

PROSPECTUS
THE MISSIONS AND CHURCH EXTENSION TRUST FUND
OF THE MICHIGAN AREA OF THE UNITED METHODIST CHURCH

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\$10,000,000
INVESTMENT ACCOUNTS

<u>Type of Security</u> ¹	<u>Term</u>	<u>Offering Price</u>	<u>Minimum Initial Investment</u>
Unsecured Debt Security	Demand with 60 days prior notice	100% of Principal Investment Amount	\$100

We—The Missions and Church Extension Trust Fund of the Michigan Area of the United Methodist Church (“**Loan Fund**”)—are offering up to \$10,000,000 in unsecured debt securities (“**Investment Accounts**”) to investors who are members of, contributors to, or participants in, the United Methodist Church, the Loan Fund, or in any program, activity or organization which constitutes a part of the United Methodist Church, the Loan Fund, or in other organizations that have a programmatic relationship with the United Methodist Church or the Loan Fund (“**Eligible Investors**”). We use the money raised from the sale of these Investment Accounts primarily to support our mission, which is to finance the capital expansion and development of United Methodist churches located in the Michigan Area of the United Methodist Church through loans and grants. See “Use of Proceeds” on page 7.

Investment Accounts are payable on demand with 60 days’ notice, and earn interest at a variable rate. The rates of interest on Investment Accounts set forth on the enclosed rate sheet are current as of the date of this Prospectus. We may adjust these interest rates up or down from time to time with 30 days’ advance notice. Please call us to obtain current interest rates. Additional terms apply. See “Description of Securities” on page 9.

We do not use underwriters or outside selling agents to sell Investment Accounts, and we will not pay any commissions for the sale of Investment Accounts. We receive all the proceeds from the sale of the debt securities, less offering expenses estimated not to exceed \$30,000, leaving net proceeds from this offering of up to \$9,970,000. Offering expenses include state filing fees, accounting fees, legal fees, printing expenses and mailing costs associated with the offering and the preparation, filing and distribution of this Prospectus. No minimum offering is required, and we will use the proceeds as received. See “Use of Proceeds” on page 7.

THESE SECURITIES MAY EITHER BE REGISTERED OR EXEMPT FROM REGISTRATION IN THE VARIOUS STATES OR JURISDICTIONS IN WHICH THEY ARE OFFERED OR SOLD. THIS PROSPECTUS HAS BEEN FILED WITH THE SECURITIES ADMINISTRATORS IN THE STATES OR JURISDICTIONS THAT REQUIRE IT FOR REGISTRATION OR EXEMPTION.

THESE SECURITIES 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 THESE DEBT SECURITIES HAS NOT BEEN FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION.

THESE SECURITIES 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 PROSPECTUS AND HAVE NOT PASSED UPON THE MERIT OR VALUE OF THESE SECURITIES, OR APPROVED, DISAPPROVED OR ENDORSED THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THIS OFFERING IS SUBJECT TO THE RISK FACTORS BEGINNING ON PAGE 4.

The date of this Prospectus is May 1, 2011

IN 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 SECURITIES 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 SECURITIES IS DEPENDENT UPON THE ISSUER'S FINANCIAL CONDITION. ANY PROSPECTIVE INVESTOR IS ENTITLED TO REVIEW OUR FINANCIAL STATEMENTS, WHICH SHALL BE FURNISHED AT ANY TIME DURING BUSINESS HOURS UPON REQUEST. THE SECURITIES ARE NOT OBLIGATIONS OF, NOR GUARANTEED BY, THE UNITED METHODIST CHURCH OR BY ANY CHURCH, CONFERENCE, INSTITUTION OR AGENCY AFFILIATED WITH THE UNITED METHODIST CHURCH.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THIS OFFERING OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN MADE BY US.

INVESTORS ARE ENCOURAGED TO CONSIDER THE CONCEPT OF INVESTMENT DIVERSIFICATION WHEN DETERMINING THE AMOUNT OF SECURITIES THAT WOULD BE APPROPRIATE FOR THEM IN RELATION TO THEIR OVERALL INVESTMENT PORTFOLIO, RISK TOLERANCE, AND PERSONAL FINANCIAL NEEDS. YOU SHOULD MAKE AN INDEPENDENT DECISION ABOUT WHETHER PURCHASING SECURITIES WILL AID YOU IN ACCOMPLISHING YOUR INVESTMENT OBJECTIVES AND WHETHER THE SECURITIES FIT WITHIN YOUR FINANCIAL RISK TOLERANCE.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION BY ANYONE IN ANY STATE IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALES MADE UNDER THIS PROSPECTUS SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN OUR AFFAIRS SINCE THE DATE OF THIS PROSPECTUS.

THE INFORMATION IN THIS PROSPECTUS IS NOT INTENDED TO BE LEGAL, INVESTMENT OR PROFESSIONAL TAX ADVICE. EACH INVESTOR'S UNIQUE CIRCUMSTANCES—FINANCIAL AND OTHERWISE—ARE IMPORTANT FACTORS IN DETERMINING THE CONSEQUENCES OF AN INVESTMENT. FOR INFORMATION ABOUT THE LEGAL, INVESTMENT OR TAX CONSEQUENCES OF INVESTING IN SECURITIES, YOU SHOULD CONSULT YOUR OWN ATTORNEY, ACCOUNTANT OR INVESTMENT ADVISOR.

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SUMMARY

This summary contains certain basic information about us and this offering. It does not contain all the information that is important to you. BEFORE INVESTING, YOU SHOULD CAREFULLY READ THE ENTIRE PROSPECTUS, INCLUDING THE EXHIBITS.

Purpose of Offering; Use of Proceeds

The purpose of the offering is to raise money to support our mission, which is to finance the capital expansion and development of United Methodist churches in the Michigan Area of the United Methodist Church through loans and grants, and to support and satisfy our general operations and obligations. See “Use of Proceeds” on page 7 and “Lending Activities” on page 8.

Investment Account Program

The purchase price of an Investment Account is 100% of its face value. The minimum initial investment in an Investment Account is \$100. Investment Accounts are our unsecured general debt obligations. Investment Accounts pay interest at a variable interest rate, which is subject to change from time to time upon 30 days’ prior written notice. At your election at the time of purchase, interest is either paid to you or credited to the principal balance of your Investment Account quarterly. If you request redemption of all or part of your Investment Account, payment will be made within 60 days of your request. The rates of interest on Investment Accounts set forth on the enclosed rate sheet are current as of the date of this Prospectus. We may adjust these interest rates up or down from time to time with 30 days’ advance notice. Please call us to obtain current interest rates. Additional terms apply. See “Description of Securities” on page 10.

Summary Financial Information

A summary of select financial information as of and for the twelve-month period ending December 31, 2010, is set forth below. This information is derived from and should be read in conjunction with our December 31, 2010, audited financial statements attached to this Prospectus as Exhibit A (“**Financial Statements**”). See also “Selected Financial Data” on page 9.

	<u>2010</u>
Cash and cash equivalents	\$ 1,627,352
Investments held at UMF	198,538
Promissory notes receivable ^{1,2}	289,718
Mortgage notes receivable ²	5,897,816
Total assets	\$ 8,013,424
Accounts payable-other	\$ 4,371
Investment Accounts payable	6,928,888
Net assets	\$ 1,080,165
Change in net assets	\$ -12,525
Sales of Investment Accounts payable	\$ 990,750
Interest added to Investment Accounts payable	\$ 126,486
Redemptions of Investment Accounts payable	\$ 161,402

¹ All of these loans, which constitute 4.7% of our total loans outstanding, are unsecured.

² As of December 31, 2010, none of these loans were delinquent (greater than 90 days past due)

PLEASE CAREFULLY READ THE RISK FACTORS BEGINNING ON THE NEXT PAGE.

- Not FDIC or SIPC Insured
- Not a Bank Deposit
- No Guarantee by United Methodist Church

RISK FACTORS

Your purchase of an Investment Account involves risks. Please carefully consider the following risk factors before deciding to purchase an Investment Account.

Investment Accounts are our unsecured general debt obligations. None of our assets have been or will be pledged as security for repayment of Investment Accounts. Investment Accounts will be of equal rank with all our other previously outstanding and future unsecured debt obligations and liabilities. Investors are dependent solely on our financial condition for repayment of Investment Accounts. As of December 31, 2010, we had \$6,928,888 in outstanding Investment Accounts, all of which could be redeemed by us with 60 days' prior notice.

