OFFERING MEMORANDUM

OFFERING OF PROMISSORY NOTES TO FUND THE LEVITICUS 25:23 ALTERNATIVE FUND, INC. LOAN PROGRAMS

TABLE OF CONTENTS

EXHIBITS

Potential Investors should consider the Risk Factors beginning on page [11] before participating in the Offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Notes, or determined if this Offering Memorandum is accurate or complete. Any representation to the contrary is a criminal offense.

The date of this Offering Memorandum is February 1, 2021

SUMMARY

Leviticus 25:23 Alternative Fund, Inc. ("Leviticus" or the "Fund"), founded in 1983 as a not-for-profit corporation in the State of New York, is a community development revolving loan fund that supports affordable housing and community facility development (including early care and education centers) in New York, New Jersey and Connecticut. Leviticus provides the socially conscious investor with a creative way to support community development by receiving loans from groups and individuals and using these funds to support projects that meet basic human needs, foster self-determination and demonstrate local community control.

Note Offering

Leviticus offers unsecured promissory notes (the "Notes"), on an ongoing basis (the "Offering"), in the minimum principal amount of $1,000, to individual investors who shall be designated "Associates of the Fund" (each, an "Investor" and collectively, "Investors"). See "Plan of Distribution."

Use of Proceeds

Leviticus will use the aggregate principal amount of the Notes to fund the Leviticus Loan Programs (the "Loan Programs"). Leviticus uses the Loan Programs to provide loans to community development and nonprofit organizations that have limited access to traditional support and financing programs. Leviticus provides loans to not-for-profit community-based organizations that create and preserve affordable, special needs and emergency housing, early education centers for children of low-income families, community health centers and other community facilities. Leviticus' operational expenses are funded through a combination of earnings on Loan Programs and donations.

Terms of the Notes

Term: The Notes have a minimum term of one year and may not exceed ten years. Investors may elect to extend the term of the loan and/or the amount of the loan by indicating the new term and/or amount on the Notice of Maturity that Leviticus shall send to the Investor one month prior to the maturity date of the loan.

Interest: Each Note bears a fixed, annual interest rate of 2% paid once a year on the anniversary date of the Note.

Interest paid to all investors in 2020 totaled $974,771.

Payments: The Notes require Leviticus to repay all principal and any unpaid accrued interest on the maturity date of the Notes, unless the Note is renewed at the Investor's election.

Prepayment: Leviticus may prepay the Note, in whole or in part, without premium or penalty.

Restrictions: The Notes may not be changed or terminated orally. The Notes are non-negotiable. The Notes are not transferable or assignable. Accordingly, no secondary market exists or is likely to develop.

NOTICES TO POTENTIAL INVESTORS

Forward-Looking Statements

This Offering Memorandum contains forward-looking statements. These forward-looking statements are not guarantees of Leviticus' future performance. They are subject to risks and uncertainties related to business operations, some of which are beyond Leviticus' control. Any of these risks or uncertainties may cause actual results or future circumstances to differ materially from the forward-looking statements contained in this Offering Memorandum. Each forward-looking statement speaks only as of the date of the particular statement and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Potential Investors are Urged to Consult Their Own Advisors

Prospective Investors are not to construe this Offering Memorandum as investment, legal, or tax advice. This Offering Memorandum does not purport to be all-inclusive or to contain all the information that a prospective Investor may need to evaluate Leviticus or an investment in the Notes. Each Investor should consult its own counsel, accountant, and other advisors as to legal, tax, business, financial, and related aspects of a purchase of the Notes. Leviticus makes no representation regarding the legality of an investment in the Notes by an Investor under applicable investment or securities laws.

Information in this Offering Memorandum

Leviticus' management prepared the information presented in this Offering Memorandum solely for use by potential Investors in connection with this Offering. No person is authorized to give any information or to make any representation in connection with this Offering that is not contained in this Offering Memorandum except as permitted in "Additional Information." Potential Investors must not rely on such other information or representation as having been authorized by Leviticus, and must base their decision to purchase Notes solely on the information contained in this Offering Memorandum. Leviticus' affairs may have changed since the date of this Offering Memorandum, and delivery of this Offering Memorandum or sale of any Note shall not be construed to imply that there has been no change in the information contained in this Offering Memorandum.

Additional Information

Leviticus will, upon request, make available to each potential Investor and such Investor's representatives and advisors, if any, the opportunity to ask questions and receive answers concerning the terms and conditions of this Offering. Leviticus will make available any additional information that Leviticus may possess or can obtain without unreasonable effort or expense that is necessary to verify the accuracy of the information furnished to such potential Investor. Any such questions should be directed to the Executive Director of the Fund at the address and telephone number for Leviticus set forth on page [5] in "Leviticus".

Proprietary Information

This Offering Memorandum contains proprietary information of Leviticus. Leviticus is providing this Offering Memorandum to prospective Investors solely for their use in order to evaluate an investment in the Notes. By accepting delivery of this Offering Memorandum, a prospective Investor agrees not to use this Offering Memorandum for any purpose other than to evaluate a potential investment in the Notes, without Leviticus' prior written permission.

State Securities Laws

The distribution of this Offering Memorandum and the offer and sale of the Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Offering Memorandum or any of the Notes come must inform themselves about, and observe any such restrictions. This Offering Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Notes to any person or by anyone in any jurisdiction in which it is unlawful to make such offer or solicitation.

LEVITICUS

Leviticus is a community development loan fund that provides credit to community-based organizations in New York, New Jersey and Connecticut. Leviticus supports projects that meet basic human needs, foster self-determination and demonstrate local community control. Leviticus is capitalized by the sale of promissory notes to Investors, by the issuance of subvention certificates to Members of the Fund, and by capital grants. Operating expenses are funded through a combination of interest and fee earnings on Loan Programs and donations. As of December 31, 2020, Leviticus had 179 investors and a capitalization of $56,447,549 ("Capitalization"). "Capitalization" means the sum of Leviticus' Net Assets and loans payable to Associates of the Fund, to Members of the Fund, and to Banks and Institutional lenders.

