FUNDING THE FUTURE

COOPERATIVE FUND OF THE NORTHEAST

P.O. Box 970, Watertown, MA 02471 | (800) 818-7833 | cooperativefund.org

Prospectus

August 20, 2026

SOCIAL INVESTMENT NOTES	
Total Aggregate Offering	Up to $55,000,000 in aggregate principal amount of outstanding Social Investment Notes.
Term / Maturity	Demand Notes are payable on thirty (30) days' advance written request, subject to CFNE's right to limit repayment to any single investor to $50,000 in any 30-day period. Term Notes have various terms ranging from one (1) year to ten (10) years, as set forth on the Interest Rate Sheet.
Interest Rates	Demand Notes earn interest at a variable rate, which CFNE may adjust on thirty (30) days' notice, as set forth in the Interest Rate Sheet. Interest rates for Term Notes will be fixed at the time of purchase for the term of the Note, as set forth in the Interest Rate Sheet. When submitting a Subscription Agreement to purchase a Note, a purchaser of Demand Notes may elect to receive 0% interest in lieu of the variable rate and a purchaser of Term Notes may elect to receive 0% interest or another interest rate lower than the interest rate set forth on the Interest Rate Sheet.
Investment Amounts	All Notes require a minimum investment of $1,000 per Note. Demand Notes may not be purchased in amounts that would result in an investor holding Demand Notes in excess of the maximum principal amount per investor, if any, specified on the Interest Rate Sheet at the time of purchase.
Seniority / Ranking	None; unsecured general obligation debt.

This prospectus contains important information about Cooperative Fund of the Northeast, Inc. ("**CFNE**" or the "**Issuer**") and the Social Investment Notes ("**Notes**") that CFNE is offering. The Notes are unsecured general obligations of CFNE and consist of "**Term Notes,**" ranging in terms to maturity from one (1) to ten (10) years, and "**Demand Notes**," which are payable upon thirty (30) days' advance request. Prospective investors are advised to read this Prospectus carefully and in its entirety before making a decision to invest in the Notes.

CFNE is a nonprofit corporation organized under the laws of the Commonwealth of Massachusetts and has received a determination letter from the United States Internal Revenue Service recognizing its tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"). CFNE is a community development financial institution ("**CDFI**") whose mission is to work for economic, social, and racial justice by advancing community based, cooperative, and democratically owned or managed enterprises. In furtherance of this mission, CFNE makes loans, provides other alternative financing, and offers technical assistance to cooperative organizations and similar enterprises. Please see the "Offering Summary" beginning on page 1, "History, Operations, and Mission of CFNE" beginning on page 12, and "Lending Activities," beginning on page 17, for more information.

CFNE is offering the Notes on the terms described more fully under the heading "Description of the Notes," beginning on page 25, at the interest rates and with the terms to maturity set forth on the interest rate sheet published by CFNE ("**Interest Rate Sheet**"), which is incorporated by reference into this Prospectus. Term Notes have fixed interest rates at the time of issuance, as set forth on the Interest Rate Sheet in effect as of the date of purchase. Demand Notes earn interest at a variable rate, which CFNE may adjust on thirty (30) days' notice, as set forth in the Interest Rate Sheet. The interest rates offered for new Notes and the maturities of Term Notes are set forth in the Interest Rate Sheet provided to each investor at or before the time of investment or reinvestment upon maturity. The current Interest Rate Sheet may be obtained by calling CFNE at (800) 818-7833 or visiting its website, www.cooperativefund.org. With the exception of the Interest Rate Sheet, information included on CFNE's website is not a part of, nor is it incorporated by reference into, this Prospectus.

Except in some states, investors may elect to have maturing Term Notes automatically reinvested in a Term Note of like term (or, if such term to maturity is not offered on the Notes at the time of reinvestment, a Term Note with a term to maturity closest in duration to that of the maturing Note). Accrued but unpaid interest on the maturing Term Note will be paid to the investor or invested into the principal of the newly issued Term Note, in accordance with the investor's election with respect to accrued interest during the term of the Note. Investors may notify CFNE of their election with respect to reinvestment at maturity either on their completed Subscription Agreement submitted to CFNE or by giving CFNE notice of their election in writing anytime thereafter (up to thirty (30) days prior to the maturity date).

For (i) investors in certain states as set forth under "State-Specific Information," (ii) investors who do not elect to have the maturing Term Note automatically reinvested in a Term Note of like term, and (iii) all Term Notes purchased prior to October 23, 2023 where CFNE has not received written instructions from the investor as to reinvestment or repayment of the proceeds of the Term Note at maturity, CFNE will repay the outstanding principal and any accrued but unpaid interest at maturity.

After receipt of this Prospectus, an eligible investor may purchase a Note by completing a Subscription Agreement and remitting payment to CFNE via check, wire transfer, or ACH. The form of Subscription Agreement is attached to this Prospectus as Appendix C, and is available on CFNE's website at www.cooperativefund.org or upon request to CFNE at (800) 818-7833. The minimum investment required for the purchase of a Note is $1,000. CFNE may reject a Subscription Agreement in its sole discretion. If CFNE confirms the investor's eligibility to invest, receives the investment and decides to accept the Subscription Agreement, then CFNE will issue to the investor a written registration confirmation acknowledging receipt of the investment and issuance of the Note. The Notes may be issued in accordance with the Form of Note attached as Appendix E or as uncertificated securities to be held and recorded in CFNE's book-entry system. After purchase of an uncertificated Note, the investor will not receive a physical Note but will receive a registration confirmation acknowledging payment for the Note. CFNE will issue a physical Note to any investor upon request at the time of issuance.

CFNE may issue the Notes in an amount not to exceed an aggregate principal amount of Notes outstanding of $55,000,000. CFNE has not set a termination date for this offering of the Notes, and CFNE may suspend the sale of Notes from time to time, with or without a reason. The Notes are not offered for sale in all states or jurisdictions. Availability of the Notes in each state or jurisdiction is dependent upon the effectiveness of registration of the Notes or availability of an exemption from registration requirements in that state or jurisdiction. See "State Specific Information" beginning on page iv for additional information.

The purchase of a Note is not a donation to CFNE and is not tax deductible. Interest earned on the Notes is generally taxable as it is paid or accrues, regardless of whether interest is paid in cash or an investor elects to reinvest the interest into additional Note principal. See "Tax Aspects" beginning on page 28 for further discussion. Investors should consult their own tax advisor for information specific to their circumstances.

This offering is not underwritten. CFNE will not pay any direct or indirect underwriting, sales, fees, or commissions in connection with its offering of the sale of the Notes. CFNE offers the Notes only directly through CFNE, and not through any third-party broker or dealer. See "Plan of Distribution" on page 28 for more information. CFNE estimates that its total expenses associated with this offering will be approximately $100,000.