Investment Accounts are not SIPC or FDIC insured, and there is no United Methodist Church guarantee. We are not a bank. Investment Accounts are not bank instruments, and they are not protected by SIPC or FDIC insurance. Further, Investment Accounts are not guaranteed by the United Methodist Church or any other organization.

There is no sinking fund, escrow, or trust indenture. No sinking fund, escrow, or trust indenture will be established in connection with Investment Accounts, and the absence of these investor protections may adversely affect our ability to repay Investment Accounts. We have not set aside funds for the repayment of Investment Accounts. See "Description of Securities" on page 10.

Redemption requests could exceed available funds. At December 31, 2010, we had \$1,825,890 in liquid investments and \$6,928,888 of outstanding Investment Accounts. As a result, our liquid assets constituted approximately 26% of outstanding Investment Accounts as of that date. For the twelve-month period ended December 31, 2010, we had redemptions of Investment Accounts of \$161,402 and sales of Investment Accounts of \$990,750. See "Financing and Operational Activities" on page 8.

The rate of interest paid on Investment Accounts is variable. The rate of interest to be paid on Investment Accounts is subject to change from time to time in our discretion upon 30 days' prior written notice, and may not be proportionate to the risk associated with the investment. See "Description of Securities" on page 10.

Investment Accounts may be subordinated to senior secured indebtedness. From time to time, we may pledge assets to secure loans we obtain from banks or other lenders. Secured lenders that we may have in the future will have the right to be paid before you from our assets that are pledged to them. It is our policy, however, to limit the amount of senior secured indebtedness to no more than 10% of our tangible assets on the date of the pledge. See also "Financing and Operational Activities" on page 8.

We may be subject to negative interest spread. There may 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 on Investment Accounts. In addition, our loans receivable have terms to maturity while Investment Accounts are payable within 60 days of demand. As a result, the average interest rate we pay on Investment Accounts could increase more quickly than the average interest rate we receive on loans. This could result in an adverse impact on our financial operations, and correspondingly on our ability to repay Investment Accounts. See "Financing and Operational Activities" on page 8.

There are limitations on your ability to redeem Investment Accounts. We reserve the right to require at least 60 days' written notice prior to the redemption of Investment Accounts. See "Description of Securities" on page 10.

There are specialty lending risks, and our loans may be unsecured or secured by insufficient collateral. While our mortgage loans are typically secured by real property, this may not always be the case and we do offer unsecured loans. Even when loans are secured by mortgages, there is no assurance that the foreclosure value of the mortgaged property will be adequate to fully cover the indebtedness, especially in light of the limited market for buildings constructed for church use. In addition, the value of property securing our loans could be less than we believe and could be less than the amount of the loan. We do not always require current appraisals. If a default occurs, there may be substantial periods during which we would not receive payments of interest on the outstanding loan. This could adversely affect our ability to pay interest on Investment Accounts and/or to honor redemption requests. See "Lending Activities" on page 8.

Our investments may decrease in value. We invest available funds that are not used for loans in investments that are subject to fluctuation in market value. A decrease in market value of these investments would reduce the assets available to repay investors. In addition, our deposits and investments may exceed FDIC and SIPC account limits and may not, therefore, be protected by those insurance programs. See "Investing Activities" on page 9.

Construction loans are subject to additional risks. Generally, our borrowers use our loans to construct new facilities or to improve existing facilities. If any of the following risks, among others, related to construction occur,

they could hinder a borrower's ability to repay its loan by increasing construction costs or delaying or preventing completion of the project: (a) the contractor may not post a completion bond; (b) completion may be delayed due to, among other things, shortages of materials, strikes, acts of nature, delays in obtaining necessary building permits or architectural certificates, environmental regulations or fuel or energy shortages; (c) we may send out some construction payments without first obtaining architectural certification or lien waivers, relying instead on the borrower's representations; or (d) the borrower and its contractor may not sign a fixed-price construction contract. See "Lending Activities" on page 8.

There is the potential for environmental liability. We do not typically conduct an environmental review of collateral before approving a loan. If environmental pollution or other contamination is found on or near property securing a loan, we could, in some cases, face environmental liability or our security for the loan could be impaired.

Our borrowers have limited resources with which to repay our loans. Because our borrowers are churches and church-related entities within the United Methodist Church, we may at times accommodate late payments. Further, the ability of a church or church-related entity to repay principal and interest on a loan when due depends upon charitable contributions received from its members and others. Both the number of members of a church and the amount of voluntary contributions it receives may fluctuate. Generally, churches within the United Methodist Church are small and have very few financial resources. A decline in contributions to a church or church-related entity may adversely affect the ability of the borrower to repay us, which would adversely impact our ability to repay Investment Accounts.

We cannot be compared to a commercial lender. We cannot be compared to a commercial lender. We may make loans to borrowers that are often unable to secure financing from commercial sources. For instance, we occasionally make loans to new or start-up churches. Because of their small size and youth, these churches may not meet commercial lending standards. In view of our relationship with our borrowers, our loan policies and loan underwriting requirements may be less stringent than a commercial lender. In addition, because of our relationship with our borrowers we may accommodate partial, deferred or late payments in certain circumstances. See "Lending Activities" on page 8.

We are not professionally managed. We are managed by the members of our Board who are not trained professionally in fund management. See "Management – Board of Trustees" on page 12.

Interest paid on Investment Accounts is taxable. Interest paid or payable on Investment Accounts will normally be taxable as ordinary income to the owner regardless of whether interest is paid or allowed to accumulate, unless the owner is a tax-exempt organization. You cannot claim a charitable tax deduction for the purchase of an Investment Account. See "Tax Aspects" on page 11.

Investment Accounts may not be sold or transferred. There is no public market for Investment Accounts and no expectation that one will develop. Investment Accounts may not be transferred or assigned without our consent. See "Description of Securities" on page 10.

Both our Investment Accounts and loans are geographically concentrated. As of December 31, 2010, all of our loans were to borrowers in Michigan, and almost all of our outstanding Investment Accounts were owned by investors located in Michigan. Adverse economic conditions in Michigan could reduce the amount of charitable contributions borrowers receive from their members. This, in turn, could adversely affect the ability of these borrowers to repay their loans. Similarly, adverse economic conditions could increase redemptions, which would negatively impact our liquidity and our ability to repay Investment Accounts. In addition, real estate values have declined in Michigan and adversely affected the value of the properties serving as collateral on our loans. This trend could continue.

There is the potential for changes in state and federal securities laws. If state and/or federal securities laws are changed to impose significant new or additional requirements on us, our ability to sell Investment Accounts could be limited or eliminated, your ability to buy Investment Accounts or make additional investments in them could be limited or eliminated, and, consequently, our ability to repay Investment Accounts could be adversely affected. Further, while we strive to comply with all applicable laws, if we find that we have not done so in all cases, it is possible that we may be subject to future regulatory actions, which could include fines, orders or the institution of repurchase offers.

We retain the right to change our policies. At various points in this Prospectus, we describe our policies, such as our loan policies described on page 9, and our investment policies described on page 9. These descriptions are intended to help you understand our current operations. We reserve the right to change our policies and procedures generally, including our loan and investment policies.

Purchasing an Investment Account will not give you any rights to participate in our management. We are controlled by our Board. Your purchase of an Investment Account will not give you voting rights or other rights to participate in our management.

We may sell additional securities in other offerings. We expect to sell additional securities in other offerings. The total amount of \$10,000,000 to be sold in this offering is not a limitation on the amount of securities we may sell in other offerings we may conduct at any time. We have sold securities in other offerings in prior years and anticipate that we will continue to sell additional securities as part of this continuous offering process.

We reserve the right to redeem Investment Accounts upon 30 days' prior written notice. See "Description of Securities – Redemption and Transfer" on page 10.

You may not be able to invest additional amounts in your Investment Account. While we intend to maintain all required securities registrations and exemptions, we are not now registered or exempt in all states and Investment Accounts may not continue to be registered or exempt in the states where we currently sell them. Accordingly, you may not be able to invest additional amounts in your Investment Account if you live in a state where Investment Accounts are not registered or exempt at the time of the attempted investment.