Leviticus 25:23 Alternative Fund, Inc. is located at 220 White Plains Road, Suite 125, Tarrytown, New York 10591. Leviticus' telephone number is: (914) 909-4381. Leviticus maintains a website at www.leviticusfund.org

Purposes

Leviticus' primary purposes are to:

- offer low-yield investment vehicles for Associates of the Fund and Members of the Fund who are interested in investing in socially responsible alternatives to more traditional investments;

- provide access to a low-cost pool of capital for qualified community-based borrowers who might otherwise be unable to secure credit from more conventional lending sources; and

- create opportunities whereby the under-served can become authors of their own destiny.

Recipient Criteria

Leviticus' target borrowers and funding recipients include:

- not-for-profit community-based organizations that develop affordable housing for the benefit of low-income individuals and families ("Low-Income Persons", defined as individuals or families with less than 80% of area median income by Department of Housing and Urban Development ("HUD") calculations) or special needs populations;

- licensed not-for-profit and proprietary early childhood care and education facilities, in which at least 50% of the day care facility client base are Low-Income Persons or 30% of the day care facility client base are Low-Income Persons and the facility is located in a low-income area; and

- not-for-profit facilities, including charter public schools and centers promoting access to healthy food and social service programs to low-income individuals and families. The organization and the facility/project must be consistent with Leviticus' criteria, which shall be evaluated on a case-by-case basis.

LEVITICUS LOAN PROGRAMS

The Leviticus Loan Programs encompass the Housing Loan Program, the Early Care & Education and Charter Public Schools Loan Program and the Not-For-Profit Facility and Economic Development Loan Program. As of December 31, 2020, the portfolio of Leviticus' Loan Programs totaled $48,066,937 in loans to 68 borrowers.

Loan Programs

Housing Loan Program: The Housing Loan Program provides loans for the development of affordable and supportive housing by not-for-profit community development organizations and resident purchases of manufactured home communities (MHCs). Leviticus provides a full range of financial products: predevelopment, acquisition, construction, bridge, mini-permanent and revolving development loans. The purpose of the program is to enable homeownership, rental, transitional or special needs housing that is affordable to Low-Income Persons, and to preserve existing affordable housing in MHCs. As of December 31, 2020, the portfolio of the Housing Loan Program totaled $34,081,982 in loans to 48 borrowers.

- **Loan Amount:** Up to $3,500,000.
- **Interest Rate:** 5.75%-6%;
- **Term:**

  Construction Loans – up to two years, convertible to a term loan of up to 10 additional years.

  Predevelopment/Acquisition/Bridge Loans – up to three years with a balloon payment of principal at maturity.

  Mini-perm Loans – up to 30-year amortization. There will be a call in the fifth year or tenth year for loans that are amortized over ten to twenty years.

- **Loan Qualifications:** Applications are evaluated for their fiscal soundness, managerial competence, past accomplishments and ability to carry debt. Projects must be located in the New York, New Jersey, Connecticut, Massachusetts and Philadelphia area.

Early Care & Education Facilities and Charter Public Schools Loan Program: This program provides loans to licensed not-for-profit and proprietary early care and education centers, as well as charter public schools. In the case of early care and education, prospective borrowers must have a client base comprised of at least 50% Low-Income Persons or 30% Low-Income Persons **and** the facility is located in a low-income area. In the case of charter public schools, the facility must show proof of its current charter and serve a student population that is predominantly low-income.

Leviticus will extend loans for: (i) acquisition of property to be used as an early care and education facility or on which such a facility will be constructed; (ii) construction or rehabilitation of a new or existing facility; (iii) upgrading of a building or current facility to meet health and safety standards; (iv) purchase of equipment; and (v) start-up financing for a new center. As of December 31, 2020, the portfolio of the Early Care and Education and Charter Public Schools Loan Program totaled $4,812,686 in loans to 6 borrowers.

- **Loan Amount:** Up to $3,500,000**.** Maximum loan size for each borrower is determined by the borrower's need and ability to carry debt.

- **Interest Rate:** 5.75%-6%.

- **Term:**

  Construction Loans – up to two years, convertible to a term loan of up to 10 additional years.

  Predevelopment/Acquisition/Bridge Loans – up to three years with a balloon payment of principal at maturity.

  Mini-perm Loans – up to 30-year amortization. There will be a call in the fifth year or tenth year for loans that are amortized over ten to twenty years.

- **Loan Qualifications:** Applications are evaluated for their fiscal soundness, managerial competence, past accomplishments and ability to carry debt. Projects must be located in the New York, New Jersey, Connecticut, Massachusetts and Philadelphia area.

Not-For-Profit Facility and Economic Development Loan Program: The Not-For-Profit Facility and Economic Development Loan Program provides loans for the development of not-for-profit facilities that provide access to social services, health care and mental health care, as well as economic development projects that promote employment and job training, and healthy food access. As of December 31, 2020, the portfolio of the Not-For-Profit Facility and Economic Development Loan Program totaled $9,172,269 in loans to 14 borrowers.

- **Loan Amount:** Up to $3,500,000.

- **Interest Rate:** 5.75-6%.

- **Term:**

Construction Loans – up to two years, convertible to a term loan of up to 10 additional years.

Predevelopment/Acquisition/Bridge Loans – up to three years with a balloon payment of principal at maturity.

Mini-perm Loans – up to 30-year amortization. There will be a call in the fifth year or tenth year for loans that are amortized over ten to twenty years.

- **Loan Qualifications:** The borrower organization and the facility/project must be consistent with Leviticus' criteria, which shall be evaluated on a case-by-case basis. Applications are evaluated for their fiscal soundness, managerial competence, past accomplishments and ability to carry debt.

Applicable to all three Loan Programs:

- **Fees:** Leviticus charges a 1% fee that is payable if a loan is approved and a commitment is issued. The fee is payable upon acceptance of the commitment.

- **Collateral:** All Leviticus loans must be secured with collateral. Collateral may be partial if other strengths such as borrower capital and cash flow present an acceptable credit profile. First consideration will be given to securing a loan with real estate owned by the borrower. Security can be shared or subordinated to other participating lenders. Alternative forms of collateral such as machinery, equipment, furniture, fixtures, accounts receivable and inventory may be feasible.