CFNE anticipates that purchasers of the Notes will be individuals and entities with discretionary financial resources who wish to make investments that support advancement of community based, cooperative, and democratically owned or managed enterprises.

An investment in the Notes involves various material risks and investors may lose all or a part of their investments. Investors should not invest in the Notes if they cannot afford to lose the entire principal amount. Investors should plan to hold Term Notes until maturity and should not invest if they require liquidity. Prior to any investment, investors should consult with legal and financial advisors and should consider the risk factors disclosed in this Prospectus beginning on page 3.

This Prospectus, together with the Interest Rate Sheet, contains all of CFNE's representations concerning this offering. Investors should not rely on this Prospectus for investment, legal, accounting, or tax advice. Prospective investors should consult their own professional advisors before investing in the Notes.

THESE SECURITIES MAY EITHER BE REGISTERED OR EXEMPT FROM REGISTRATION IN THE VARIOUS STATES OR JURISDICTIONS IN WHICH THEY ARE OFFERED OR SOLD BY THE ISSUER. THIS PROSPECTUS HAS BEEN FILED WITH THE SECURITIES ADMINISTRATORS IN SUCH 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 (THE "SECURITIES ACT"). A REGISTRATION STATEMENT RELATING TO THESE 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, NOR APPROVED, DISAPPROVED OR ENDORSED THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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 NOTES ARE NOT SAVINGS OR DEPOSIT ACCOUNTS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION (FDIC), ANY STATE BANK INSURANCE FUND OR ANY OTHER GOVERNMENTAL AGENCY. THE PAYMENT OF PRINCIPAL AND INTEREST TO AN INVESTOR IN THE NOTES IS DEPENDENT UPON CFNE'S FINANCIAL CONDITION. ANY PROSPECTIVE INVESTOR IS ENTITLED TO REVIEW CFNE'S FINANCIAL STATEMENTS, WHICH SHALL BE FURNISHED AT ANY TIME DURING BUSINESS HOURS UPON REQUEST.

THE OFFERING IS MADE ONLY BY THIS PROSPECTUS. 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 CFNE.

FROM A FINANCIAL POINT OF VIEW, THE NOTES SHOULD NOT BE A PRIMARY INVESTMENT IN RELATION TO THE OVERALL SIZE OF AN INVESTOR'S PORTFOLIO. AN INVESTOR IN THE NOTES SHOULD BE ABLE TO LOSE UP TO THE INVESTOR'S ENTIRE INVESTMENT WITHOUT SUFFERING FINANCIAL HARDSHIP. INVESTORS ARE ENCOURAGED TO CONSIDER THE CONCEPT OF INVESTMENT DIVERSIFICATION WHEN DETERMINING THE AMOUNT OF NOTES THAT WOULD BE APPROPRIATE FOR THEM IN RELATION TO THEIR OVERALL INVESTMENT PORTFOLIO AND PERSONAL FINANCIAL NEEDS.

State-Specific Information

The information in this section applies to offers and sales of the Notes in the following states. These states give investors certain legal rights with regard to investments, require CFNE to disclose certain information to investors, or limit the features of the Notes that CFNE can offer in the state. If you are not purchasing the Notes in one of these states, this information will not apply to you.

CALIFORNIA, OREGON, AND WASHINGTON

Automatic reinvestment at maturity (as discussed in the "Description of the Notes" section beginning on page 25) will not be offered to California, Oregon, or Washington investors. Instead, CFNE will require positive affirmation from investors in those states at or prior to the maturity of the Note in order to reinvest their Note, and in the absence of such positive information, the Note will be redeemed and the principal amount of the Note, together with any interest payable, will be returned to the investor upon maturity of the Note.

ARIZONA

THESE SECURITIES ARE REGISTERED UNDER THE SECURITIES ACT OF ARIZONA, BUT THE FACT OF THE REGISTRATION IS NOT TO BE DEEMED A FINDING BY THE ARIZONA CORPORATION COMMISSION OR THE DIRECTOR OF THE SECURITIES DIVISION THAT THIS PROSPECTUS IS TRUE OR ACCURATE, NOR DOES THE REGISTRATION MEAN THAT THE COMMISSION OR THE DIRECTOR HAS PASSED ON THE MERITS OF OR OTHERWISE APPROVED THE SECURITIES DESCRIBED IN THIS PROSPECTUS.

CALIFORNIA

Each investor in California must certify on the Subscription Agreement that the investor's total investment in the Notes does not exceed 10% of the investor's net worth and that the investor has either (a) an annual gross income of at least $50,000 and liquid net worth, exclusive of home, home furnishings, and automobiles, of at least $75,000, or (b) liquid net worth, exclusive of home, home furnishings and automobiles, of at least $150,000.

IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THIS SECURITY, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFOR, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF FINANCIAL PROTECTION AND INNOVATION OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES.

MICHIGAN

THESE SECURITIES ARE OFFERED PURSUANT TO A REGISTRATION ORDER ISSUED BY THE STATE OF MICHIGAN. THE STATE OF MICHIGAN DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE TRUTH, MERITS, OR COMPLETENESS OF ANY PROSPECTUS OR ANY OTHER INFORMATION FILED WITH THIS STATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

MISSOURI

THE MISSOURI SECURITIES DIVISION HAS NOT IN ANY WAY PASSED UPON THE MERITS OR QUALIFICATIONS OF THE SECURITIES HEREBY OFFERED, OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MISSOURI SECURITIES ACT UNDER THE EXEMPTION PROVIDED BY SECTION 409.2-201(7)(B) OF THE REVISED STATUTES OF MISSOURI. NO APPROVAL HAS BEEN GIVEN TO THE ISSUER, THESE SECURITIES, OR THE OFFER OR SALE THEREOF IN CONNECTION TO ANY MISSOURI RESIDENTS.

PENNSYLVANIA

A REGISTRATION STATEMENT WITH RESPECT TO THE SECURITIES OFFERED BY THIS PROSPECTUS HAS BEEN FILED IN THE OFFICES OF THE PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES IN HARRISBURG, PENNSYLVANIA. SUCH REGISTRATION STATEMENT INCLUDED CERTAIN EXHIBITS ONLY SUMMARIZED OR ALLUDED TO IN THE PROSPECTUS AND ARE AVAILABLE FOR INSPECTION AT

THE HARRISBURG OFFICE OF THE DEPARTMENT DURING REGULAR BUSINESS HOURS. THE HARRISBURG OFFICE IS LOCATED IN MARKET SQUARE PLAZA, 17 N SECOND STREET, SUITE 1300, HARRISBURG, PENNSYLVANIA, 17101. TELEPHONE NO. 717-787-8059. REGULAR BUSINESS HOURS ARE MONDAY THROUGH FRIDAY, 8:30 AM TO 5:00 PM.