Our ability to foreclose on collateral may be limited. Our remedies as a creditor upon default by any of our borrowers are subject to limitations and borrower protections imposed under various laws, regulations and legal principles that provide protections to borrowers. Our legal and contractual remedies, including those specified in our commitment letters, promissory notes and mortgages, typically require judicial actions, which are often subject to discretion and delay. Under existing law (including, without limitation, the Federal Bankruptcy Code), the remedies specified by our commitment letters, promissory notes and mortgages may not be readily available or may be limited. A court may refuse to order the specific performance of the covenants contained in the commitment letters, promissory notes and mortgages. In addition, the laws of a particular jurisdiction may change or make it impractical or impossible to enforce specific covenants in the loan documents.

Our collateral may be impaired. The various security interests established under our commitment letters and mortgages may be subject to other claims and interests. Examples of these claims and interests are statutory liens; rights arising in favor of the United States, or any agency thereof; constructive trusts or equitable liens otherwise imposed or conferred by any state or federal court; and federal bankruptcy laws or bankruptcy laws of another jurisdiction affecting amounts earned by the borrower after institution of bankruptcy proceedings by or against the borrower.

We make both secured and unsecured loans. As of December 31, 2010, we had \$289,718 of outstanding unsecured loans.

Investment Account rates may not be competitive. Interest rates available on various commercial and money market instruments may be higher than the interest rates we offer on Investment Accounts from time to time. Although many of our investors view their investment in Investment Accounts as a form of stewardship for the benefit of the United Methodist Church, if commercial interest rates become significantly higher than those we pay, withdrawal of funds could occur at a higher rate than our historical experience and we may be unable to promptly redeem some or all Investment Accounts.

We may participate some of our loans. Typically, the participation agreement entered into as part of participating a loan provides that upon foreclosure, we and the participating lender will recover against the collateral on a pro rata basis. As of December 31, 2010, we did not hold any participated loans.

Our tax-exempt status may not continue. We are currently exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code. There can be no assurance that this exemption will continue if there is a change in the law or a change in the facts and circumstances. The loss of this exemption could have a detrimental financial impact on us and could impact our ability to repay Investment Accounts.

You will have no right to early redemption. We are under no obligation to redeem Investment Accounts earlier than 60 days after your demand for redemption. Accordingly, you may be unable to access the funds you invest in an Investment Account for that period of time.

Some of our loans may be non-recourse. Accordingly, the borrower is not obligated to repay the loan beyond whatever proceeds can be received from the sale of the collateral pledged to secure it. Consequently, if the value of the collateral falls below the outstanding loan balance, we could experience a loss on the loan. This would negatively impact our ability to repay Investment Accounts.

As of December 31, 2010, we did not have an allowance for loan losses. Our management periodically evaluates the need for a loan loss allowance based on the risks inherent in our loan portfolio, the estimated value of the collateral and guarantees that secure those loans, if any, and the strength of the borrower.

This Prospectus contains forward-looking statements about our plans, strategies, objectives, goals, and expectations. These forward-looking statements are identifiable by words or phrases indicating that we "expect," "anticipate," "project," "plan," "believe," or "intend" that a particular event may or will occur in the future or similarly stated expectations. These forward-looking statements are subject to many factors, including the above risk factors and the other information contained in this Prospectus, that could cause actual results to differ materially

from the stated expectations. We undertake no obligation to update or revise any forward-looking statements to reflect developments or information obtained after the date of this Prospectus.

HISTORY AND OPERATIONS

We were incorporated in the State of Michigan on October 1, 1969, as a non-profit corporation. The principal place of business is 11 Fuller S.E., Grand Rapids, Michigan 49506. We are affiliated with the United Methodist Church. The United Methodist Church is a Protestant denomination that was organized in 1968 through the union of the Methodist Church and the Evangelical United Brethren Church, and is composed of approximately 38,500 churches throughout the United States, and 4,000 churches outside the United States, which together account for approximately 9,000,000 members. The Detroit Annual Conference is the governing body with respect to those local United Methodist churches in roughly the eastern half of the Lower Peninsula and the Upper Peninsula of the State of Michigan, and the West Michigan Annual Conference is the governing body with respect to the local United Methodist Churches in the roughly western half of the Lower Peninsula of the State of Michigan. A Conference is composed of ordained clergy and lay persons representing various divisions and related organizations of the United Methodist Church. The Detroit Annual Conference and the West Michigan Annual Conference comprise the Michigan Area of the United Methodist Church (“**Michigan Area**”).

We were created to finance the capital expansion and development of United Methodist churches within the State of Michigan, and are administered by our Board. We raise capital by selling Investment Accounts to members of, contributors to, or participants in, the United Methodist Church, the Loan Fund, or in other organizations that have a programmatic relationship with the United Methodist Church or the Loan Fund. Investment Accounts are our unsecured general debt obligations and are not secured by our loans receivable or by any other assets. Through the use of this Prospectus, we are offering up to \$10,000,000 of Investment Accounts for sale to Eligible Investors.

We primarily provide financing for United Methodist churches within the Michigan Area through mortgage loans and unsecured loans. This method of financing church construction, renovation and repair, as well as the purchase of real property or related furnishings and equipment, uses the consolidated resources of United Methodist investors to provide financing for a wide range of United Methodist Church-related projects within the State of Michigan. See “Lending Activities” on page 8.

We were organized and are operated exclusively for religious, educational, charitable and benevolent purposes. We are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“**Internal Revenue Code**”), and no portion of our earnings inure to the benefit of any person, private shareholder or individual.

Our Board is responsible for the management of our affairs. The Board has appointed the individuals serving as our officers to handle our operations. See “Management” on page 12.

USE OF PROCEEDS

The proceeds from the sale of Investment Accounts will be used primarily to support our mission, which is to finance the capital expansion and development of United Methodist churches located in the Michigan Area through loans and grants, and to support and satisfy our general operations and obligations, including the expenses of this offering. Funds we do not use immediately for loans or operating expenses may be invested until needed. See also “History and Operations” on page 6 and “Financing and Operational Activities” on page 8.

In the normal course of our operations, we continuously make loan commitments for specific projects based upon the availability of funds and in accordance with our loan policies. We may use the proceeds of this offering to fund all or a portion of our loan commitments, and we may have made loan commitments in contemplation of this offering.

We may also use a portion of the proceeds of this offering or additional offerings of securities to meet interest and principal payments on the Investment Accounts. This could be necessary if, for instance, revenues from our loans receivable are less than we anticipate, if repayment demands on Investment Accounts exceed our historical experience, or if other available funds are insufficient to satisfy these obligations. There can be no assurance that this offering or additional offerings will be successful.

We do not use underwriters or outside selling agents to sell Investment Accounts, and we will not pay any commissions for the sale of Investment Accounts. We will conduct the offering of Investment Accounts solely through our directors, officers and employees who are authorized to engage in such activities in the applicable jurisdiction. We receive all the proceeds from the sale of Investment Accounts, less offering expenses estimated not

to exceed \$30,000, leaving net proceeds from this offering of up to \$9,970,000. Offering expenses include state filing fees, accounting fees, legal fees, printing expenses and mailing costs associated with the offering and the preparation, filing and distribution of this Prospectus. No minimum offering is required, and we will use the proceeds as received.

FINANCING AND OPERATIONAL ACTIVITIES

For the twelve-month period ending December 31, 2010, we received interest income of \$334,133, investment losses of \$1,462, and had other revenue of \$500. For this same period, we had interest expense of \$231,209 and other expenses of \$114,487, resulting in a decrease in net assets of \$12,525. See Financial Statements.

As of December 31, 2010, we had 287 outstanding Investment Accounts in the aggregate principal amount of \$6,928,888. In the year ended December 31, 2010, we sold \$990,750 of Investment Accounts and redeemed \$161,402 of Investment Accounts. See "Lending Activities" below for a description of our outstanding loans receivable.

Our assets, which totaled \$8,013,424 as of December 31, 2010, are comprised primarily of cash and cash equivalents and loans receivable. We had an excess of assets over liabilities (or a net asset balance) of \$1,080,165 as of December 31, 2010.

LENDING ACTIVITIES

Outstanding Loans

During the years ended December 31, 2010 and 2009, we made \$2,582,402 and \$1,307,144, respectively, of new and refinanced loans to churches. Outstanding mortgage loans receivable were \$5,897,816 and \$5,244,089 as of December 31, 2010 and 2009, respectively, and outstanding unsecured loans receivable were \$289,718 and \$437,960, respectively, for these same dates. See Financial Statements.