- **Monitoring, Compliance and Default:** Leviticus loan officers and loan servicing officers provide day-to-day monitoring of the project loan portfolio according to policy guidelines set by the Board of Directors. The Board's Loan Committee reviews the entire portfolio with the staff annually. Decisions to write off loans, declare loans in default and foreclose on real estate collateral are made by the Board of Directors upon recommendation by the staff and the Loan Committee.

- **Loan Losses:** From inception in 1983, through December 31, 2020, Leviticus experienced project loan losses after recoveries of $955,565 against total disbursed capital for lending of $125,104,138 for a loss ratio of less than 1%. Leviticus maintains a fully funded reserve against loan losses, which, at December 31, 2020, totaled $3,022,779.

THE OFFERING

The following discussion of the Offering is a summary only and is qualified in its entirety by the actual terms of the Loan Agreements and the Notes. See "Exhibit A - Form of Loan Agreement" and "Exhibit B - Form of Promissory Note with Form of Amortization Schedule."

Amount

Leviticus is offering the Notes to Investors in the minimum initial principal amount of $1,000.

Term

The Notes have a minimum term of one year and may not exceed ten years. Investors may elect to extend the term of the loan and/or the amount of the loan by indicating the new term and/or amount on the Notice of Maturity that Leviticus shall send to the Investor one month prior to the maturity date of the loan.

Interest

Each Note bears a fixed, annual interest rate of 2% paid once a year on the anniversary date of the Note.

Interest paid to all investors in 2020 totaled $974,771.

Payments

The Notes require Leviticus to repay all principal and any unpaid accrued interest on the maturity date of the Notes, unless the Note is renewed at the Investor's election.

Prepayment

Leviticus may prepay the Note, in whole or in part, without premium or penalty.

Restrictions

The Notes may not be changed or terminated orally. The Notes are non-negotiable. The Notes are not transferable or assignable. Accordingly, no secondary market exists or is likely to develop.

USE OF PROCEEDS

Leviticus will use the Offering Proceeds to provide loans to qualified borrowers. See "Leviticus Loan Programs, Loan Qualifications."

Leviticus may or may not immediately use the Offering Proceeds to make loans, depending on the needs and availability of qualified borrowers. Any amount of Offering Proceeds not immediately lent to borrowers will be invested in interest-bearing accounts such as certificates of deposit or in investments selected by Leviticus' Board of Directors, pending distribution in the form of loans. Interest income received upon repayment of the loans by borrowers, or from the interest-bearing accounts, will be used to pay the interest on the Notes as it becomes due, and to pay the administrative and operating expenses of Leviticus.

Leviticus will not use the Offering Proceeds or any of the funds allocated to the Leviticus Loan Programs for its general working capital needs, unless authorized by the Board of Directors. To date, such an authorization has never been made. Leviticus' operational expenses are funded through a combination of earnings on Loan Programs and donations.

Leviticus will endeavor to grow its Loan Programs through increased solicitation of Investors. We intend to employ print and electronic advertisements to educate the investing public about Leviticus. We expect to devote approximately $25,200 to our public relations and media budget in Fiscal Year 2021.

PLAN OF DISTRIBUTION

> *Investment in the Notes involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to an investment in the Notes, and who can bear the economic risk of a complete loss of their investment.*

The Notes will be sold on a continuing basis by designated employees of Leviticus. No person will receive a fee or commission for the offer or sale of the Notes.

Investor Requirements

In order to invest in the Notes, a potential Investor must:

- ascribe to the purposes of Leviticus and wish to be designated an "Associate of the Fund"; and
- deliver the required documents to Leviticus

Delivery of Documents

In order to consummate the investment in the Notes, the Investor must execute and deliver to Leviticus:

- a Loan Agreement in substantially the form attached to this Offering Memorandum as Exhibit A (the "Form of Loan Agreement"); and
- cash, bank check, or approved substitute in full amount of the loan

In order to consummate the investment in the Notes, Leviticus must execute and deliver to the Investor:

- a countersigned Loan Agreement in substantially the form attached to this Offering Memorandum as Exhibit A (the "Form of Loan Agreement"); and
- a Promissory Note in substantially the form attached to this Offering Memorandum as Exhibit B (the "Form of Promissory Note with Form of Amortization Schedule")

However, Leviticus reserves the right to reject any investment in the Notes, in its absolute discretion, even if an Investor provides Leviticus with all of the above documents.

Loan Agreement

After the terms of an investment have been determined, the Investor should complete and sign the Loan Agreement in substantially the same form as is attached to this Offering Memorandum as Exhibit A and send it with payment for the amount of the Investor's loan to the Executive Director, Leviticus Fund, 220 White Plains Road, Suite 125, Tarrytown, NY 10591.

Leviticus will send to the Investor a countersigned copy of the Loan Agreement and a signed Note in substantially the same form as is attached to this Offering Memorandum as Exhibit B.

> *The standards discussed above represent the minimum suitability standards for prospective Investors. The satisfaction of such standards by a prospective Investor does not necessarily mean that the Notes are a suitable investment for that prospective Investor. Prospective Investors are encouraged to consult their personal financial advisors to determine whether an investment in the Notes is appropriate for them.*

RISK FACTORS

> *An investment in the Notes involves certain risks. Potential Investors should carefully consider all of the information set forth in this Offering Memorandum. In particular, potential Investors should evaluate the following risk factors before investing in the Notes.*

The Notes Are Speculative and High-Risk Investments

The Notes will not be secured by any collateral and are uninsured. The sole source of repayment of the Notes is the amounts invested into and repaid to the Loan Programs. Loans generally will be made to businesses and not-for-profit entities that conventional lenders may consider to be undercapitalized or to be lacking sufficient operational experience or other traditional credit qualifications, or to projects that require financing outside of the parameters generally acceptable to conventional lenders. Investors may suffer a loss of their Note principal or accrued interest, a delay in repayment, or both, if any of the loans are not repaid as scheduled. Investors will not have any recourse against Leviticus or its assets beyond the net equity in the Loan Programs, or against the borrowers under loans made by Leviticus from the Loan Programs. Repayment of the Notes will therefore depend solely upon the financial condition of the Loan Programs when payments on the Notes are due.