UNDER SECTION 207(M) OF THE PENNSYLVANIA SECURITIES ACT OF 1972, PENNSYLVANIA INVESTORS MAY ELECT, WITHIN TWO BUSINESS DAYS AFTER RECEIPT OF THIS PROSPECTUS, TO WITHDRAW YOUR PURCHASE OF THESE SECURITIES AND RECEIVE A FULL REFUND OF ALL MONIES PAID. ANY SUCH WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A WRITTEN NOTICE (INCLUDING ELECTRONIC MAIL) TO THE ISSUER OR UNDERWRITER INDICATING YOUR INTENTION TO WITHDRAW.

IT IS THE POSITION OF THE PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES THAT INDEMNIFICATION IN CONNECTION WITH VIOLATION OF SECURITIES LAWS IS AGAINST PUBLIC POLICY AND VOID.

SOUTH DAKOTA

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

VIRGINIA

THESE SECURITIES ARE ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 13.1-514.1.B OF THE VIRGINIA SECURITIES ACT OR OTHER AVAILABLE EXEMPTION UNDER SECTION 13.1-514 OF THE VIRGINIA SECURITIES ACT.

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Offering Summary

This section summarizes the legal and financial terms of the Notes that are described in more detail in the section entitled “Description of the Notes” beginning on page 25. Before deciding to purchase a Note, an investor should read the more detailed information appearing elsewhere in this Prospectus and in the Interest Rate Sheet that is current as of the time of investment.

About CFNE

CFNE is a Massachusetts nonprofit organization whose mission is to work for economic, social, and racial justice by advancing community based, cooperative, and democratically owned or managed enterprises. CFNE serves cooperatives and nonprofits in Massachusetts, Vermont, New Hampshire, Maine, Connecticut, Rhode Island and New York, by providing innovative loan products and technical assistance to support the regional cooperative ecosystem. To fund its activities, CFNE relies on grants and contributions, interest and fees charged on its program loans, and capital raised through the offering of the Notes.

The Offering

Issuer	Cooperative Fund of the Northeast, Inc.
Securities Offered	Social Investment Notes not to exceed $55,000,000 in aggregate principal amount outstanding, with maturities as set forth in the Interest Rate Sheet that is current as of the time of investment.
Seniority / Security	None; unsecured general obligation debt.
Interest Rates, Accrual, and Payment	Interest rates offered for the Notes will be as set forth in the Interest Rate Sheet that is current as of the time of investment. Interest rates for Demand Notes vary from time to time and are subject to adjustment on thirty (30) days’ notice, as set forth in the Interest Rate Sheet. Interest rates for Term Notes will be fixed at the time of purchase for the term of the Note, as set forth in the Interest Rate Sheet. Investors elect to either receive annual interest payments or have accrued interest reinvested into the Note’s principal. When submitting a Subscription Agreement, a purchaser of a Demand Note may elect to receive 0% interest in lieu of the Demand Note interest rate otherwise offered and a purchaser of a Term Note may elect to receive 0% interest or another interest rate lower than the interest rate offered at the time of purchase.
Investment Amounts	All Notes require a minimum investment of $1,000 per Note. Demand Notes may not be purchased in amounts that would result in an investor holding Demand Notes in excess of the maximum principal amount per investor, if any, specified on the Interest Rate Sheet at the time of purchase.
Use of Proceeds	CFNE will use the proceeds from the sale of Notes to fund its mission-aligned lending activities and other operations. See “Use of Proceeds” beginning on page 13.
How to Invest	Individuals and organizations may invest in the Notes by completing the attached Subscription Agreement and submitting it to CFNE with payment via check, ACH or wire transfer.

Redemption by Noteholder	Demand Notes are payable upon thirty (30) days' advance written request by the investor, in whole or in part, subject to CFNE's right to limit repayment to an investor to $50,000 in any 30-day period. Investors do not have any right to redeem a Term Note before its maturity date. If CFNE elects to grant a Term Note holder's request for early redemption, CFNE may charge an early redemption fee equal to four (4) months' interest (at the Note's applicable interest rate) on the principal being redeemed, or all interest accrued on the Note if the Note has been issued for less than four months.
Early redemption by CFNE	In its discretion, CFNE may redeem or "call" any Note prior to its maturity date, without premium or penalty, by giving the investor thirty (30) days' written notice and paying the outstanding principal and any accrued unpaid interest through the date of redemption.
Options at Maturity / Reinvestments	Investors may elect to have maturing Term Notes reinvested in a new Note or repaid. Except in some states, or for Term Notes purchased prior to October 23, 2023, if CFNE does not receive timely instructions from the investor to repay the Term Note, the Term Note will be automatically reinvested in a Term Note of like term.
Risk Factors	Investment in the Notes involves significant risks, which an investor should carefully review and consider prior to making an investment in the Notes. Please see "Risk Factors" beginning at page 3.

<u>Summary Financial Data</u>

The following table sets forth certain summary financial information derived from the more detailed financial information included in this Prospectus. Additional selected financial information can be found under the heading "Selected Financial Data" beginning on page 24. In addition, please see the Issuer's audited financial statements as of and for the years ended December 31, 2025 and 2024, attached to this Prospectus as Appendix B ("**Audited Financial Statements**"), and the Issuer's interim unaudited financial statements as of and for the period ended March 31, 2026, attached to this Prospectus as Appendix A.

	As of and for the year ended December 31	
	2025	2024
Total assets	$61,347,830	$ 57,202,948
Total liabilities	45,635,057	42,341,139
Net assets	15,712,773	14,861,809
Net Assets without Donor Restrictions	15,382,353	14,531,389
Support and Revenue	5,882,359	5,245,756
Expenses	5,031,395	4,030,710
Change in Net Assets without Donor Restrictions	850,964	1,215,046
Change in Net Assets with Donor Restrictions	-	-
Change in Net Assets	$850,964	$ 1,215,046

Risk Factors

Investing in the Notes involves significant risks and investors may lose all or part of their investment. Prior to investing in the Notes, and in consultation with their own financial and legal advisors, investors should carefully consider the following risk factors and the other information set forth in this Prospectus.

Risks related to the Notes and the offering

The Notes are unsecured and uninsured. The Notes are general obligations of CFNE and are not secured by any collateral. The Notes are not FDIC or SIPC insured or otherwise insured or guaranteed by any governmental agency. The Notes are not certificates of deposit or deposit accounts with any bank, credit union, or other financial institution regulated by federal or state banking authorities. CFNE's ability to repay principal and interest on the Notes when due depends solely on CFNE's financial condition.