A description of our outstanding loans as of December 31, 2010, is as follows:

	Mortgage Loans			Unsecured Loans	
	Number of Loans	Principal Amount		Number of Loans	Principal Amount
\$0-\$100,000	4	\$ 220,986	\$0-\$25,000	8	\$ 76,537
\$100,001-\$250,000	8	1,357,878	\$25,001-\$50,000	2	69,831
\$250,001-\$500,000	6	2,046,124	\$50,001-\$75,000	1	63,540
\$500,001+	3	2,272,828	\$75,001+	1	79,809
Total	<u>21</u>	<u>\$5,897,816</u>	Total	<u>12</u>	<u>\$289,718</u>

The interest rate on loans outstanding as of December 31, 2010 ranged from 5.25% to 7.5%.

Principal payments receivable on our outstanding loans as of December 31, 2010, were scheduled as follows:

Principal receivable in:	Amount
Less than 1 year	\$ 542,511
1 – 5 years	1,943,346
6 – 10 years	2,273,040
10+ years	1,428,637
Total:	<u>\$ 6,187,533</u>

In addition to outstanding loans, we also continuously make loan commitments for specific projects based upon the availability of funds and in accordance with our loan policies. The amount we commit to lend does not necessarily represent future cash requirements since some commitments may expire without being drawn upon. However, as of December 31, 2010, we did not have any material outstanding loan commitments.

No Loan Delinquencies; No Allowance for Loan Losses

At December 31, 2010, we did not have any loans that were delinquent more than 90 days in the payment of principal or interest. Our management periodically evaluates the need for a loan loss allowance based on the risks

inherent in our loan portfolio, the estimated value of the collateral and guarantees that secure those loans, if any, and the strength of the borrowers. As of December 31, 2010, we did not have an allowance for loan losses.

Loan Policies and Procedures

Our primary activity is the making and servicing of loans to United Methodist Churches. We may make loans for any of the following purposes: to construct new worship facilities; to expand existing facilities; to renovate and remodel existing facilities; to replace existing facilities; to purchase building sites or grounds; or to refinance existing loans.

Before submitting a loan application to us, a borrower is encouraged to investigate the availability of financing from other sources. If other credit is not available on acceptable terms, the borrower submits a loan application to us, and one or more of our officers screens it, reviews and analyzes the financial and demographic data submitted by the applicant, and reviews the applicant authorizations necessary under the requirements of the United Methodist Church. Qualified applications are then submitted to our Board for approval or disapproval.

The following policies and factors are reviewed and considered by our Board when considering loan applications:

1. For new construction, whether the applicant has twenty-five percent (25%) of the cost of the proposed project available in cash, cash equivalents, prepaid expenses or other resources;
2. The size of the loan requested in comparison to our loans outstanding, available resources, and maximum loan size;
3. Whether the applicant is current in its obligations to the United Methodist Church;
4. The giving history of the applicant's members;
5. The ability of the applicant to repay the loan based on the applicant's budget and cash flow capabilities; and
6. The ability of the applicant to meet the terms and conditions determined by our Board and set forth in a commitment letter.

The interest rates charged on our loans, the terms of our loans, and the amortization periods for payments on our loans, are all determined by our Board. Our loans typically have a term of five years with principal and interest amortized over a period of 10 to 20 years. We generally charge interest on our loans at a fixed rate that is at least one-half percent ($\frac{1}{2}\%$) above the rate of interest we are paying on Investment Accounts at the time of the loan. Loans are commonly renewed at maturity for an additional term, although the interest rate and other terms may change.

Commitments for loans to an applicant generally expire six (6) months from the date of acceptance of the commitment letter by the applicant. One three-month extension may be granted by our officers. Additional extensions require Board approval.

Our loans may be non-recourse and we also permit unsecured loans for emergencies or small projects, but limited to a maximum loan amount of \$100,000 and a maximum term of seven and one-half (7 1/2) years.

INVESTING ACTIVITIES

Our Board is responsible for setting our investment policies and for investment decisions concerning our available funds. See "Management" on page 10 for information about our Board members. Available funds not used for loans or other expenses may be invested in money market funds or in the UMF Balanced Fund or UMF Bond Fund administered by the United Methodist Foundation of Michigan. The primary investment objective of the UMF Balanced Fund is to provide for long term capital growth by allocating its investments approximately 35% to 65% in the UMF Stock Fund and approximately 35% to 65% in the UMF Bond Fund. The UMF Bond Fund's primary objective is to achieve a high level of current income, with capital appreciation as a secondary objective, by investing in investment-grade debt securities. The UMF Stock Fund seeks to achieve long-term capital appreciation through investments in stocks and other equity securities, with primary emphasis on U.S. large capitalization companies and secondary emphasis on global and international equities and on U.S. small and middle capitalization companies. Both the UMF Bond Fund and UMF Stock Fund have adopted socially responsible investment restrictions that seek to limit their investments in companies that produce products or engage in activities inconsistent with the principles of the United Methodist Church.

The fair value of our outstanding investments as of December 31, 2010, consisted of cash and cash equivalents of \$1,627,352 and investments in the UMF Bond Fund of \$198,538.

We experienced aggregate realized and unrealized losses of \$679, and aggregate realized and unrealized gains of \$1,711, on our investments for the twelve-month periods ending December 31, 2010 and 2009, respectively.

SELECTED FINANCIAL DATA

The following summary financial information as of and for the twelve months then ending has been derived from, and should be read in conjunction with, our audited financial statements:

	December 31, 2010	December 31, 2009	December 31, 2008	December 31, 2007	December 31, 2006
Cash and cash equivalents	\$1,627,352	\$1,511,096	\$ 935,610	\$1,085,973	\$1,176,784
Loans receivable	6,187,534	5,682,049	6,503,375	6,342,874	6,874,059
Investments at UMF	198,538				
Total assets	8,013,424	7,193,145	7,438,985	7,429,283	8,050,843
Investment Accounts payable	6,928,888	6,099,541,	6,366,627,	6,411,906	7,044,395
Accounts Payable-other	4,371	914			
Total net assets	\$1,080,165	\$1,092,690	\$1,072,358	\$1,016,425	\$998,661
Change in net assets	\$(12,525)	\$20,332	\$55,933	\$17,764	\$36,958
Sales of Investment Accounts payable	\$990,750	\$374,769	\$382,691	\$191,956	\$222,986
Redemptions of Investment Accounts payable	\$161,402	\$641,855	\$427,969	\$842,445	\$519,543

DESCRIPTION OF SECURITIES

General Terms

Investment Accounts offered by this Prospectus are in the aggregate principal amount of \$10,000,000, and the purchase price of these securities is 100% of their face value. Investment Accounts are offered for cash and we offer no financing terms. Investment Accounts are our unsecured obligations. See also "Risk Factors" on page 4.

The minimum initial investment in an Investment Account is \$100. Additional investments may be made in any amount. We may also impose additional limitations on investment or refuse an investment request in our sole discretion.

The interest rate on Investment Accounts is variable. The rates of interest on Investment Accounts set forth on the enclosed rate sheet are current as of the date of this Prospectus. We may adjust these interest rates up or down from time to time with 30 days' advance notice. Please call us at 1-888-451-1929 to obtain current interest rates. You may elect when purchasing an Investment Account to have interest paid to you or credited to the principal balance of your Investment Account quarterly, on the basis of a 365-day year, on the last day of March, June, September and December of each year, or the earlier date of redemption. Investment Accounts earn interest from the day of investment until the day of redemption. We reserve the right to adjust (increase or decrease) the interest rate on outstanding Investment Accounts at any time and from time to time upon 30 days' prior written notice to you. The interest rate may be set at any level in the sole discretion of our Board.

Investment Accounts are uncertificated book entry securities, and no document or instrument will be issued evidencing them. Our records of your investments and redemptions shall constitute prima facie evidence of the outstanding balance of your Investment Account.

Redemption and Transfer

You may make a written request for repayment of all or part of your Investment Account. We reserve the right to require at least 60 days' prior written notice of a demand for the redemption of an Investment Account. Although we have in the past typically waived compliance with this limitation, we reserve the right to enforce it at any time.

Investment Accounts may not be transferred without our prior written consent, except at the time of a participant's death, and then only to the persons legally entitled to the Investment Account.

We reserve the right to redeem all or part of any Investment Account upon 60 days' prior written notice to its owner. If we exercise this redemption right with respect to your Investment Account, we will pay you the entire outstanding principal amount of your Investment Account plus accrued interest to the date of redemption.