Unequal Risk of Loss

Each Investor does not bear the same risk of loss. Because the sale of Notes and the issuance of loans will be ongoing, Leviticus' portfolio of loans will be continuously changing. Accordingly, risk of loss will be shared disproportionately by Investors purchasing Notes at different times or for different terms, as the risk profile of the portfolio constantly changes. Additionally, the maturity date, interest rate and payment schedules of each Note may in some cases be separately designated by each Investor. All of these variations may result in some Investors being fully repaid in accordance with the terms of their Notes, while other Investors may suffer losses or delays in repayment.

Illiquidity of the Notes

No market exists for trading the Notes and no such market is likely to develop, as transfer of the Notes is not permitted. Consequently, the Notes are illiquid. In general, Investors will be unable to obtain repayment of their Notes before maturity. Even at maturity, there is no assurance that Leviticus will have the cash available to repay any particular Note.

Limited Financial Return; Subjective Value of Societal Return

The Notes offer a low rate of return when compared to other investments of comparable risk in order to allow more of each investment to go toward achieving Leviticus' community development goals. However, Investors will place different values on the societal component of their investment when considering their total return on investment in the Notes. Because the Offering Proceeds will be pooled in the Loan Programs before distribution to various borrowers, individual Investors will not have control over where their funds are used. Consequently, there can be no assurance that the funds provided by an individual Investor will be used to advance the particular societal interests which that Investor considers important.

No Tax Deduction Allowed for the Notes

The Internal Revenue Service ("IRS") does not consider the purchase of the Notes to be a donation to a charitable organization. Accordingly, the amount spent on purchase of the Notes by an Investor will not qualify for a tax deduction. Consequently, the interest paid to Investors by Leviticus on the Notes must be declared as ordinary income and therefore generally will be subject to U.S. federal income tax at ordinary income tax rates. Furthermore, under current temporary regulations, an Investor who has outstanding loans to Leviticus and to charitable organizations that are effectively controlled by the same person or persons that control Leviticus for a given taxable year that exceed $250,000, may be considered to have received imputed income equal to foregone interest on the Notes and to have made a charitable contribution of the foregone interest to the Fund. See "Certain U.S. Federal Income Tax Considerations."

Limited Protection Against Default

Leviticus will attempt to obtain collateral for Loans to the fullest extent possible. However, if a borrower defaults, the total amount that Leviticus will realize after exercising its rights to the collateral may be less than the total amount of the borrower's loan. There are several instances in which this may occur, such as:

- other creditors may have senior rights to the same collateral pledged to Leviticus; or

- the collateral may have declined in value due to changes in market conditions, obsolescence, wear and tear, or misuse.

Consequently, if a borrower defaults, insufficient collateral could result in a loss to the Fund and therefore a potential loss to some or all Investors.

No Agency Approval

No federal or state agency has made any finding or determination as to the fairness for investment, or made any recommendations or endorsements, of the Notes.

Dependence Upon Tax-Exempt Status

Leviticus has received an IRS determination that it is a public charity exempt from taxation under section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). However, Leviticus could lose its tax-exempt status:

- if there are changes in the treatment of charitable organizations under section 501(c)(3) of the Code;
- if the operations or structure of Leviticus deviate significantly from the description given by Leviticus to the IRS; or
- if the IRS were to determine that Leviticus' primary purpose was operating an unrelated trade or business.

Loss of tax-exempt status may result in the following negative consequences, among others, which may adversely affect the Investor: (i) significant additional expenses would be imposed upon the Fund, threatening its viability; (ii) loss of tax-exempt status might jeopardize the availability of certain exemptions under the federal securities laws for issuers who are organized for charitable purposes upon which Leviticus relies in the ongoing issuance of the Notes; and (iii) loss of tax-exempt status might jeopardize Leviticus' ability to obtain grants that are essential to its operations, threatening the Fund's viability.

Dependence Upon Grants

Leviticus relies in part on the receipt and use of grant funds and donations in order to provide a full range of services. Leviticus' inability to conduct its operations may, in turn, affect an Investor's return on an investment. Leviticus depends on grants and donations to cover approximately 15% of its operating expenses.

Dependence Upon Volunteers

Evaluation of loan applications requires the unpaid assistance of members of the Loan Review Committee. In addition, Leviticus obtains other unpaid assistance from business, legal and finance professionals. There is no assurance that a sufficient number of qualified professionals will be able and willing to provide such unpaid assistance in the future. If sufficient assistance were not available, Leviticus would be required to modify its operating procedures and reduce the services it provides to borrowers, which, in turn, may affect an Investor's return on an investment. In 2020, Leviticus relied on the community development expertise of twenty-four volunteers who each contributed an average of one hour per month.

Dependence Upon Regional Economy; Concentration of Loans Receivable in a Particular Economic Sector

Leviticus will make loans to enterprises located in New York, New Jersey and Connecticut. Consequently, any general downturn in the economy of the tri-state area may threaten the financial performance and viability of borrowers, thereby potentially increasing the risk of default on the Notes. More specifically, a downturn in the non-profit or real estate sectors of the tri-state area may threaten the financial performance of borrowers, which potentially increases the risk of default on the Notes.

Conflicts of Interest

Conflicts of interest may arise in conducting the daily operations of Leviticus. To mitigate these conflicts, the Leviticus Board of Directors has adopted a conflict-of-interest policy that requires the Executive Director and each Board and Committee member to sign a conflict-of-interest statement annually, disclosing existing conflicts and agreeing to abide by the conflict-of-interest policy throughout the year. According to the policy, when such a conflict arises, the Board or Committee member remains silent throughout the discussion on the issue and does not vote. The conflict is noted in the minutes. With bank, borrower and investor representatives on the Leviticus Board, conflicts do arise from time to time, especially on the Loan Committee. As of January 1, 2021, eight of the 13 Leviticus Directors represent former borrowers, potential borrowers or current investors in the Fund.

