Aggregate Loan Amount	Estimated Aggregate Current Value <sup>4</sup>	Estimated Aggregate Cost Basis In REO Properties <sup>5</sup>	Estimated Cost of Sale <sup>6</sup>	Estimated Gross Potential Gain / (Loss) on Sale <sup>7</sup>	Aggregate Specific Loan Loss Reserve <sup>8</sup>	Estimated Adjusted Recovery / (Loss) <sup>9</sup>
Real Estate Owned (REO)	0	0.00%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
	Loan Loss Reserve <sup>10</sup>	Percentage of Total Assets	Percentage of Total Loans and Real Estate Assets (REO) <sup>11</sup>	Percentage of Total Forbearance and Modification Agreements <sup>12</sup>	Percentage of Total Loans in Foreclosure <sup>13</sup>	Percentage of Loans in Foreclosure and REO <sup>14</sup>	Percentage of REO <sup>15</sup>		
Total Loan Loss Reserve Percentage	\$ 878,441	1.36%	1.66%	5.38%	30.50%	30.50%	N/A		

Footnotes

1 - Original WALTV is based on the appraisals completed at the time the loan was originally made for the subset of identified loans.

2 - Current WALTV is an estimate of the current property values for the subset of identified loans based on internal analysis, desk top appraisal reviews, drive-by appraisals appraisals, and/or other data.

3 - Modified WALTV is based on the increased principal balance of the loan for the subset of identified loans as a percentage of the estimated current value. Principal increases will result from, among other things, payment forbearance, the establishment of interest reserves, protective payments or holdbacks for taxes and insurance.

4 - Estimated Aggregate Current Value is an estimate of the current property values for the subset of REO properties based on internal analysis, desk top appraisal reviews, drive-by appraisals, appraisals, broker price opinions and/or other data.

5 - Estimated Aggregate Cost Basis in Properties is an estimate of the fund's capital expenditures on the properties; including, the original loan amount, interest, default interest, late fees, fees and costs of foreclosure, costs of collection, taxes and insurance, rehabilitation costs, and other carrying costs and expenses.

6 - Estimated Cost of Sale is the estimated cost to market and sell the property and includes, among other things, Realtor commissions estimated at 6% and other costs of sale estimated at 3%.

7 - Estimated Gross Potential Gain / (Loss) on Sale assumes a sale at the Estimated Current Value, less the sum of the Estimated Aggregate Cost Basis in the Properties plus the Estimated Cost of Sale.

8 - Aggregate Specific Loan Loss Reserve is the aggregate amount of property specific loan loss reserve set asides on Real Estate Owned (REO)

9 - Estimated Adjusted Recovery / (Loss) is the Estimated Gross Potential Gain / (Loss) on Sale offset by the Aggregate Specific Loss Reserve plus any later recovery.

10 - Loan Loss Reserve is as of the latest reporting period for the respective fund. i.e. Monthly for the WFP Income Fund and WFP Income Fund REIT; quarterly for the WFP Opportunity Fund

11 - Loan Loss Reserves as a percentage of Total Loans and the Estimated Aggregate Cost Basis in REO Properties

12 - Loan Loss Reserves as a percentage of Aggregate Modified Principal Balance of loans under executed Modification and Forbearance Agreements

13 - Loan Loss Reserves as a percentage of the Aggregate Modified Principal Balance of loans in foreclosure.

14 - Loan Loss Reserves as a percentage of the Aggregate Principal Balance of loans in foreclosure and the Estimated Aggregate Cost Basis of REO Properties.

15 - Loan Loss Reserves as a percentage of the Estimated Aggregate Cost Basis of REO Properties

As of May 31, 2020, Management was contacted by and initiated communications with approximately 43% of the borrowers in the REIT. The outstanding principal balance of those borrowers represented approximately 56% of the loan portfolio. Several of the borrowers who originally reached out to Management in April 2020, again reached out to Management in May 2020 to discuss their concerns about a potential future need for payment relief but did not require any immediate action.