Application to Invest

Investment Accounts are available only through our office. Investors must complete an Application to Invest (see attached Exhibit B), and submit it to us with a check for \$100 or more made out to Missions and Church Extension Trust Fund. Applications are also available from our office. Co-ownership is permitted, but the principal owner must be an Eligible Investor.

PLAN OF DISTRIBUTION

The primary means of solicitation for the sale of Investment Accounts will be through promotional materials on our website or distributed to member congregations of the United Methodist Church and other eligible participants, and/or through direct mailings to existing investors. Only our Resident Agent is authorized to sell Investment Accounts on our behalf. We do not use underwriters or outside selling agents to sell Investment Accounts, and we will not pay any commissions for the sale of Investment Accounts. Investment Accounts will be sold only in states where they are registered or exempt from registration.

We reserve the right to reject any Application to Invest submitted and any additional investment in an existing Investment Account for any reason. No sale of an Investment Account shall be deemed made until a copy of the Application to Invest has been satisfactorily completed, signed, submitted and accepted by us.

TAX ASPECTS

By purchasing an Investment Account, you may be subject to certain income tax provisions of the Internal Revenue Code. Although we are a 501(c)(3) organization, you will not be entitled to a charitable deduction for your investment. Any interest on your Investment Account will be taxed as ordinary income in the year it accrues or is paid to you. You will not be taxed on the return of any principal amount of your Investment Account or on the payment of interest that was previously taxed.

In addition, if you (or your spouse together) have invested or loaned more than \$250,000 in the aggregate with or to organizations affiliated with the United Methodist Church, you may be deemed to receive additional taxable interest under Section 7872 of the Internal Revenue Code if the interest paid or accrued is below the applicable federal rate. In that situation, the Internal Revenue Service may impute income up to that applicable federal rate. If you believe this applies to you, then you should consult your tax advisor.

We will provide you with a Federal Income Tax Form 1099-INT or the comparable form by January 31 of each year indicating the interest earned on your Investment Account during the previous year.

This tax information is based on the Internal Revenue Code, the regulations promulgated under the Internal Revenue Code, and administrative interpretations and court decisions existing as of the date of this Prospectus. These authorities could be changed either prospectively or retroactively by future legislation, regulations, administrative interpretations, or court decisions. Accordingly, this Prospectus may not accurately reflect the tax consequences of an investment in Investment Accounts after the date of this Prospectus.

In addition, this Prospectus does not address every aspect of tax law that may be significant to your particular circumstances. For instance, it does not address special rules that may apply if you are a financial institution or tax-exempt organization, or if you are not a citizen or resident of the United States. It also does not address Investment Accounts purchased through an IRA, SEP, 403(b) plan or other retirement plan. Nor does it address any aspect of state or local tax law that may apply to you.

This discussion of federal income tax consequences was written to support the promotion or marketing of Investment Accounts and is not intended or written to be used, and cannot be used, by any taxpayer for the purpose of avoiding tax penalties. Each prospective investor is advised to consult the investor's own tax counsel or advisor as to the federal state, local, or foreign income or other tax consequences of an investment in Investment Accounts.

LITIGATION AND OTHER MATERIAL TRANSACTIONS

There are no pending or threatened material legal proceedings known to be contemplated by governmental authorities, administrative bodies or other persons, to which we are a party or to which any of our property is or may be subject.

MANAGEMENT

Board of Trustees

Our affairs are governed by our Board of Trustees, which has the authority granted to directors under the Michigan Nonprofit Corporation Act. The Board consists of 15 persons; six elected by the Detroit Annual Conference of the United Methodist Church; six elected by the West Michigan Conference of the United Methodist Church; and three members serving as a result of their positions within the United Methodist Church. The three ex-officio positions consist of the staff person responsible for church extension in each of the Detroit and West Michigan Conferences, plus the Bishop of the Michigan Area or the Bishop's representative. Elected Board members are elected for a maximum of three consecutive terms of three years each. The Board is required to meet at least once per year, but typically meets at least twice per year. There were two vacancies on the Board as of the date of this Prospectus. The members of the Board as of the date of this Prospectus and their positions held and principal occupations during at least the last five years, are as follows:

Name, Address and Age	Principal Occupation(s) Last Five Years
Sheila Muniz Aleshire Lansing, MI Age 50	Ms. Aleshire has worked as a secretary for the State of Michigan. She has been active in the Michigan Hispanic Caucus and has served her church, Faith United Methodist Church of Lansing, as the Treasurer. Ms. Aleshire was elected by the West Michigan Conference. Her term expires on June 30, 2011.
Dennis G. Buwalda Eaton Rapids, MI Age 68	Mr. Buwalda holds an A.B. degree from Taylor University, and a M. Div. degree from Evangelical Theological Seminary. Since 1968, he has served in the West Michigan Conference as Pastor and District Superintendent and the Director of Development for the West Michigan United Methodist Foundation. Mr. Buwalda is an ex-officio board member based on his position with the West Michigan Conference.
Joel A. Garrett Troy, MI Age 76	Mr. Garrett holds a B.C.S. degree from the Business Institute. Since July 1956 (with exception of February, 1957 through 1959, when he served in the United States Army), he has served in various capacities as a salesperson and is currently the President and the Owner of Ladd's, Inc., Troy, Michigan, which is involved in real estate sales and development. In addition, Mr. Garrett is the owner or part-owner of numerous real estate holding and/or development companies. Mr. Garrett was elected by the Detroit Conference. His term expires on June 30, 2011.
George E. House Ada, MI Age 72	Mr. House holds a B.S. degree from the University of Wisconsin. He was regional manager for Production Credit Association serving in agricultural lending. He is currently Executive Director of Michigan Allied Poultry Industries. Active in his local congregation (Trinity UMC, Grand Rapids), he is also a member of the Western Michigan Conference Personnel Committee. Mr. House was elected by the West Michigan Conference. His term expires on June 30, 2012.
Carol J. Johns Farmington Hills, MI Age 63	Rev. Johns holds a degree from Adrian College and a M. Div. degree from Garrett Evangelical Seminary. She served as pastor or senior pastor at churches in Saginaw Bay City and Owosso and is Senior Pastor at the Orchard United Methodist Church in Farmington Hills. Rev. Johns has also served a variety of Conference administrative posts, including as our previous President. Rev. Johns was elected by the Detroit Conference. Her term expires on June 30, 2012.
Mark G. Johnston Chesaning, MI Age 61	Rev. Johnston holds a B.S. degree in education from Central Michigan University, and a M. Div. degree from United Theological Seminary. Rev. Johnston currently serves as a pastor for Chesaning Trinity United Methodist Church in Chesaning, Michigan. Prior to accepting his current position, Rev. Johnston served as a pastor in other