There is no trust indenture or sinking fund for the Notes. No sinking fund or other specific allocation of assets or cash flow has been made to secure repayment of the Notes. CFNE's ability to repay the Notes will depend solely on its financial position and results of operations. There is no trust indenture for the Notes, no trustee to monitor CFNE's affairs and act in the interest of Note holders, and no agreement that would provide for joint action by all Note holders in the event of a default. If CFNE defaults under any or all of the Notes, each Note holder would need to seek available remedies on an individual basis, which is likely to be expensive and may not be economically practicable.

The Notes are not rated. CFNE has not obtained from any rating agency or other third party an opinion or rating on the risks associated with the Notes or the likelihood of timely payment of principal and interest.

There is no minimum sales requirement for the Notes. There is no minimum sales requirement for the Notes, and no assurance that CFNE will sell any or all of the Notes offered. A low sales volume will not prompt cancellation or suspension of the offering or cause CFNE to redeem Notes or refund Note purchases from existing investors.

Substantial requests for redemption of Demand Notes and/or substantial requests to redeem Term Notes upon maturity within a limited period of time could adversely impact CFNE's liquidity, financial position, and/or ability to repay the Notes. CFNE offers both Demand Notes, which can be tendered to CFNE for repayment at any time upon thirty (30) days' notice (or, for Demand Notes sold prior to October 23, 2023, without prior notice), and Term Notes with a range of maturities. In the past, CFNE has not restricted the principal amount of Demand Notes that any one investor may purchase, although CFNE retains the right to limit Demand Note repayment to $50,000 per investor in any 30-day period. CFNE will not permit any investor to purchase Demand Notes that would result in the investor holding Demand Notes with an aggregate principal amount in excess of a maximum amount specified in the Interest Rate Sheet, if any, at the time of purchase. However, CFNE is not obligated to limit the aggregate amount of Demand Notes sold to investors, or to limit the amount of Term Notes that may mature in any given year or period. If maturities of Term Notes are not staggered, or if there is significant demand for repayment of Demand Notes within a limited period of time, CFNE's ability to repay the Notes that come due or are presented for repayment on demand in any given period could be adversely impacted. Substantial cash outlays to repay the Notes could reduce funds available for CFNE's lending activities and ongoing operations. A rising interest rate environment could exacerbate this risk.

The interest rate for each Term Note is fixed at the time of issuance, and CFNE may adjust the interest rates for Demand Notes in its discretion upon 30 days' notice. Term Notes carry fixed interest rates for the term to maturity. If commercial interest rates rise, CFNE is not obligated to pay a higher rate of interest on existing Term Notes or to allow early redemption of Term Notes. In addition, CFNE is not obligated to adjust the interest rates for Demand Notes in response to increases or decreases in commercial interest rates.

Early redemption of Term Notes by the investor may not be permitted. If permitted, an early redemption penalty may apply. CFNE may redeem any Note upon thirty (30) days' written notice. CFNE is not obligated to permit Term Note holders to redeem their Term Notes prior to maturity. CFNE may allow early redemption in its discretion, but holders of Term Notes should expect to hold their Note until maturity. In the event that CFNE elects to allow an investor to redeem a Term Note prior to maturity, CFNE reserves the right to charge an early redemption fee equal to four months' interest (at the Note's applicable interest rate) on the principal being redeemed, or all interest accrued on the Note if the Note has been outstanding for less than four months. CFNE, in its discretion, may redeem any Note upon thirty (30) days' prior written notice to the Note holder, without premium or penalty.

The Notes are subject to limitations on transferability and there is no public resale market for the Notes. There is no public market for the Notes, nor is a public market expected to develop. State and federal securities laws may limit the ability of a Note holder to transfer Notes to another person. In addition, Notes may be transferred only with CFNE's prior consent, which CFNE may grant or withhold in its sole discretion. Although Demand Notes may be presented for repayment at any time, CFNE retains the right to limit redemption of Demand Notes by any single investor to $50,000 in any 30-day period. As a result, holders of both Demand Notes and Term Notes may be required to retain their Notes, even under economically undesirable circumstances. Investors should purchase the Notes only if they have independent means to provide for their current and future needs and contingencies.

The Notes are subject to concentration risk. CFNE has established relationships with registered investment advisors and private wealth management firms that regularly advise their clients with respect to impact or values-based investing opportunities. Typically, these firms may have investment discretion over many of their client accounts. As of March 31, 2026, clients of one such firm held Notes representing approximately 27.8% of CFNE's total outstanding Notes of $35,626,981. A material change with respect to this firm, their investment philosophy and advice, and the amount invested by its clients in the Notes, including by redemption of its clients' Notes on demand or at maturity, could have a material adverse impact on CFNE's financial position and liquidity and, potentially, on CFNE's ability to pay the Notes upon demand or as payments come due.

Notes held in individual retirement accounts ("IRAs") or other tax-deferred accounts may not be sufficiently liquid to meet required annual withdrawal requirements. Depending on an investor's individual circumstances, the investor may be required to take annual withdrawals, often referred to as required minimum distributions (RMDs) from an IRA or other tax-deferred account. Investments in the Notes may not be subject to early redemption (or, in the case of Demand Notes, redemption in amounts in excess of $50,000 per investor in any 30-day period) to meet RMD requirements. Failure to take a required minimum distribution by the applicable deadline may subject an investor to penalties.

<u>Risks related to CFNE's lending activities</u>

CFNE's loans are geographically concentrated. Under its current lending criteria, CFNE makes loans only to borrowers located in Massachusetts, Vermont, New Hampshire, Maine, Connecticut, Rhode Island, or New York. If there is a financial downturn affecting one or more of these states, a substantial portion of CFNE's borrowers may have difficulty repaying their loans when due or at all. This could negatively impact CFNE's financial position and ability to repay the Notes.

CFNE's lending criteria may be more lenient than commercial lenders and enforcement may not be as stringent, which may result in higher risk profiles. CFNE's lending program is an essential component of its mission, and its underwriting criteria include mission-related factors that extend beyond a traditional lender's focus on credit risk. Some of CFNE's borrowers may be unable to obtain financing from conventional commercial lenders, and CFNE may make loans to borrowers on terms less stringent than those imposed by commercial lenders. As a result, CFNE may make loans that would be considered high-risk by for-profit commercial lenders. CFNE may make exceptions to its lending policies when a particular borrower's circumstances warrant such deviation and may, per its lending policies, accommodate partial, deferred, or late payments, or restructure or refinance outstanding loans in situations where a typical commercial lender may not. As discussed under the heading "Lending Activities," beginning on page 17, CFNE's Term Loans generally have a nominal term not to exceed ten (10) years, but may be structured with amortization periods that would result in "balloon" payments at maturity. It is CFNE's practice to refinance these Term Loans at maturity, rather than to demand repayment of the loan's outstanding balance, which in many cases may comprise a large proportion of the original principal amount of the loan. Lines of Credit that CFNE extends may provide for terms of up to five (5) years, but are regularly renewed for additional periods thereafter, and may include an "interest-only" payment period until the credit commitment is exhausted (or in some cases, beyond such time), and CFNE may recalculate the amortization schedule for payments under a Line of Credit after each advance that CFNE makes to the borrower. As a result, in many cases, the maturity schedules for CFNE's loans (including the scheduled principal repayment table set forth in Note 6 to the Audited Financial Statements) do not reflect the schedule upon which CFNE expects to receive repayment of all amounts due under such loans. Due to all of these factors, the risk of loss on CFNE's loans may be higher than that of a typical commercial loan portfolio. CFNE relies on principal and interest payments from its borrowers as a source of liquidity to fund its obligations under the Notes. Failure of CFNE's borrowers to repay their loans in accordance with the loan terms may adversely impact CFNE's liquidity, financial position, and ability to repay the Notes.