At month end, management completed a total of 6 modification and forbearance agreements representing approximately 20% of total loans and the outstanding principal balance of those borrowers represented approximately 30% of the loan portfolio. Under the modification agreements the loan balances were increased to establish an interest reserve for each loan to make or subsidize the monthly mortgage payments in the near term. Those changes resulted in an increase in the weighted average loan-to-value (Modified WALTV) to 63% from the original weighted average loan-to-value (Original WALTV) of approximately 64%.

Under the 2 forbearance agreements, management agreed to forbear (versus waive) the collection of mortgage payments for several months, resulting in an increase in the outstanding principal balance of the loans through the capitalization (or addition) of the uncollected payments to the principal balance of the loan. Under 1 agreement the uncollected payments will be spread over the remaining payments over the term of the loan, and under the other agreement the uncollected payments will be paid upon the payoff of the loan. Those changes resulted in an increase in the weighted average loan-to-value (Modified WALTV) to 86.47% from the original weighted average loan-to-value (Original WALTV) of approximately 63%. The increase in the Current WALTV over the Original WALTV in the loans under forbearance is the result of one loan where the borrower has listed the property for sale at a price they believe is substantially below the market value to facilitate a quick sale.



As of May 31, 2020, one loan was in foreclosure. See Foreclosures below. The Fund did not hold any real estate owned (REO) in its portfolio.

Through May 31, 2020, approximately 13.16% of loans repaid.

### **Foreclosures**

Following the closing of the Fund's books and reporting of the April 2020 results and as of May 31, 2020, a loan secured by a retail property went into default. The property is located in Tyler, Texas across from The University of Texas at Tyler (UT Tyler). UT Tyler shut down its campus and required that all classes be taught remotely as of the end of the first quarter of 2020. The owner of the property was attempting to turn-around the operations of the property and UT Tyler's decision to shut down its campus in response to the COVID-19 pandemic caused additional negative impacts to the property. The April 1, 2020 payment made by the borrower was returned for insufficient funds and the May 1, 2020 payment was not made. Wilshire commenced discussions with the borrower about potential payment relief and other loan workout solutions, however, those communications stalled. The borrower subsequently defaulted repayment of the loan on its maturity date of May 24, 2020.

The REIT holds an A Note secured by the property. The structure of an A Note results from a participation in single note where the note is split into a senior tranche (or "A Note") and a subordinate tranche (or "B Note"). A Notes typically carry a lower rate of interest and are superior to the B Note, but with respect to the borrower, are secured by a deed of trust in first lien position. The structure and relative rights of the holder of the A Note and the holder of the B Note are governed by a Loan Sale and Intercreditor Agreement (the "Intercreditor Agreement").

The split of the note was completed under the original loan structure in 2017. In accordance with the Intercreditor Agreement, the A Note held by the REIT represented an 80% senior interest in the loan and the B Note held by the WFP Opportunity Fund, LLC, a California limited liability company (the "Opportunity Fund") represented a 20% subordinate interest in the loan.

As a result of the defaults and upon consultation with Fund's external legal counsel, accountants and other advisors, Management commenced the following actions:

- **Workout Limited Liability Company.** A single asset limited liability company (the "Workout LLC") was formed to hold the note, commence foreclosure, and control the property if it reverts to the Workout LLC through foreclosure.
- **Contribution of A Note.** The REIT contributed the A Note to the Workout LLC in exchange for an 80% membership interest in the Workout LLC. Concurrently, the Opportunity Fund contributed the B Note to the Workout LLC in exchange for a 20% membership interest. Further, each of the REIT and the Opportunity Fund contributed cash representing their pro rata share of the estimated mandatory advances for the protection and preservation of the property during the foreclosure and collection process. This resulted in the Workout LLC holding the entire single note secured in first lien position against the property. To keep the original economics and exposure



under the split note intact, the rights, preferences and privileges under the Intercreditor Agreement, including the allocation of gains and losses under the senior-subordinate structure, were retained in the Workout LLC operating agreement.