Name, Address and Age	Principal Occupation(s) Last Five Years
	United Methodist Churches and as a director of a United Methodist youth camp. Mr. Johnston was elected by the Detroit Conference. His term expires on June 30, 2012.
David B. Nelson, Jr. Hastings, MI Age 76	Mr. Nelson received his undergraduate degree from Central Michigan University in 1960, and a M. Div. from Garrett Theological Seminary in 1964. He served as an appointed Ordained Elder in several United Methodist Churches during the years 1964 through 1991, when he was appointed Council Director of the West Michigan Conference. He retired in 1998. Mr. Nelson was elected by the West Michigan Conference. His term expires on June 30, 2012.
Marsha Wilcox Lowell, MI Age 70	Ms. Wilcox received an A.A. degree from Grand Rapids Community College. She has been active in community affairs serving as a Kent County commissioner, a member of the Board of Trustees of Clark Retirement Community, and active in national family agriculture organizations. She is active in First UMC of Lowell, and is a co-owner of Wilcox Farms. Ms. Wilcox was elected by the West Michigan Conference. Her term expires on June 30, 2012.
William D. Dobbs Mt. Pleasant, MI Age 65	Mr. Dobbs holds a Bachelor of Music degree from Michigan State University, a Master of Divinity degree from Garrett Evangelical Theological Seminary in Evanston, Illinois and a Doctor of Ministry degree from Ashland Theological Seminary in Ashland, Ohio. He worked as a teacher at Potterville Public School in Michigan from 1968 to 1972 and served as a pastor with various United Methodist Churches in Michigan from 1972 to 2005. From 2005 to 2010, Mr. Dobbs served as district superintendent of the Heartland District United Methodist Church in Mt. Pleasant. He presently serves as Clergy Assistant to the Bishop at the Michigan Area United Methodist Church in Okemos, Michigan. Mr. Dobbs was elected by the West Michigan Conference. His term expires on June 30, 2013.
George Fleming South Haven, MI Age 71	Mr. Fleming holds a Bachelor of Arts degree from the North Central College in Naperville, Illinois, and a Bachelor of Divinity degree from Garrett Evangelical Theological Seminary in Evanston, Illinois. He served as a pastor in various United Methodist Churches from 1965 to 2002. He currently owns and operates the George Fleming Blueberry Farm. Mr. Fleming was elected by the West Michigan Conference. His term expires on June 30, 2013.
Charles K. Veenstra Bloomfield Hills, MI Age 73	Mr. Veenstra, now retired, served as Assistant General Counsel and V.P. of Intellectual Property for Delphi Corporation from 1999 to 2003. Prior to that, he was an attorney for General Motors from 1963 to 1998. Mr. Veenstra holds engineering and law degrees from the University of Michigan. He also serves as the Chairman of the United Methodist Foundation of Michigan. Mr. Veenstra is an ex-officio board member based on his position with the Detroit Conference.
Bruce Frederick Lanning Swart Creek, MI Age 69	Mr. Lanning, now retired, served as Personnel Director of General Motors Corp. from 1966 to 2001. He worked as a journeyman with Perry Printing Co. in Flint, Michigan from 1959 to 1966. Mr. Lanning attended Flint Junior College and the University of Michigan in Flint, Michigan. Mr. Lanning was elected by the Detroit Conference. His term expires on June 30, 2014.
Richard Laurence Fowler Troy, MI Age 77	Mr. Fowler holds a Bachelor of Arts degree from Albion College and a Bachelor of Science degree in Engineering and a Master of Science degree in Engineering from the University of Michigan. Prior to his retirement in 1986, he was an engineer with DynaPath Systems, Inc. From 1956 to 1984, Mr. Fowler was an engineer with The Bendix Corporation. He has served as the Commissioner of the United Methodist Foundation of the Detroit Annual Conference and as Treasurer and Endowment Trustee for the First United Methodist Church of Ferndale. Mr. Fowler was elected by the Detroit Conference. His term expires on June 30, 2014.

Officers

The Board members, in consultation with the Bishop of the United Methodist Church, appoint our officers, who are responsible for our day-to-day affairs. Our officers as of the date of this Prospectus are as follows:

Joel A. Garrett, Chair and President
Carol J. Johns, Vice President
David B. Nelson, Jr., Secretary
Wayne Charles Barrett, Treasurer and Resident Agent

Information about the principal occupations during at least the last five years of Mr. Garrett, Ms. Johns and Mr. Nelson is set forth above. Reverend Barrett is 63 years old and holds a M. Div. degree from Evangelical Theological Seminary, a B.A. degree from Central Michigan University and a C.F.P. from the College for Financial Planning. From 1972 until 1982, he served as Pastor or Associate Pastor of several churches. Since February, 1982, he has served as the Executive Director of the United Methodist Foundation of Michigan.

Remuneration

No member of our Board, and none of our officers, receive compensation from us for their services, though we do reimburse them for actual expenses incurred on our behalf and for attending Board meetings. However, several Board members and our staff are paid for their services by the United Methodist Church or its agencies. We paid the Foundation of the West Michigan Conference \$70,900 in the aggregate for the staff services of four individuals in the calendar year ending December 31, 2010.

Board and Officer Relationships

Some of our Board members and officers may serve on boards of their local churches and other United Methodist organizations to which we make loans or sell Investment Accounts, and some directors and officers may own Investment Accounts for their own benefit, either directly or indirectly. All such loans and Investment Accounts are provided on the same terms as those available to other borrowers and investors generally.

FINANCIAL STATEMENTS

This Prospectus includes our audited financial statements as of and for the years ended December 31, 2010, and 2009, which were audited by Ullrey & Company, 401 North Sage Street, Kalamazoo, Michigan 49006, independent auditors, as stated in their report. Audited financial statements will also be made available to investors upon written request.

**THE MISSION AND CHURCH EXTENSION
TRUST FUND OF
THE MICHIGAN AREA OF THE
UNITED METHODIST CHURCH**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT**

DECEMBER 31, 2010 AND 2009

**THE MISSION AND CHURCH EXTENSION TRUST FUND OF
THE MICHIGAN AREA OF THE UNITED METHODIST CHURCH**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT**

DECEMBER 31, 2010 AND 2009

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Jack A. Ullrey, CPA

Valerie K. Watts, CPA

Jason M. Martin, CPA

Jessica M. Ullrey, CPA

INDEPENDENT AUDITORS' REPORT

Board of Directors
The Mission and Church Extension Trust Fund
Grand Rapids, Michigan

We have audited the accompanying statement of financial position of The Mission and Church Extension Trust Fund, (a nonprofit organization) as of December 31, 2010 and 2009, and the related statement of activities and cash flows for the years then ended. The financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Mission and Church Extension Trust Fund, as of December 31, 2010 and 2009, and changes in net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

A handwritten signature in cursive script that reads "Ullrey & Company".

Ullrey & Company
Certified Public Accountants

Kalamazoo, Michigan
March 31, 2011

FINANCIAL STATEMENTS

THE MISSION AND CHURCH EXTENSION TRUST FUND
STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2010
WITH COMPARATIVE TOTALS FOR 2009

ASSETS

	<u>2010</u>	<u>2009</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,627,352	\$ 1,511,096
Investments held at United Methodist Foundation (UMF)	198,538	-
Promisory notes receivable	102,593	146,520
Mortgage notes receivable	439,918	442,771
	<u>2,368,401</u>	<u>2,100,387</u>
TOTAL CURRENT ASSETS		
OTHER ASSETS		
Promisory notes receivable	187,125	335,771
Mortgage notes receivable	5,457,898	4,756,987
	<u>5,645,023</u>	<u>5,092,758</u>
TOTAL OTHER ASSETS		
TOTAL ASSETS	<u>\$ 8,013,424</u>	<u>\$ 7,193,145</u>

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES		
Accounts payable	\$ 4,371	\$ 914
OTHER LIABILITIES		
Investment accounts payable	6,928,888	6,099,541
	<u>6,933,259</u>	<u>6,100,455</u>
TOTAL LIABILITIES		
NET ASSETS		
Unrestricted net assets	1,080,165	1,092,690
	<u>1,080,165</u>	<u>1,092,690</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 8,013,424</u>	<u>\$ 7,193,145</u>

The accompanying notes are an integral part of these financial statements.

THE MISSION AND CHURCH EXTENSION TRUST FUND

STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2010

WITH COMPARATIVE TOTALS FOR 2009

	<u>2010</u>	<u>2009</u>
<u>UNRESTRICTED NET ASSETS</u>		
REVENUE		
Mortgage note interest income	\$ 308,208	\$ 341,022
Promissory note interest income	25,142	35,024
Investment income	(1,462)	-
Interest income	783	1,711
Other income	500	400
	<u>333,171</u>	<u>378,157</u>
TOTAL REVENUE		
INTEREST EXPENSE		
Investment accounts interest paid	<u>231,209</u>	<u>222,623</u>
OPERATING EXPENSES		
Loan officer expenses	10,600	10,560
Accounting services	14,500	11,352
Office support services	16,300	16,600
Legal fees	17,505	37,583
Audit fee	6,335	5,400
Resident agent expenses	29,500	29,500
Registration fees	20	-
Travel expenses	3,703	4,116
Insurance expense	1,784	1,784
Office expense	2,000	1,800
Computer support services	4,695	3,600
Computer and software expenses	1,391	3,714
Postage	2,610	3,472
Telephone	3,081	3,011
Miscellaneous expense	463	2,710
	<u>114,487</u>	<u>135,202</u>
TOTAL OPERATING EXPENSES		
TOTAL EXPENSES	<u>345,696</u>	<u>357,825</u>
CHANGE IN NET ASSETS	(12,525)	20,332
NET ASSETS - Beginning of year	<u>1,092,690</u>	<u>1,072,358</u>
NET ASSETS - End of year	<u>\$ 1,080,165</u>	<u>\$ 1,092,690</u>

The accompanying notes are an integral part of these financial statements.