Various general economic conditions, including economic volatility and/or supply chain challenges, may impact CFNE's ability to collect amounts due from its borrowers. Current economic conditions and financial markets in the United States are vulnerable to numerous risks that may impact CFNE's borrowers' ability to timely repay their loans. These circumstances and risks include elevated levels of inflation, volatility of interest rates or economic growth, unforeseen changes to gross domestic product, political and financial uncertainty, global supply disruptions, volatility or inflation in energy prices and related impacts on supply chain transportation costs, complications involving armed conflicts around the world, and other challenges to global trade and supply chains that may adversely impact the operations and financial position of CFNE's borrowers. A significant majority of CFNE's loans (95% of loans as of March 31, 2026) are to cooperatively owned organizations. As of March 31, 2026, loans to worker-owned co-ops, food co-ops, and housing co-ops represented 41%, 25%, and 25%, respectively, of CFNE's outstanding loans receivable. During a period of economic slowdown or recession and during periods of economic volatility, CFNE's borrowers may experience increased difficulty in making payments on their loans on a timely basis, or at all. A decrease in consumer spending during a recession is likely to have a particularly adverse impact on those borrowers that rely on retail operations. Other economic conditions, such as labor shortages and supply chain challenges (including supply chain issues arising out of tariffs and/or international trade disputes), may also adversely impact CFNE's borrowers' ability to repay their loans. Global supply chains are currently subject to enhanced volatility and uncertainty and CFNE's borrowers, particularly those engaged in retail operations and housing development, may at times have difficulty obtaining the materials they require to operate their businesses, which may adversely impact their results of operations and ability to repay their loans on a timely basis or at all. During periods of economic volatility or financial uncertainty, housing developers and other borrowers whose work requires substantial capital investment may experience enhanced financial challenges. Failure of CFNE's borrowers to repay their loans in accordance with the loan terms may adversely impact CFNE's liquidity, financial position, and ability to repay the Notes.

The value of collateral securing CFNE's loans may not be adequate to cover the full amount owed to CFNE by a loan recipient, and certain collateral may be difficult to liquidate. As discussed in further detail under the heading "Lending Activities," beginning on page 17, CFNE generally secures its loans with a first-position or second-position lien on the borrower's assets that CFNE believes generally have a value greater than or equal to the amount of the loan. CFNE allows borrowers to use various assets as collateral, including mortgages or deeds of trust in favor of CFNE on real property; pledges of bank deposits, certificates of deposit, or Notes; liens on tangible property including equipment, furniture, fixtures, and vehicles; security interests in inventory, accounts receivable and payment intangibles; and/or third-party guarantees. CFNE may make an exception to its collateral requirements for borrowers who demonstrate strong cash flows to cover debt payments, a history of profitability, or in consideration of other factors at CFNE's discretion. In the event of a default by a borrower, there can be no assurance that CFNE would successfully recover an amount of collateral equal to the amount of the defaulted loan. This risk is heightened for loans to food co-ops and other borrowers secured by collateral that consists, in whole or in part, of inventory that may be perishable or otherwise challenging to expediently liquidate. This risk is also heightened in the event that property values (particularly in the Northeastern United States, where CFNE's borrowers are located) decline, as the value of real property securing certain of CFNE's loans may fall below the loan value. Real property values may decline due to general and local economic conditions, increases in operating expenses, changing in zoning laws, casualty or condemnation losses, regulatory limitations on rents, changes in neighborhoods or demographics, increases in market interest rates, or other factors, any of which could increase the risk that the value CFNE recovers for collateral falls below the balance owed by a borrower. CFNE's failure to liquidate collateral sufficient to cover its loan losses could adversely impact its liquidity and ability to repay the Notes.

CFNE's allowance for credit losses may not be adequate. CFNE maintains an allowance for credit losses on its loans receivable, as described under the heading "Lending Activities" and subheading "Allowance for Credit Losses." CFNE determines the amount of the allowance for credit losses based on historical experience and management's analysis of each individual loan. If CFNE's loan losses are greater than anticipated, the allowance for credit losses on loans receivable may be inadequate, which could adversely impact CFNE's liquidity, operations, and financial condition, including its ability to repay the Notes. See "Lending Activities," beginning on page 17, and Note 6 to the Audited Financial Statements for more information concerning CFNE's allowance for credit losses.

Competition for loan opportunities may limit CFNE's ability to make loans. CFNE relies on interest income, principal repayments, and funding fees from its loans to fund its operations and meet its obligations under the Notes. CFNE makes loans in markets that are or may become increasingly competitive for attractive loan opportunities, and there can be no assurance that CFNE will be able to identify or successfully pursue loan opportunities in these markets. Competition for suitable loans from other lenders may reduce the availability of loan opportunities for CFNE, which in turn could affect CFNE's financial position and ability to repay the Notes.

CFNE may participate in loans originated by other lenders, which exposes CFNE to operational risk of the other lender in addition to credit risk of the borrower. From time to time, CFNE may enter into loan participation agreements with other lenders. Under these loan participation agreements, CFNE may purchase a share of a loan originated by another lender. These loan participation agreements would typically result in CFNE having a contractual relationship with the originating lender, in addition to or possibly in lieu of a contractual relationship with the borrower. As a result, CFNE is exposed to operational risk of the originating lender as well as the borrower's credit risk. CFNE's right to receive payments of principal, interest, and fees may be limited to those paid by the originating lender. In the event of operational error, insolvency, or bankruptcy on the part of the originating lender, payment of principal, interest, and/or fees may be delayed or may not occur at all. In addition, CFNE may not be able to control the exercise of certain remedies upon a default by the underlying borrower. CFNE also sells participation interest in loans that it originates from time to time, as described under the heading "Lending Activities" and subheading "Loan Participations" and in Note 7 to the Audited Financial Statements. If a borrower defaults on a loan that CFNE originated and for which CFNE sold participation interests, loan participants pay their pro rata percentages of CFNE's unreimbursed expenses in connection with collecting the loan and foreclosing on and liquidating the underlying collateral, if necessary. There can be no guarantee that this reimbursement will occur on a timely basis, or at all, in the event of operational error, insolvency, or bankruptcy of a participating lender.