- Foreclosure Preparation. In connection with the defaults and the preparation in connection with the foreclosure action, Management conducted pre-foreclosure due diligence on the property and the guarantors; including, obtaining current market lease rates and sales comparisons from several in-market commercial Realtors, leasing agents and property managers. As of the date of this communication, an updated appraisal on the property is still pending.
- Foreclosure. The Workout LLC commenced foreclosure action.

Based on the current information received on current lease rates and sales comparisons, the value of the property was significantly lower than the original appraised value obtained in 2017. As of the date of this release, new appraisals on the property are pending.

On May 29, 2020 through an Interperiod Release and on June 1, 2020 through a Correction to the Interperiod Release (collectively, the May 2020 Interperiod Release), Management communicated to investors that the Fund will incur a loss of approximately 0.60%, net of an offset from the Loan Loss Allowance and that such loss would impact the capital account balances of the Fund's investors. Subsequent to the 2020 Interperiod Release, Management entered into settlement discussions with and received a draft proposal from the borrowers on the UT Tyler loan. While the proposal is not finalized and is subject to further negotiation, it contains provisions for the delay of the foreclosure sale in exchange for an initial interim payment. As a result, whether or not an agreement is ultimately reached, a delay will occur in the realization of any loss to the Fund and, if finalized and fully executed upon, a settlement agreement may result in a recovery of portion of the write down the Fund anticipated.

Based on consultation with the Fund's accountants, and to protect the principal balances in the capital accounts of the Fund's investors, the Fund has taken and will take the following actions:

- Legal Action. Legal counsel in Texas has been engaged to negotiate the proposal and a potential settlement agreement. If those negotiations are unsuccessful, legal counsel will continue to review and pursue various claims post-foreclosure; including, claim for deficiency against the guarantors under the loan and, potentially, other parties where a claim can be made. To the extent there are any recoveries from those claims, they may act to offset the losses to the REIT and the Opportunity Fund. Any such recoveries will first be paid to the REIT until it has recovered the unpaid principal amount and other sums due under the terms of the A Note, and, thereafter, any remaining recovery will be paid to the Opportunity Fund under the terms of the B Note. There are no certainties in litigation and therefore Wilshire cannot provide any representations or guarantees about amount and timing of a recovery of all or a portion of the losses, if any.
- Loan Loss Reserves. To build the Loan Loss Reserves in anticipation of a future loss under the UT Tyler loan, Management is adjusting the accrual for the Loan Loss Allowance in the Fund and the



REIT as follows: The monthly accrual for the loan loss reserve in the Fund and the REIT will be increased to 0.29% per month (or approximately 3.5% per annum).

- Monthly Dividends. In addition to the increase in the Loan Loss Allowance addressed above, dividend distributions were suspended in May and will be suspended in June to add additional funds to the Loan Loss Allowance as a special allocation against the UT Tyler loan transaction.

As a result of the increase in the Loan Loss Allowance and not distributing a dividend in May 2020, the potential uncovered loss in the Fund was reduced from approximately 0.60% to 0.40% based on the current loss estimates. Further, based on the current loss estimates, it is anticipated that by withholding dividends and increasing the Loan Loss Allowance accrual, the balance in the Loan Loss Allowance at the end of June 2020 will be sufficient address the current estimated loss on the UT Tyler loan, the current principal balances in the capital accounts of the Fund's investors will not be impacted by such loss, and dividend distributions will recommence in August 2020 for the July 2020 month end.

Management will continue to assess the market and the adequacy of the reserves and dividend distributions on a move forward basis and may make further adjustments, which may include specific reserves against particular problem assets. That said, there can be no assurance that the present or future amount of the Loan Loss Reserves will be sufficient to cover any and all losses which the REIT and the Fund may experience. After the current conditions have subsided and the real estate market has normalized, Wilshire may distribute excess reserves and loan recoveries, if any, to the then current investors in the Fund as a special dividend.