THE MISSION AND CHURCH EXTENSION TRUST FUND

STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2010

WITH COMPARATIVE TOTALS FOR 2009

	<u>2010</u>	<u>2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Increase (decrease) in net assets	\$ (12,525)	\$ 20,332
Adjustments to reconcile increase in net cash provided by operations:		
Increase (decrease) in operating liabilities:		
Accounts payable	<u>3,457</u>	<u>914</u>
NET CASH PROVIDED BY (USED BY) OPERATING ACTIVITIES	<u>(9,068)</u>	<u>21,246</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of new investments held at UMF	(200,000)	-
Unrealized (gains) losses on investments held at UMF	4,031	-
Investment income (loss) from investments held at UMF	(2,569)	
Proceeds from payments on mortgage notes receivable	1,884,343	1,965,178
Payments for issuance of new mortgage notes receivable	(2,582,402)	(1,040,000)
Proceeds from payments on promissory notes receivable	192,573	163,292
Payments for issuance of new promissory notes receivable	<u>-</u>	<u>(267,144)</u>
NET CASH PROVIDED BY (USED BY) INVESTING ACTIVITIES	<u>(704,024)</u>	<u>821,326</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from new investment accounts payable	864,264	260,899
Proceeds from interest reinvested in investment accounts payable	126,486	113,870
Payments of principal on investment accounts payable	<u>(161,402)</u>	<u>(641,855)</u>
NET CASH USED BY FINANCING ACTIVITIES	<u>829,348</u>	<u>(267,086)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	116,256	575,486
BEGINNING CASH AND CASH EQUIVALENTS	<u>1,511,096</u>	<u>935,610</u>
ENDING CASH AND CASH EQUIVALENTS	<u>\$ 1,627,352</u>	<u>\$ 1,511,096</u>

The accompanying notes are an integral part of these financial statements.

THE MISSION AND EXTENSION CHURCH TRUST FUND

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF ACTIVITIES

The Trust Fund provides a pooling of financial resources of Michigan United Methodists for the financing of capital needs of Michigan United Methodist churches.

The Trust Fund provides a financial opportunity whereby Michigan United Methodists can realize an investment in the future of the United Methodist Church while at the same time being good stewards of their own financial resources.

The primary purpose of the Fund is to provide a source of funds for borrowing by United Methodist churches in the State of Michigan to be used for church buildings, additions and improvements.

A secondary purpose of the Fund is to provide a prudent and safe investment opportunity for members of the United Methodist Church in the State of Michigan and for churches and church-related organizations.

ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

BASIS FOR ACCOUNTING

The financial statements of the Mission and Church Extension Trust Fund of the Michigan Area of the United Methodist Church have been prepared in conformity with accounting principles accepted in the United States of America.

FINANCIAL STATEMENT PRESENTATION

The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets are not subject to donor-imposed restrictions. Unrestricted net assets may be designated for specific purposes by action of the Board of Directors.

Temporarily restricted net assets are subject to donor-imposed restrictions that may or will be met, either by the actions of the Organization and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently restricted net assets are subject to donor-imposed restrictions and maintained permanently by the Organization. Generally, the donors of these assets permit the Organization to use all or part of the income earned on any related investments for general or specific purposes.

As of December 31, 2010 and 2009, the Organization has no temporarily or permanently restricted net assets.

THE MISSION AND EXTENSION CHURCH TRUST FUND

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

FINANCIAL INSTRUMENTS

The Organization's financial instruments consist of cash balances, fixed income securities, promissory notes, mortgages, investment accounts payable and accounts payable. The Organization's estimates of fair value approximate their carrying amounts as of December 31, 2010 and 2009.

INVESTMENTS AND INVESTMENT INCOME

Investments are stated at fair value based on quoted market prices. Unless donor or law restricts the income or loss, investment income or loss (including realized and unrealized gains and losses on investments, interest, and dividends) is included in the increase or decrease in unrestricted net assets.

TAX EXEMPT STATUS

The Organization is exempt from federal income taxes under Section 501(c)3 of the Internal Revenue Code and from state income taxes. Contributions to the Organization are deductible as charitable contributions for federal income tax purposes. In addition, the Organization has been determined not to be a private foundation within the meaning of Section 509(a) of the Code.

CASH AND CASH EQUIVALENTS

For purposes of the Statement of Cash Flows, the Organization considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

PROPERTY AND EQUIPMENT

The Organization follows the practice of capitalizing, at cost, all expenditures for property and equipment in excess of \$500. Depreciation is provided over the estimated useful lives of the assets on a straight-line basis. At December 31, 2010 and 2009, no assets meet the criteria for capitalization.

NOTE B - CASH

The total cash held at December 31, 2010 and 2009, amounts to \$1,646,932 and \$1,521,665, respectively. Of these amounts, \$250,000 is insured by the FDIC at December 31, 2010 and 2009.

THE MISSION AND EXTENSION CHURCH TRUST FUND

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE C – MORTGAGE AND PROMISSORY NOTES RECEIVABLE

During the fiscal year ended December 31, 2010 and 2009, the Mission and Church Extension Trust Fund received \$2,076,916 and \$2,136,437 of principal payments, respectively. At December 31, 2010 and 2009, the schedule of principal payments receivable is as follows:

	2010	2009
Mortgage notes receivable:		
Receivable in less than one year	\$ 439,918	\$ 442,771
Receivable in one to five years	1,756,221	1,500,399
Receivable in six to ten years	2,273,040	1,947,197
Receivable over ten years	1,428,637	1,309,391
Total mortgage notes receivable	<u>\$ 5,897,816</u>	<u>\$ 5,199,758</u>
Promissory notes receivable:		
Receivable in less than one year	\$ 102,593	\$ 146,520
Receivable in one to five years	187,125	335,771
Total promissory notes receivable	<u>\$ 289,718</u>	<u>\$ 482,291</u>

As of the fiscal year ended December 31, 2010, the Mission and Church Extension Trust Fund of The Michigan Area of the United Methodist Church has twenty-one mortgages and twelve promissory loans extended to churches in the State of Michigan. Terms of the loans and interest rates offered are approved by the Board of Trustees and are targeted to be equal to or above rates available in commercial markets for similar investment of the funds. The safety of the investment is based on sound economic decisions, conservative loan policies and practices, diligent management of the loan portfolio and low administrative expenses.

THE MISSION AND EXTENSION CHURCH TRUST FUND

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE C – MORTGAGE AND PROMISORY NOTES RECEIVABLE – CONTINUED

Management has evaluated the need for an allowance for loan losses based on the risks inherent in the portfolio, the estimated value of any underlying collateral and the guarantees, if any, of the principals of the borrowing organizations. Based on management's evaluation, as of December 31, 2010 and 2009, there is no allowance for loan losses. As of December 31, 2010 and 2009, none of these loans were delinquent (greater than 90 days past due).

A description of the loans outstanding as of December 31, 2010, is as follows:

	Mortgage Notes Number of Loans	Principal Amount
\$0-\$100,000	4	\$ 220,986
\$100,001-250,000	8	1,357,878
\$250,001-\$500,000	6	2,046,124
\$500,001+	3	2,272,828
Total mortgage notes receivable	<u>21</u>	<u>\$ 5,897,816</u>
	Promisory Notes Number of Loans	Principal Amount
\$0-\$25,000	8	\$ 76,537
\$25,001-\$50,000	2	69,831
\$50,001-\$75,000	1	63,540
\$75,001+	1	79,810
Total promissory notes receivable	<u>12</u>	<u>\$ 289,718</u>

All loans outstanding as of December 31, 2010, had a variable interest rate, which ranged from 5.25% to 7.5%. Of these loans, 5% of the total loans were unsecured promissory notes and 95% were secured mortgages.

NOTE D – INVESTMENT ACCOUNTS PAYABLE

The Organization offers investments at 100% of its face value. The purpose of the offering is to raise money to support the Organization's mission. The minimum initial investment in an investment is \$100. Investment accounts are unsecured general debt obligations. The investments pay interest at a variable interest rate, which is subject to change from time to time upon 30 days' prior written notice. An election is made at the time of purchase to have the interest either paid to the purchaser or reinvested and added to the principal balance of the investment semi-annually. Redemption of all or part of investments are payable within 60 days of request. The annual interest rate offered on investments as of December 31, 2010, is 3.25% for investments with balances of less than \$100,000, and 3.5% for investments with balances of \$100,000 or more.

Redemption requests could exceed available funds. At December 31, 2010, the Organization had cash and cash equivalents of \$1,646,932 and \$6,928,888 of outstanding investment accounts payable. As a result, cash and cash equivalents constituted approximately 24% of outstanding investment accounts.