Risks related to CFNE's operations and management

A substantial portion of CFNE's revenue consists of grants and contributions, which are uncertain sources of revenue in the future. A portion of CFNE's annual operating budget consists of funds received as grants or contributions from state and federal grant programs, institutional sources and individual donors. Grants and contributions totaled $2,193,576 in the year ended December 31, 2025 and $2,116,710 in 2024 (including $0 in net assets with donor restrictions that were released from restriction for the years ended December 31, 2025 and 2024), accounting for 37.29% and 40.4% of CFNE's revenues in the years ended December 31, 2025 and 2024, respectively. In particular, CFNE derives significant financial support from the CDFI Fund of the United States Department of Treasury and from the United States Treasury's State Small Business Credit Initiative, as awarded by the Finance Authority of Maine. Grants and contributions are inherently uncertain. Periods of economic hardship, increased competition for grants and contributions from public and private sources, or changes in federal or state policy or appropriations with respect to federal or state grant programs could adversely impact CFNE's revenue from grants and/or contributions. If grant revenue were to significantly decline, the risk of nonpayment of principal or interest on the Notes would increase. See "Financing and Operational Activities – Grants and Contributions" and Note 5 to the Audited Financial Statements for more information.

CFNE may incur indebtedness that is senior in right of payment to the Notes, including senior secured indebtedness. The Notes are unsecured debt obligations of CFNE. CFNE may pledge any or all of its assets as collateral for debt obligations that CFNE issues, secures, or guarantees ("senior secured indebtedness"). Any senior secured indebtedness ranks senior to CFNE's obligations under the Notes, to the extent of any assets pledged to secure the senior secured indebtedness. Note holders do not have rights to limit the amount of senior secured indebtedness or the amount or nature of assets pledged to secure such indebtedness. As of December 31 in each of 2025 and 2024, CFNE did not have any senior secured indebtedness. In June 2024, CFNE entered into a Business Loan Agreement with Amalgamated Bank for a term loan in the principal amount of $625,000. CFNE did not pledge assets to secure this loan, but the terms of the Loan Agreement permit Amalgamated Bank to charge and setoff any sums owing under the Loan Agreement against CFNE's funds held in certain accounts with Amalgamated Bank. In October 2024, CFNE entered into two Loan Agreements with Bangor Savings Bank for two term loans in the amount of $500,000 each, the full principal balances of which were outstanding as of December 31, 2025. CFNE did not pledge assets to secure any of the Bangor Savings Bank loans, but Bangor Savings Bank has the right to offset sums owing under the Loan Agreements against CFNE's funds held in accounts with Bangor Savings Bank. Similarly, CFNE maintains a line of credit in the amount of $2,500,000 with National Cooperative Bank, N.A., a line of credit in the amount of $1,000,000 with UMassFive College Federal Credit Union ("UMass5"), and a line of credit in the amount of $2,000,000 with Manufacturers and Traders Trust Company ("M&T"). As of December 31, 2025, no funds were drawn on any of these lines of credit. In addition, pursuant to an Amended and Restated Equity Equivalent Investment Agreement dated June 11, 2025, amending and restating an original agreement from 2018, M&T purchased an equity equivalent investment from CFNE in the aggregate amount of $250,000. Although CFNE did not pledge assets to secure the lines of credit or the equity equivalent investment, each lender is permitted to offset sums owing under the line of credit against any CFNE funds held in accounts with that lender.

CFNE may incur other indebtedness that could adversely impact its ability to repay the Notes. The total amount of $55,000,000 in aggregate principal amount of Notes outstanding offered pursuant to this Prospectus is not a limit on the amount of Notes that CFNE may sell in this or other offerings that CFNE may conduct from time to time. CFNE anticipates that it will continue to sell Notes as part of a continuous offering process. In addition to the Notes, CFNE may issue additional debt securities or incur other debt obligations, which may be equal to or senior to the Notes in right of payment. The Notes do not limit the total indebtedness that CFNE may incur in the future. Future debt obligations may impair CFNE's ability to repay amounts due under the Notes.

CFNE has limited liquidity. CFNE intends to use proceeds from the sale of Notes primarily to fund loans to cooperative organizations and other mission-aligned borrowers. CFNE's loans are not a source of liquidity for CFNE. CFNE's loans typically mature in three (3) to ten (10) years, but often have a balloon payment due at maturity that CFNE expects to refinance (although it is not obligated to do so). CFNE's loans are illiquid and generally provide for longer-term financing. CFNE does not expect to be able to readily dispose of its loans, and in some cases it may be prohibited from doing so. Because CFNE's loans are illiquid, cash available for repayment of the Notes derives primarily from regularly scheduled loan payments from CFNE's borrowers, lines of credit, and cash and cash equivalents. Substantial losses or delinquencies in CFNE's loan portfolio, or redemptions of Notes in excess of CFNE's liquid assets, could adversely impact CFNE's liquidity and ability to repay the Notes when due or at all.

CFNE's ability to raise capital is limited. As a nonprofit organization, CFNE's ability to raise capital is limited. Traditional for-profit organizations may sell stock or other forms of equity and/or retain earnings to build capital, which may be used to provide liquidity, cover expenses, and/or serve as a reserve against losses. As a non-profit organization, CFNE cannot issue equity and CFNE does not have or expect to have substantial retained earnings. In the event that capital reserves need to be increased, CFNE will need to raise funds primarily through grants and contributions.

Holders of the Notes do not have rights to control management or operations of CFNE. CFNE's Board of Trustees and officers are solely responsible for decisions with respect to the management of CFNE. Note holders have no right to participate in management of CFNE or to vote on any matters that may affect CFNE, including without limitation election of the Board of Trustees.

CFNE may change or make exceptions to its policies and procedures. This Prospectus describes several policies, procedures, and practices of CFNE in effect as of the date of this Prospectus, including without limitation CFNE's policies and procedures with respect to lending and investments. These descriptions are not necessarily indicative of the policies and procedures that CFNE followed in the past or which it may adopt in the future. CFNE may change these policies and procedures at any time, and may choose to implement one or more different policies with respect to its lending, investment, or other activities. In addition, CFNE may make exceptions to one or more policies or procedures at any time. Changes to CFNE's policies, procedures, or practices may have an adverse impact on CFNE's ability to repay the Notes.

CFNE is dependent on certain key personnel and on its ability to attract and retain talent. CFNE's operations depend on the efforts of its management personnel. If any of CFNE's management personnel becomes unable or unwilling to continue their activities for CFNE, or if CFNE is unable to attract and retain other skilled management team members, there may be an adverse impact on CFNE's operations, financial position, and ability to repay the Notes.