A number of these Risk Factors contain forward-looking statements regarding Leviticus' business and financial results. Actual results may differ materially from those forward-looking statements.

MANAGEMENT

Structure

Leviticus policy is determined by its Board of Directors and various Board committees. The Members of the Fund elect the Board of Directors at the annual membership meeting. Additionally, the Members of the Fund reserve the right to modify the Leviticus Mission Statement and to amend its by-laws. The Board of Directors is a policy-making body which hires and oversees the Executive Director. The Executive Director is responsible for the day-to-day management of Leviticus and oversees the professional staff of four (Finance Director, Loan Officer, Loan Manager and Communications & Compliance Officer). If a member of the Board of Directors resigns, the Board is responsible for filling vacancies until the next annual membership meeting. Leviticus' Board is responsible for appointing individuals to serve on the following standing committees: the Executive Committee, the Loan Committee, the Finance Committee, the Development Committee, the Human Resources Committee and the Audit Committee. The Board may form various other committees on an ad hoc basis. Board members receive no compensation for their services on the Board or on any committees, but may be reimbursed for out-of-pocket expenses associated with the performance of their duties.

As of the date of this Offering Memorandum, Leviticus' directors, executive officers and significant staff members were as follows:

Name	Position	Since
Rosemary Jeffries, RSM [1][4]	President	2019
Darlene Robinson [1][5]	Vice President	2015
Toni Palamar [1][3]	Treasurer	2019
Ellenrita Purcaro, OP [1][4][5]	Secretary	2009
Elaine Dovas [4]	Director	2016
Jonathan Hummel [4]	Director	2019
Becky Koch [6]	Director	2016
Dan Letendre [7]	Director	2014
Joseph F. Reilly [1]	Director	2014
Peggy Scarano, OP [4]	Director	2014
Shona St. Angelo [6]	Director	2020
Elizabeth Torres [6]	Director	2017
Rev. Julius Walls, Jr. [2]	Director	2013

Gregory Maher	Executive Director	2013
Helen Davis	Loan Manager	2016
Kayla Jeffrey	Loan Officer	2018
Jelani Jones	Lending Associate	2020
Kevin McQueen	Director of Lending	2020
Hayley Morland	Finance & Operations Associate	2019
Jose Rivera	Finance Director	2017
Colleen Ryan	Resource Development Officer	2020
Maryann Sorese	Communications & Compliance Officer	2005

(1) Member of the Executive Committee
(2) Member of the Loan Committee
(3) Member of the Finance Committee
(4) Member of the Development Committee
(5) Member of the Human Resources Committee
(6) Member of the Audit Committee
(7) Member of the Nominating Committee

Leviticus Staff:

Gregory Maher became the **Executive Director** of the Leviticus Alternative Fund, Inc. in September 2013 following the announced retirement of the former director, David Raynor. Mr. Maher is responsible for all aspects of the Fund's operation including lending and financial services, portfolio management, investor and donor development, human resources, finance and administration. Mr. Maher has 30 years of experience in the community development field. He is credited with the Fund's significant capital growth since 2013, realizing a 193% increase in Total Assets of $19.4 million in 2013 to $56.8 million as of YE2020. Leviticus' Total Net Assets, during this same period, increased by 291% from $4.4 million to $17.2 million. He holds a law degree from St. John's University School of Law, and received his BA in English/Premed from College of the Holy Cross.

Helen Davis is Leviticus' **Loan Manager** and provides direct support to the lending staff throughout the lending process from origination through closing, disbursement and payoff, including monitoring and reporting. Prior to joining Leviticus, she worked for a commercial real estate management company and has held several jobs in the banking sector that involved internal auditing, and reporting design and implementation. A lawyer, Ms. Davis also worked with legal services in Westchester County. She holds a BBA in Finance from Pace University and a law degree from Fordham University School of Law.

Kayla Jeffrey is Leviticus' **Loan Officer** and works closely with our Executive Director and Director of Lending in business development and customer relations, as well as supporting the development of new lending programs and products, and completing initial loan feasibility assessments. Prior to Leviticus, she worked as a Development Assistant and Leasing Specialist with Regan Development Corp, which specializes in affordable housing and special needs housing. Ms. Jeffrey most recently completed studies at the University College in London, earning a Master of Science degree in Sustainable Urbanism. She also holds a B.A. in Urban Studies and a Planning degree from The University at Albany.

Jelani Jones is Leviticus' **Lending Associate** and his work involves all aspects of our lending, from pre-loan application process to providing support for loan portfolio management, to business development and relationship management. He also assists in gathering impact data related to financed projects, and helps coordinate Leviticus' communications that profile our borrowers. Mr. Jones holds a BA in Management with a background in finance from New York University's Stern Business School.

Kevin McQueen is Leviticus' **Director of Lending** and joined the organization in 2020. He is responsible for all facets of our lending programs, ensuring that Leviticus achieves its strategic goals and maintains flexibility and responsiveness in meeting the needs of the organizations we serve. Prior to joining Leviticus, Mr. McQueen was a partner at BWB Solutions LLC, a consulting firm specializing in strategy development for organizations committed to social impact. He is also an Adjunct Instructor at The Milano School of Policy, Management and Environment, where he teaches community development finance. Mr. McQueen graduated from Brown University and is completing a graduate degree in Economics at The New School for Social Research.

Hayley Morland is Leviticus' **Finance and Operations Associate** and is responsible for a broad range of tasks related to bookkeeping and support to our Finance Director, in addition to general administrative support for staff. Prior to Leviticus, she spent the last 10 years working in corporate accounting and recruitment. She holds a BA in English Language & Literature from the University of Reading, UK.

José Rivera joined the Leviticus Fund in January 2017 as the new **Finance Director**. Mr. Rivera's primary duties include financial management, accounting and office management; project loan servicing; and communication with fund members and associate members. His education includes a Bachelor's Degree in Business Administrative from IONA College and continued education in Organizational Behavior. Mr. Rivera's volunteer service includes Treasurer and then President of HOPE, Inc. Mr. Rivera also volunteers in educational and social programs for developmentally challenged youth. Prior to joining Leviticus, Mr. Rivera worked as Director of Finance at Children's Village. Mr. Rivera's experience is in the supportive housing, shelter plus care, foster youth and emergency housing programs.