THE MISSION AND EXTENSION CHURCH TRUST FUND

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE E – FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

As described in Note A, the Organization's estimates of the fair value of financial assets and liabilities approximate carrying value. Financial accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Cash and cash equivalents:

The Organization considers the carrying values of these financial instruments to approximate fair value because of the short period of time between origination of the instruments and their expected realization.

Investments, current and non-current:

The Organization's investment accounts include Level 1 and Level 2 securities. The Organization's Level 1 securities consist of demand deposits. The Organization's Level 2 securities consist of fixed income funds.

The following table summarizes the valuation of the Organization's financial instruments by the aforementioned pricing categories at December 31, 2010:

	<u>Total</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Prices with Other Observable Inputs (Level 2)</u>
Cash and cash equivalents	<u>\$ 1,627,352</u>	<u>\$ 1,627,352</u>	<u>\$ -</u>
Investments			
Funds held in the UMF Bond Fund	<u>198,538</u>	<u>-</u>	<u>198,538</u>
Totals	<u><u>\$ 1,825,890</u></u>	<u><u>\$ 1,627,352</u></u>	<u><u>\$ 198,538</u></u>

THE MISSION AND EXTENSION CHURCH TRUST FUND

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

NOTE E – FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS - CONTINUED

The following is a summary of the Organization's investments at December 31, 2010:

	<u>Amortized Cost</u>	<u>Gross Unrealized Holding Losses</u>	<u>Estimated Fair Value</u>
Funds held in the UMF Bond Fund	<u>\$ 200,000</u>	<u>\$ (1,462)</u>	<u>\$ 198,538</u>
Reported as:			
Investments held at United Methodist Foundation (UMF)			<u>\$ 198,538</u>

NOTE F – SUBSEQUENT EVENTS

Management has evaluated events subsequent to the date of the statement of financial position through March 31, 2011, the date the financial statements were available to be issued. No events have occurred subsequent to the statement of financial position date through March 31, 2011, that would require adjustment or disclosure in the financial statements.



Administrative Offices
& Investor Relations

PO Box 6247
Grand Rapids, MI 49516
888.451.1929

APPLICATION TO INVEST

(Includes Required Information for IRS Form W-9)

Contact information for primary holder of Investment Account:

Name _____

Mailing Address _____

City _____ State _____ Zip _____

Home Telephone _____ Business Telephone _____

E-Mail Address _____

Name of Church (optional) _____ Location of Church (optional) _____

PAYMENT

I am enclosing a check in full payment for an Investment Account in the total principal amount of \$ _____.
(Please make all checks payable to: The Missions and Church Extension Trust Fund.)

INTEREST

Check one option below as to how you would like interest on the Investment Account to be handled.
(If no option is checked, interest will be retained and added to principal.)

- Please reinvest the quarterly interest payments. Interest accruing on the account will be retained and added to principal of your account.
- Please send me the quarterly interest payments. Interest will be paid within approximately 15 days after March 31, June 30, September 30 and December 31 of each year.

Interest rates may change – call us for current rates! Interest rates on the Investment Accounts are those in effect AS OF THE DATE WE ACCEPT THIS APPLICATION. The Missions and Church Extension Trust Fund of the Michigan Area of the United Methodist Church (“Trust Fund”) may decrease or increase the current interest rate payable upon 30 days prior written notice to the Investment Account holder. The Trust Fund may also increase or decrease the rate of interest on the Investment Accounts to be sold in the future. See our Prospectus for more information.

Please issue the Investment Account in the form of ownership and to the Investor(s) identified below:

- Sole Owner Joint Owner Formal Trust Church or Organization

Tax Exempt Organization YES NO

Name of Primary Owner (Please include title, e.g., Mr., Mrs., Dr., Rev., etc.; if a trust, state the name and date of the trust)

Social Security Number or Tax I.D. Number

Birthdate (if applicable)

Name of Secondary Owner

Social Security Number or Tax I.D. Number

Birthdate (if applicable)

Address (if different from Primary Owner)

Telephone Number(s)

E-mail Address

Sole Ownership - If the Investment Account is to be registered only in the name of one person, please print the name, address, telephone numbers and other contact information of your nearest relative who does not live with you. This person will be contacted only should we be unable to locate you.

Joint Ownership - Registration of the Investment Account in the names of two individuals results in ownership of the Investment Account in "joint tenancy with right of survivorship." Interest will be reported to Internal Revenue Service using the social security number of the first named person unless otherwise directed. **If the Investment Account will be owned by more than one person and you wish to require all owners to sign to redeem funds from the Investment Account, please check here.**

Formal Trust - Interest will be payable only to the Trustee. *A copy of the trust agreement or a Certificate of Trust must be provided to the Trust Fund prior to opening the Investment Account.*

Beneficiary (required) - We require that you specify the name of a person(s) or organization to receive the balance of the investment remaining at the time of your death, or on the death of the last of you to die if this is a jointly owned Investment Account. In case you choose to designate two beneficiaries, please specify the share of each beneficiary; otherwise, the beneficiaries will equally share the balance of the investment.

1) _____	_____ %	_____
Name of Beneficiary	Share	Social Security Number Tax I.D. Number
_____		_____
Address of Beneficiary		Telephone
2) _____	_____ %	_____
Name of Beneficiary	Share	Social Security Number Tax I.D. Number
_____		_____
Address of Beneficiary		Telephone

I hereby acknowledge receipt of the Prospectus dated _____, 20__ of The Missions and Church Extension Trust Fund of the Michigan Area of the United Methodist Church. I represent that I am 18 years of age or older.

Substitute Form W-9: Under penalties of perjury, by signing below, each of the undersigned certifies that:

1. The information provided on this application, including taxpayer identification number shown for each primary owner, secondary owner and/or joint tenant above, is true, correct, and complete.
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding.
3. I am a U.S. person, including a U.S. resident alien. (Please request Form W-8 if you are a foreign person.)

Note: *You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.*

Signature _____ Signature _____
(Primary owner, trustee or authorized representative) (Secondary owner or authorized representative)

Date _____ Date _____

The Investment Accounts are neither bank deposits nor bank obligations and are not insured by FDIC, SIPC, or any other state or federally regulated institution. No Guarantee by the United Methodist Church. The purchase of our securities is subject to risk, which are described in the Prospectus.

**FOR ADDITIONAL INFORMATION, PLEASE CONTACT
THE MISSIONS AND CHURCH EXTENSION TRUST FUND OF
THE MICHIGAN AREA OF THE UNITED METHODIST CHURCH AT:
P.O. Box 6247 • Grand Rapids, Michigan 49506 • (888) 451-1929
<http://www.umfmichigan.org>**

TAX INFORMATION
THE MISSIONS AND CHURCH EXTENSION TRUST FUND

INSTRUCTIONS FOR SUBSTITUTE FORM W-9

PAYER'S REQUEST FOR TAXPAYER IDENTIFICATION NUMBER CERTIFICATION

The Trust Fund (as well as all other payers of interest or dividends) must generally withhold 28% of taxable interest or dividends if:

- (1) You do not provide the Trust Fund with your taxpayer identification number (TIN), or
- (2) You do not certify your TIN when required, or
- (3) The Internal Revenue Service notifies the Trust Fund that you furnished an incorrect TIN, or
- (4) You are notified by the Internal Revenue Service that you are subject to backup withholding, or
- (5) You do not certify by signing this form that you are not subject to backup withholding under (4) above, or fail to certify your TIN.

To prevent backup withholding on interest paid, you must certify that you have provided your correct TIN to the Trust Fund; and, you must certify that you are not subject to backup withholding.

PENALTIES

Certain civil and criminal penalties may be imposed if you:

- (1) Fail to furnish your TIN to the Trust Fund unless the failure is due to reasonable cause and not willful neglect, or
- (2) Make a false statement with no reasonable basis that results in no backup withholding, or
- (3) Falsify certifications or affirmation

INVESTORS EXEMPT FROM BACKUP WITHHOLDING

Investors specifically exempted from backup withholding on all payments include organizations exempt from tax under Section 501(a), such as a member congregation of The United Methodist Foundation. However, such investors are still required by the Trust Fund to complete and sign the Application in order to avoid erroneous backup withholding.

All interest that accrues or is paid on any Investment Account is subject to federal income tax in the year it is paid or accrued even though the interest is automatically added to the principal of the Investment Account. *See* "Tax Aspects" section of the Prospectus.

**THE MISSIONS AND CHURCH EXTENSION TRUST FUND OF
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