CFNE relies on technology and technology-related services. CFNE stores and processes significant records electronically, including records of its loans receivable, Notes payable, investment and loan applications, and other business records. CFNE also relies upon third party vendors for providing hardware, software, services for processing, storing, securing and delivering information, and website services. CFNE's electronic records include confidential noteholder information and proprietary information regarding its operations. Electronic data processing, storage, and delivery has inherent risks, including the potential for hardware failure, virus or malware infection, input or programming errors, inability to access data when needed, permanent loss of data, and/or unauthorized access to data or theft of data. Global cybersecurity threats and incidents are rapidly evolving and can range from uncoordinated individual attempts to gain unauthorized access to information technology (IT) systems to sophisticated and targeted measures known as advanced persistent threats, directed at CFNE and/or its third-party service providers. While CFNE and its vendors take measures to prevent, detect, address and mitigate these risks, it is possible that these measures will not be completely effective and that there may be other risks that have not been identified because they are different or unknown or that may emerge in the future. If CFNE were to experience large-scale data inaccuracy, inability to access data for an extended time period, permanent loss of data, data breach, failure of its vendors to perform as contracted, or other significant issues regarding data, it could adversely affect all aspects of CFNE's operations. The potential consequences of a material cybersecurity incident include disruption of all aspects of CFNE's operations, damage to hardware or software systems, reputational damage, litigation with third parties and increased cybersecurity protection and remediation costs, including payment of ransom demands, which in turn could have a material adverse effect on CFNE, its results of operations and its ability to repay the Notes as and when due.

CFNE is not obligated to proceed with planned operations. CFNE is not obligated to continue offering the Notes, to continue current operations, or to maintain its existence as a nonprofit organization. Any change in CFNE's operations or status could have a negative impact on CFNE's ability to repay the Notes when due. As of the date of this Prospectus, CFNE has no current plans to discontinue offering the Notes to make material changes to its operations, or to discontinue its status as a nonprofit organization.

Elevated levels of inflation may adversely affect CFNE's financial position or operations. The United States has recently experienced elevated levels of inflation. Continued levels of inflation could have complex effects on CFNE's results of operations and financial condition, some of which could be materially adverse. For example, inflation-driven increases in non-interest expenses could negatively impact CFNE's results of operations. Continued elevated levels of inflation could also cause increased volatility and uncertainty in the borrowers that CFNE serves, many of whom are particularly susceptible to fluctuations in prices of consumer goods and levels of household spending. This, in turn, could adversely affect loan demand and the ability of CFNE's borrowers to repay indebtedness. The duration and severity of the current inflationary period cannot be estimated with precision.

CFNE is subject to interest rate spread risk, and changes in interest rates may adversely affect CFNE's ability to repay the Notes. CFNE makes loans at a higher rate of interest than it pays on the Notes and other borrowed funds at the time the loan is made, and the terms of loaned and borrowed funds are not identical. The interest rate spread between the rate of interest CFNE pays on borrowed funds and the rate of interest CFNE collects on its loans are intended to cover a substantial portion of CFNE's costs of operations, including losses on its loans. Under certain circumstances, market and credit conditions may cause this spread to decline, which may cause CFNE's expenses to exceed its income. If this occurs, there could be material adverse effects on CFNE's operations and ability to repay the Notes when due. Volatility in interest rates generally, as has occurred in the United States in recent years, heightens this risk.

CFNE may be involved in litigation, and adverse outcomes may materially affect its financial position or operations. CFNE may be involved in litigation from time to time in the ordinary course of its business. Litigation can be time-consuming and costly, and CFNE may become involved in litigation that could have a material adverse effect on its ability to repay the Notes.

CFNE's cash deposits and investments subject the organization to concentration of credit risk. As of December 31, 2025, a significant portion of CFNE's cash and cash equivalents (representing $8,190,693, or approximately 65% of CFNE's total cash and cash equivalents) was held in a money market account consisting of U.S. Treasuries managed by a single broker-dealer, while an additional $1,990,590 (approximately 16% of CFNE's total cash and cash equivalents) was held in a money market account managed by a another broker-dealer. A temporary or permanent inability of one or more of the financial institutions with whom CFNE has deposited funds to repay consumer deposits, especially if deposits were to exceed federally insured levels, could adversely impact CFNE's liquidity, its ability to make loans, its ability to repay Notes as they come due, and/or CFNE's overall financial position.

Risks related to legal, regulatory, and tax matters

CFNE believes that the Notes are exempt from registration under federal securities laws and under certain state securities laws, but if that is not determined to be the case, CFNE may need to make rescission offers or suffer other penalties that could adversely impact its ability to repay the Notes. CFNE is offering the Notes in reliance upon the exemptions from registrations provided in Section 3(a)(4) of the Securities Act of 1933, as amended (the "**Securities Act**"), Section 3(c)(10) of the Investment Company Act of 1940, as amended (the "**Investment Company Act**"), and the exemptions from registration of the Notes provided under the laws of certain states in which the Notes are offered. However, CFNE's reliance on these exemptions is not a representation or a guarantee that the exemptions are available. Although CFNE believes that it is currently taking the necessary steps to comply with the securities laws of the states in which it offers and sells the Notes, there is no guarantee that CFNE will do so in every state, and CFNE makes no representation that all of its past or future sales of Notes or other securities have complied or will comply with all applicable securities laws. If the offering or a prior sale of securities by CFNE is deemed not to qualify for exemption from registration in one or all of these jurisdictions, the sale of the Notes or prior sales of securities in that jurisdiction would be deemed to have been made in violation of the applicable laws requiring registration. As a remedy for such a violation, penalties and fines may be assessed against CFNE, and holders of the Notes or securities sold by CFNE in the past may have the right to rescind their purchase and to have their purchase price returned, together with interest at statutorily prescribed rates. If Note or other security holders request the return of their investment, funds may not be available for that purpose and CFNE may not be able to repay all Note holders in that jurisdiction. Any refunds made would also reduce funds available for CFNE's operations. A significant number of requests for rescission could deplete CFNE's liquid assets such that CFNE would lack sufficient funds to respond to rescission requests to successfully proceed with its planned operations.

Changes in state or federal securities laws, policies, and practices relating to debt securities offered and sold by non-profit charitable organizations could adversely impact CFNE's ability to sell or repay the Notes. CFNE does not intend to register the Notes with the SEC or with state securities regulators in certain states, in reliance on current federal and state exemptions relating to certain securities offered and sold by nonprofit charitable organizations. Federal and state securities laws are subject to change and frequently do change. Future changes in federal or state laws, rules, or regulations regarding the sale of debt securities by nonprofit organizations may make it more costly and difficult for CFNE to offer and sell the Notes. If such a change decreases the amount of Notes that CFNE is able to sell, it could adversely impact CFNE's operations and ability to repay the Notes. Further, as discussed below, if CFNE loses its status as a tax-exempt charitable organization, it could lose its ability to rely on the federal and state exemptions relating to certain securities offered and sold by tax-exempt charitable organizations, which in turn may make it more costly and difficult for CFNE to offer and sell new Notes and repay existing Notes.