- Redemptions. After careful consideration, while Wilshire believes the impact of the current environment on the Fund has not been fully realized, Wilshire also recognizes our investor's need for liquidity. Therefore, the moratorium on redemptions will be modified as follows:
  - Generally. Redemption requests will be subject to the following limitations and restrictions:
    - Redemptions will be subject to a twenty percent (20%) holdback of the total amount requested; and
    - All requests will also remain subject to the requirements and restrictions in the operating documents of the Fund and the REIT; including, without limitation, restrictions required to maintain regulatory compliance, ensure a sufficient level of capital in the funds, and strive for a level of stability in the funds for all investors with those investors.
  - Bona Fide Healthcare Emergencies. To the extent there is sufficient cash in the Fund and any such redemption will not cause the Fund to be out of compliance with the Fund's organizational documents, Wilshire will attempt to honor and accelerate requests for redemption arising from bona fide healthcare emergencies to the extent possible. Such



investors will be required to provide a hardship letter together with documentation supporting their request.

Management takes our investors need for liquidity very seriously. Therefore, the approach Management is taking on redemptions is driven by the need to maintain compliance with a number of rules and regulations impacting the Fund, make prudent decisions within the portfolio of the Fund, and address the potential impact on all investors in the Fund. Management intends to continue to assess and, as necessary, adjust the redemption restrictions on a weekly basis.

With respect to your investments in and the performance of the Fund, Wilshire remains cautiously optimistic about the other loans in the Fund's portfolio and the performance of the Fund. However, we cannot provide any representations guarantees about how the current and future environment will impact the underlying investments in the Fund. We do believe, however, that there are several factors that will help buffer potential future impacts to the Fund; including, diversification, non-correlation, and not using leverage against the portfolio. Therefore, we believe patience will be required during this interim period on a lot of levels, including, on the investment front. Like the recovery in real estate values we experienced after the great recession, having a longer investment horizon is one way to consider and address the near-term impacts to the market and the funds.

#### **COVID-19 Strategic Adjustments and Additional Information**

As addressed in prior communications, Management is taking and will continue to take proactive, protective measures to help the Fund weather the current market conditions, including, those described in this and prior releases. Management cannot provide any representations guarantees about how the current situation will impact the underlying investments in the Fund and therefore the Fund's performance. Management recommends that investors consider the information contained in this release as well as information contained in prior communications when making investment decisions. Prior communications from management about the potential impacts resulting from the COVID-19 fallout may be found at <https://wfpfunds.com/coronavirus-covid-19-update/>.

"We continue to be in a very dynamic environment with many countervailing influences," said Don Pelgrim, CEO of Wilshire Finance Partners. "On the one hand, states are starting to loosen their restrictions to restart business. On the other hand, states like California have existing and pending legislation that is negatively impacting lending, loan servicing and collections, and the real estate market. Therefore, while we remain hopeful that the healthcare policies that are starting to be employed continue to protect the public while having a positive impact on the economy; including, a relaxing of the restrictions impacting lenders, we believe the impacts of the pandemic will continue to be felt. As a result, although we cannot provide any representations or guarantees about the brunt of the current environment on the underlying investments in the Fund, we will continue to keep our primary focus on the protection and perseverance of our investor's principal investments in the Fund. Further, in addition to continuing to address risk in the present, we believe that patience and a longer investment horizon will be required to weather the impacts to the economy and the real estate market."



The WFP Income Fund is approved for both retirement and non-retirement accounts on the following alternative investment platforms:

- Charles Schwab; (SSID Number available through an Advisor)
- Fidelity Investments (National Financial Services or NFS); CUSIP Number 94699K534
- Pershing as WFP INCOME FUND LLC; CUSIP Number 929LP9220
- TD Ameritrade as WFP INCOME FUND LLC NSA; CUSIP Number 93099B102
- Wells Fargo Advisors; No CUSIP number required

The WFP Income Fund is also open to investors, wealth managers and individual investment advisors directly through Wilshire Finance Partners

For more information on Wilshire Finance Partners or the WFP Income Fund please call (866) 575-5070 or visit [www.WilshireFP.com](http://www.WilshireFP.com). Further additional announcements and information about the impacts of COVID-19 on the investments offered by or through Wilshire Finance Partners may be found at <https://wfpfunds.com/coronavirus-covid-19-update/>.