Colleen Ryan is Leviticus' **Resource Development Officer** and joined the organization in 2020. She is responsible for increasing resources to support Leviticus' work, including Member investor expansion, advancing initiatives to secure investments from faith-based colleges and universities, and developing and implementing a Legacy Fund. In addition to her work with Leviticus, Ms. Ryan is principal of CMR Communications, a consulting firm certified as a Women's Business Enterprise by New York State that provides association and grants management support for nonprofits. She is a graduate of the College of St. Rose in Albany**.**

Maryann Sorese has served with Leviticus since 2005 in various positions, and in 2018 became Leviticus' **Communications & Compliance Officer**. She is responsible for all compliance reporting to our investors, funders and federal agencies, also providing oversight to Leviticus certification with the federal CDFI Fund and impact data collection, collation and measurement analysis. She also manages our print and electronic communications. Ms. Sorese received a BA degree in Journalism from New York University and an MBA degree from Mercy College.

Leviticus Board of Directors

Rosemary Jeffries, RSM returned to the Board in 2019 and serves on the Executive and Development committees. Sr. Rosemary is the Executive Director of the All-Africa Conference: Sister to Sister. Prior to her current position, she was President of Georgian Court University in Lakewood, New Jersey from 2001 to 2015, and previously served eight years on the leadership team for her religious community, the Sisters of Mercy of New Jersey. She earned a Ph.D. in Sociology from Fordham University, and holds a MA degree in Religious Studies from Princeton Theological Seminary and a MA degree in Public Communications from Fordham.

Darlene Robinson joined the Board in 2015. She is Vice President of Commercial Community Development Lending for Fulton Bank, and previously served as Vice President and Development Advisor for Community Development Banking at PNC Bank serving communities in central and northern New Jersey. Ms. Robinson's prior work includes serving as Director of Development and later as Director of Finance for the New Jersey Redevelopment Authority, which oversees the financing and development of projects serving high need areas. She received a B.S. from Georgetown University's Edmund J. Walsh School of Foreign Service and completed additional studies at Rutgers University's Center for Strategic Urban Leadership.

Toni Palamar joined the Board in 2019, having served on our Finance Committee as a non-board member since 2016. She is currently Chair of the Finance Committee. Ms. Palamar is Province Business Administrator for the Sisters of the Good Shepherd in

Astoria, New York and previously held multiple jobs as controller for a nursing care facility and for-profit businesses. Ms. Palamar earned a BBA degree in Accounting from Baruch College.

Ellenrita Purcaro, OP joined the Board in 2015. She is Director of the Empowerment Center at Harmony Farm in Goshen, New York. Sr. Ellenrita is a member of the Sisters of St. Dominic of Blauvelt, which is a Member Investor with Leviticus. Prior to her current position, she served as Executive Director of Highbridge Community Life Center in the Bronx for five years, having held prior jobs at the same agency as Director of Program Operations and Director of Human Resources and Volunteers. Sr. Ellenrita holds a BA in Elementary Education from Dominican College and a BA in Human Services from Empire State College of New York.

Elaine Dovas joined the board in 2016. She is CRA Officer and First Vice President for Apple Bank for Savings, and held similar positions at Customers Bank and First Niagara. Ms. Dovas has more than 36 years of experience in the fields of community reinvestment and community development. She holds a bachelor's degree in urban affairs from the University of Michigan and a master's degree in urban planning from Columbia University.

Jonathan Hummel joined the board in 2019 and also serves on our Development Committee. He is Managing Director of Risk Management for Deutsche Bank AG, providing oversight for credit risks in markets in the U.S., Latin America and Canada. Prior to Deutsche Bank, he held various position in credit risk management for several financial institutions including Goldman Sachs. Mr. Hummel holds a BA in Government and Economics from Dartmouth College.

Becky Koch joined the Leviticus Board in 2015. Ms. Koch is Vice President of Community Development Lending for HSBC Bank where she is responsible for a $330 million loan portfolio comprised primarily of CDFIs and bank consortia. She previously served as Deputy Loan Fund Manager for SEEDO, a New York-based community development loan fund involved in small business, workforce development and economic development projects. Ms. Koch received her MBA at Columbia Business School and her BA from Middlebury College. In 1999, she was the recipient of the Joanne Martin Award for Public and Nonprofit Management, which is given annually to a graduating student from Columbia that best exemplifies dedication to the sector and personal integrity.

Dan Letendre joined the Leviticus Board in 2014. He manages the over $1 billion in capital investments that Bank of America holds in Community Development Financial Institutions (CDFIs). He is also a leading advocate for the CDFI industry's work to meet financing needs within underserved communities, especially for affordable housing, small businesses and community facilities that provide health care, education and child care. Mr. Letendre received a BA from Manhattan College and an MBA from Harvard Business School.

Joseph F. Reilly joined the Board in 2014. He is President and CEO of the Community Development Trust (CDT), which is the largest private real estate investment trust focused exclusively on preserving and expanding the affordable housing stock in the United States. He has worked in the field of community development and affordable housing financing for the last 37 years, and has held his current position at CDT since

2007. Mr. Reilly received a BBA from Iona College and completed The General Manager Program at Harvard Business School. Mr. Reilly currently serves as an Adjunct Professor for real estate finance at New York University.

Shona St. Angelo joined the Board in 2020. She is Chief Financial Officer for the nonprofit, Concern for Independent Living, which is a highly regarded supportive housing developer and supportive housing provider that is based on Long Island. Prior to working with Concern, including a prior position as Associate Director of Development Accounting, Ms. St. Angelo worked as Senior Accountant and Accounting Supervisor at the firm of Cerini & Associates, LLP. She received a B.S. in Accounting from Susquehanna University.