#### **About Wilshire Finance Partners and our investment alternatives.**

Wilshire Finance Partners, Inc. (“Wilshire”) specializes in real estate finance and investments and is the manager of the WFP Income Fund, LLC (“WFP Income Fund”) and the WFP Opportunity Fund, LLC (“WFP Opportunity Fund” and collectively with the WFP Income Fund, the “Funds”). The WFP Income Fund invests in a diversified pool of residential, multifamily, and commercial real estate related short-term bridge loans secured by first trust deeds and mortgages. The WFP Opportunity Fund invests in a diversified pool of residential, multifamily, and commercial real estate related short-term bridge loans, participating loans, real estate joint ventures, and direct real estate investments. Wilshire commenced operations in January 2008 and launched the WFP Income Fund and the WFP Opportunity Fund in September 2013.

The WFP Income Fund is approved for both retirement and non-retirement accounts on the following alternative investment platforms:

- Charles Schwab; (SSID Number available through an Advisor)
- Fidelity Investments (National Financial Services or NFS); CUSIP Number 94699K534
- Pershing as WFP INCOME FUND LLC; CUSIP Number 929LP9220
- TD Ameritrade as WFP INCOME FUND LLC NSA; CUSIP Number 93099B102
- Wells Fargo Advisors; No CUSIP number required



The WFP Opportunity Fund is approved for both retirement and non-retirement accounts on the following alternative investment platform:

- Charles Schwab; (SSID Number available through an Advisor)
- Fidelity Investments (National Financial Services or NFS); CUSIP Number 94699B948
- TD Ameritrade as WFP OPPORTUNITY FUND NSA; CUSIP Number 93099C100

In addition, each of the WFP Income Fund and WFP Opportunity Fund are approved for self-directed retirement accounts and various other platforms without the need for the CUSIP number, including, Community National Bank, Equity Trust Company (Sterling Trust), Millennium Trust Company, Pensco Trust Company, Provident Trust Company, Strata Trust Company and Shareholder Services Group.

Each of the WFP Income Fund and WFP Opportunity Fund is open to investors, wealth managers and individual investment advisors under the above referenced platforms using standard subscription and transfer procedures.

Investors and advisors may also invest directly through Wilshire. Individual investors not using a third-party advisor may be required to meet additional requirements of the platform providers.

### **Safe Harbor Statement**

This communication is not an offer to sell or the solicitation of offers to purchase the securities of either of the Funds, individual loan or trust deed investments, or otherwise (individually and collectively, the “Securities”). The purpose of this communication is to provide an overview of the respective Securities and their private placement. Persons interested in learning about the Securities and their private placement will be provided with the respective Private Placement Memorandum (inclusive of exhibits thereto and any supplements, the “Memorandum”), which provides a description of the Securities, the terms of their private placement, a discussion of risk factors, a copy of the limited liability company operating agreement for the fund (as applicable), a subscription agreement and other information related to the Securities.

This communication contains certain forward-looking statements regarding the Securities and the investment objectives and strategies of each of the Funds. The forward-looking statements are based on current expectations that involve numerous risks and uncertainties which are difficult or impossible to predict accurately and many of which are beyond the control of Wilshire, as the manager of the Funds. Although Wilshire believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements, the inclusion of such information should not be regarded as a representation by Wilshire, any placement agent, or any other person, that the objectives and strategies of the respective Securities or the Funds will be achieved.



Investments in the Securities may only be made solely by accredited investors (which for natural persons, are investors who meet certain minimum annual income or net worth threshold), who are provided with the Memorandum and who complete, execute and deliver the subscription documents included therein. Each of the Securities is being offered in reliance on an exemption from the registration requirements of the Securities Act of 1933, as amended (the Securities Act) and are not required to comply with specific disclosure requirements that apply to registration under the Securities Act. The Securities Exchange Commission has not passed upon the merits of or given its approval to the Securities, the terms of the offering, or the accuracy or completeness of any offering materials. Each of the Securities is subject to legal restrictions on transfer and resale and investors should not assume they will be able to resell the Securities. Past performance is not indicative of future results. Investing in any of the Securities, including the Funds, involves substantial risk, including loss of investment, and is not suitable for all investors.

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