Peggy Scarano, OP rejoined the Board in 2014 and is Chair of Leviticus' Development Committee. Sr. Peggy previously served as Leviticus' Board President from 2003 to 2006. She is a Dominican Sister of Sparkill and served as Development Director for her congregation for 27 years. Sr. Peggy works in the area of fundraising as the Regional Representative for SOAR, Support Our Aging Religious. She has extensive fundraising experience and is an active member of the National Catholic Development Conference. She holds a BS degree in Education from St. Thomas Aquinas College and a MS degree in Special Education from Manhattan College.

Elizabeth Torres joined the Board in 2017 and is Chair of Leviticus' Audit Committee. She is principal at HousingSmarts, LLC, a consulting firm specializing in community development. Prior to her current position, Ms. Torres worked as Executive Director for the Women's Institute for Housing and Economic Development, a nonprofit affordable and supportive housing developer, and previously worked for 13 years at Bridgeport Neighborhood Trust (BNT). Prior to BNT, Ms. Torres was Project Manager for The Community Builders involved in affordable housing development with Connecticut-based community development corporations and municipal agencies. She completed Business Administration classes at Gateway Technical Community College.

Rev. Julius Walls, Jr. joined the Board in 2013. Rev. Walls is president of the Greater Centennial Community Development Corporation, which is involved in real estate development, property management, youth programming and financial empowerment in the city of Mount Vernon and surrounding New York communities. He is also pastor of the Metropolitan A.M.E. Zion Church, a historic faith community in Yonkers, New York. Rev. Walls has served as Chief of Staff for the Greater Centennial Church, a 6,000-membership church, CEO of Greyston Bakery, a $7 million social enterprise based in Yonkers, New York and an adjunct professor at the business graduate schools at New York University and Bainbridge Graduate Institute. He studied business at Baruch College and completed his bachelor's degree at Concordia College.

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, PROSPECTIVE INVESTORS ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF FEDERAL TAX ISSUES IN THIS OFFERING MEMORANDUM IS NOT INTENDED OR WRITTEN TO BE

RELIED UPON, AND CANNOT BE RELIED UPON, BY PROSPECTIVE INVESTORS FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON PROSPECTIVE INVESTORS UNDER THE INTERNAL REVENUE CODE; (B) SUCH DISCUSSION IS INCLUDED HEREIN BY LEVITICUS IN CONNECTION WITH THE PROMOTION OR MARKETING (WITHIN THE MEANING OF CIRCULAR 230) OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) PROSPECTIVE INVESTORS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

The following is a summary of certain U.S. federal income tax consequences to U.S. persons who purchase Notes in the Offering. The discussion is based upon the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations, judicial authorities, published positions of the Internal Revenue Service (the "IRS") and other applicable authorities, all as in effect on the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). The discussion does not address all of the tax consequences that may be relevant to a particular Investor or to Investors subject to special treatment under U.S. federal income tax laws. This discussion is limited to Investors who hold their Notes as capital assets. No ruling has been or will be sought from the IRS regarding any matter discussed herein. Counsel to Leviticus has not rendered any legal opinion regarding any tax consequences relating to the Notes or an investment in the Notes. No assurance can be given that the IRS would not assert, or that a court would not sustain a position contrary to any of the tax aspects set forth below. **Prospective Investors must consult their own tax advisors as to the U.S. federal income tax consequences of acquiring, holding and disposing of the Notes, as well as the effects of state, local and non-U.S. tax laws**.

PROSPECTIVE INVESTORS SHOULD ONLY CONSIDER AN INVESTMENT IN THE NOTES BASED ON ANTICIPATED PRE-TAX ECONOMIC RETURNS. TAX ADVANTAGES (I.E., DEDUCTIONS AND LOSSES) ARE NOT A SIGNIFICANT OR INTENDED FEATURE OF AN INVESTMENT IN THE NOTES.

General

The purchase of a Note is not considered by the IRS to be a donation. Consequently, the amount paid for a Note is not a charitable contribution and does not entitle the Investor to a deduction under Section 170 of the Code. Additionally, interest paid on a Note will be treated as income to the Investor and generally will be taxed at ordinary income tax rates.

Notes That Bear Interest at Below-Market Rates

Notes that bear interest at below-market rates may fall within the imputed interest provisions of the Code. Specifically, Section 7872 of the Code imputes taxable income to below-market-rate lenders in the amount of the difference between the interest payments that would be made by the borrower at the applicable Federal interest rate and the interest payments actually made by the borrower at a below-market interest rate. Income attributable to imputed interest payments on the below-market-rate loans will, in most cases, result in an increased tax liability for the lender. However, the IRS has issued both temporary and proposed regulations that exempt certain loans bearing below-market interest rates from imputed interest. The temporary regulations, which are regulations that have not been finalized but which generally are accorded the same effect by the IRS and the courts as final regulations, provide that interest earned on gift loans to a charitable organization described in Section 170(c) of the Code is generally exempt from tax, but only if at no time during the taxable year does the aggregate outstanding amount of loans by the lender to the organization (or any other organization effectively controlled by the same person or persons that effectively control the borrower organization) exceed $250,000. Proposed regulations, which are different from temporary regulations in that they generally are promulgated for comment and are not given special deference by the IRS or courts, provide that this imputed interest income exemption applies only if aggregate loans by the lender to the organization and all commonly-controlled organization do not exceed $10,000. In addition, certain loans made by charitable organizations, and loans with interest arrangements that have no significant effect on the federal tax liability of either the lender or the entity receiving the investment may also be exempted from the imputed interest rules.

Because Leviticus is a charitable organization as described in Section 170(c), a gift loan to it that carries a below-market interest rate will be exempted from imputed interest under the temporary regulations as long as the amount of the loans to Leviticus, and to charitable organizations that are effectively controlled by the same person or persons that control Leviticus, by the Investor do not exceed $250,000. (However, if the proposed regulations are finalized in their current form, the exemption will only apply to loans to all such charitable organizations that do not exceed $10,000.)

If the aggregate amount loaned by an Investor to Leviticus exceeds $250,000 (or $10,000 if the proposed regulations are finalized in their current form), the Notes are determined to bear a below-market interest rate, and other exemptions are not applicable, the Investor will be treated under the imputed interest regulations as periodically transferring an amount equal to the imputed interest on the Notes as a gift to Leviticus. The regulations treat Leviticus as then retransferring this amount to the Investor, who will realize imputed interest income. However, the Investor is likely to be allowed a charitable deduction (subject to the percentage limitations on charitable deductions in Section 170 of the Code) in the amount of the imputed interest. However, depending on each Investor's situation, the percentage limitations on charitable deductions may prevent an Investor from fully offsetting the imputed interest income with the charitable deduction for the deemed gift.

Backup Withholding

Under U.S. federal backup withholding tax rules, Leviticus may be required to withhold a tax on interest payments made to Investors. The withholding rate is currently 28%. Leviticus will not withhold, and will not be required to withhold, such amount for interest paid to an Investor if such Investor provides his or her taxpayer identification number to Leviticus, which for U.S. persons will be on IRS Form W-9, and Leviticus has not otherwise been notified by the IRS that the Investor's taxpayer identification number is incorrect or that there is a "payee underreporting" or "payee certification failure" for such Investor.

The foregoing discussion of certain U.S. federal income tax considerations is for general information only and is not tax advice. Accordingly, each Investor is urged to consult his or her own tax advisor as to the specific tax consequences of *purchasing and owning the Notes, including the application and effect of U.S. federal, state, local, and other tax laws and the possible effect of changes in such laws.*

AUDITOR

Leviticus' financial statements, provided as a supplemental document to this Offering Memorandum, were audited by AAFCPAs, Inc. (the "Auditor") and in connection therewith the Auditor signed a report relating to the financial statements and financial statement schedules, a report relating to internal control over financial reporting and on compliance and a report on compliance with requirements applicable to each major program and on internal control over compliance in accordance with OMB Circular A-133, all dated March 26, 2020.

LEVITICUS 25:23 ALTERNATIVE FUND, INC.
220 WHITE PLAINS ROAD, SUITE 125
TARRYTOWN, NY 10591

LOAN AGREEMENT

Lender:

Borrower:

Leviticus 25:23 Alternative Fund, Inc.
220 White Plains Road, Suite 125
Tarrytown, NY 10591 (Hereinafter, "Leviticus")

WHEREAS: The Members' Statement summarizes the goals of Leviticus as follows:

Participants in the Leviticus 25:23 Alternative Fund Inc. have agreed to place their resources at the service of the economically poor. We are motivated by the twenty-fifth chapter of the Book of Leviticus, in which God calls the people to a jubilee that restores the earth and protects the common lands as well as the poor. In this spirit, we pledge that we will help create and support opportunities whereby the poor can become authors of their own destiny.

Our vision reflects the values of the Judeo-Christian tradition. Primary among these values are participation, local control, more equal distribution of God's gifts, and care for the earth. We recognize that this vision challenges other economic values: concentration of wealth, profit maximization, and exploitation of persons.

Through solidarity with the poor, we hope to learn anew the values of our own tradition. By participation in the Fund and its projects we nourish such values within ourselves.

Our vision is open to a wide range of possibilities that would utilize the resources of the Fund for community-based development.

In the final analysis we want to be faithful to the gospel in a down-to-earth way.

WHEREAS: the Lender shares these purposes and desires to support Leviticus and other community organizations in their activities in furtherance of these purposes; and

WHEREAS: Leviticus desires to borrow ___________ for use by Leviticus in making loans and Lender desires to lend this amount for said purpose;

NOW THEREFORE, Lender and Leviticus agree as follows:

1. Subject to the terms and conditions of this Loan Agreement, lender agrees to lend ___________ for ___________ years, at 2% interest.

2. Leviticus agrees to repay the loan on or before __________.

3. The term of this Loan Agreement may be extended and/or the amount of the loan increased as follows:

   One month prior to the termination date of this Agreement, Leviticus shall send to the lender a Notice of Maturity along with a list of options for the Lender to declare its intentions regarding the loan.

   By choosing an option and signing and returning the Notice to Leviticus, this Agreement shall be amended accordingly.

   If the amount of the loan is increased, Leviticus shall issue a new Promissory Note evidencing the full amount of the Associate's loan and the original Promissory note shall be returned to Leviticus.

4. Leviticus may pre-pay the total or any part of the outstanding principal without penalty.

5. Simultaneous with the signing of this Loan agreement, Leviticus shall execute and deliver to Lender a Promissory Note and Lender shall issue to Leviticus cash or a bank check or approved substitute in full amount of the Loan.

6. This Loan Agreement and the Promissory Note shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Leviticus and Lender have executed this Agreement this ___________ day of ___________.

Lender:	Leviticus 25:23 Alternative Fund, Inc. Gregory Maher
_____________________________	_____________________________
Signature	Signature

LEVITICUS 25:23 ALTERNATIVE FUND, INC.
220 WHITE PLAINS ROAD, SUITE 125
TARRYTOWN, NY 10591

Amount: ____________
Date: ____________

FOR VALUE RECEIVED,

LEVITICUS 25:23 ALTERNATIVE FUND, INC.
220 WHITE PLAINS ROAD, SUITE 125
TARRYTOWN, NY 10591

Promises to pay on or before ____________ year(s) from the above date to:

at the above address the principal sum of ____________ with interest thereon to be computed from the date hereof, at the rate of 2% per year, to be paid on ____________ ensuing and thereafter, in accordance with the amortization schedule annexed hereto and made a part of this note.

This note may be prepaid, in whole or in part, without premium or penalty. This Note is non-negotiable. It may not be assigned or transferred. This Note may not be changed or terminated orally. This Note and the loan evidenced hereby are subject to the terms of the Loan Agreement between the same parties, dated ____________ . The term of this note may be extended according to the procedures set forth in the Loan Agreement.

SEAL

____
Leviticus 25:23 Alternative Fund, Inc.
By Gregory Maher
Executive Director

LEVITICUS 25:23 ALTERNATIVE FUND
220 WHITE PLAINS ROAD, SUITE 125
TARRYTOWN, NY 10591

AMORTIZATION SCHEDULE

Associate Member # ____________
Loan # ____________

Lender:

Amount: ____________
Term: ____________ year(s)
Interest Rate: 2%

Date: Principal: Interest:

This loan matures ____________.