CFNE is subject to limited regulatory oversight. CFNE is not registered with the SEC as an investment company under the Investment Company Act, and therefore is not required to adhere to certain operational restrictions and requirements that the Investment Company Act prescribes. CFNE relies on its exclusion from the definition of an investment company provided in Section 3(c)(10) of the Investment Company Act, which applies to organizations that are organized and operated exclusively for religious, educational, benevolent, fraternal, charitable, or reformatory purposes, the net earnings of which do not inure to the benefit of any private shareholder or individual. Accordingly, the provisions of the Investment Company Act (which would, among other things, regulate the relationship between advisors and investment companies) are not applicable to CFNE. In addition, because CFNE believes the Notes are exempt from registration requirements under the Securities Act, this Prospectus will not be filed with or reviewed by the Securities and Exchange Commission.

Changes in CFNE's operations, nonprofit status, or tax-exempt status could negatively impact CFNE's financial position or ability to repay the Notes. Federal and Massachusetts authorities have determined that CFNE is exempt from federal and state taxation on the basis of its charitable purpose. This determination rests upon a number of conditions and assumptions that must continue to be met on an ongoing basis. If CFNE fails to comply with these conditions and assumptions, if there is a change in the tax laws or regulations, or if the federal or state tax authorities were to otherwise subsequently determine that CFNE does not qualify for tax-exempt status, it could lose its tax-exempt status and could become subject to state and/or federal taxation. If CFNE becomes subject to state or federal taxation, it could negatively impact CFNE's financial position and cash flow, its ability to receive tax deductible donations, and its ability to sell the Notes in reliance on certain exemptions from registration requirements that apply to the sale of debt securities by a tax-exempt charitable organization. Any of these events could negatively impact CFNE's ability to meet its obligations under the Notes.

Loss of CFNE's certification as a CDFI or discontinuance or reduction of funding for the CDFI Fund could adversely impact CFNE's operations, financial position, or ability to repay the Notes. CFNE is certified as a Community Development Financial Institution (CDFI) by the United States Department of Treasury's CDFI Fund. As a certified CDFI, CFNE is eligible to apply for awards, including both loan and grant funding, through programs offered by the CDFI Fund. CFNE's status as a certified CDFI also may be an important factor for other lenders, investors, or donors when deciding whether to invest in the Notes, purchase new Notes upon maturity of existing Notes, or lend or donate funds to CFNE. CFNE expects to maintain its certification as a CDFI. However, failure to maintain compliance with CDFI certification requirements (which include, among others, requirements relating to CFNE's mission, financing activities, and development services in conjunction with those financing activities) or a decision by CFNE to no longer maintain CDFI certification could require CFNE to repay certain grants or loans and could cause other significant and adverse impacts to CFNE's operations, financial position, and ability to repay the Notes. In addition, the CDFI Fund receives funding through congressional appropriations, and future appropriations are not guaranteed. If the CDFI Fund experiences a significant reduction in funding or is eliminated, CFNE may lose the ability to obtain grant funding or other financial resources from the CDFI Fund, which in turn may adversely impact CFNE's financial position and ability to repay the Notes.

Changes in laws or regulations applicable to CFNE's operations could adversely impact CFNE's operations, financial position, or ability to repay the Notes. If more restrictive laws, rules, or regulations regarding CFNE's lending activities are adopted in the future, compliance could become more difficult or more expensive, and may adversely impact CFNE's ability to originate loans, limit or restrict origination charges, interest rates, or fees that CFNE collects, or otherwise negatively impact CFNE's lending activities or prospects. This could compromise CFNE's ability to repay the Notes and could lead to termination of the offering or the termination, winding-up or liquidation of CFNE itself.

CFNE's remedies as a lender are subject to limitations and borrower protections imposed under bankruptcy and other laws. Upon default by a borrower, CFNE's remedies as a creditor will be subject to various laws, regulations, and legal principles that are intended to provide protection to borrowers. Enforcement of CFNE's legal and contractual remedies, including those specified in its loan agreements and collateral documents, may require judicial action, which is often subject to discretion and delay. Under existing laws, including bankruptcy laws, the remedies specified by CFNE's loan agreements and collateral documents may not be readily available or may be limited. A court may refuse to order the specific performance of covenants contained in loan or collateral documents. In addition, the laws of various states may make it impractical or impossible to enforce specific covenants in CFNE's loan agreements or collateral documents.

The principal amount of a Note is not tax deductible and interest paid on the Notes is generally taxable to Noteholders. Although CFNE is a charitable organization, the purchase of a Note is not a charitable donation and the principal amount of a Note is not tax-deductible. Investors will not receive any tax deductions from CFNE's operations and, in general, all interest is taxable to the Noteholder as it is paid or accrues, even if a Noteholder elects to reinvest accrued interest into additional principal. Tax matters are complex and CFNE makes no representations as to the tax consequences of purchasing and holding the Notes as to any particular investor. All potential investors are encouraged to consult a tax professional regarding the tax treatment of investing in the Notes.

Forward-Looking Statements

This Prospectus contains forward-looking statements that involve inherent risks and uncertainties. Words such as "anticipates," "believes," "expects," "intends," "estimates," "projects," "future," "plans," and similar expressions are used to identify forward-looking statements, which speak only as of the date the statement was made. Future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements for many reasons, including, but not limited to, the risks described under the heading "Risk Factors" and elsewhere in this Prospectus. Investors should not place undue reliance on these forward-looking statements. No independent examiner has reviewed or passed upon the reasonableness of any forward-looking projections.

History, Mission, and Organization of CFNE

History of CFNE

CFNE was organized as a nonprofit corporation in 1975 under the laws of the Commonwealth of Massachusetts. CFNE provides financial, technical, and educational services to cooperative organizations and nonprofits in New England and New York. CFNE is a community development financial institution (CDFI), is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and is subject to regulation as a public charity by the Commonwealth of Massachusetts. CFNE was previously known as the Cooperative Fund of New England, Inc., and changed its name to the Cooperative Fund of the Northeast, Inc. in early 2022 to reflect the fact that its service area includes New York.

CFNE's original organizers included individuals who were active in the cooperative movement within the northeastern United States, as well as social investors associated with the Haymarket People's Fund. These individuals came together to form CFNE to assist in meeting capital access needs of cooperatives at a time when many co-ops could not access conventional small business financing, which remains a challenge for cooperative organizations today.

CFNE's Mission and Operations

CFNE's mission is to work for economic, social, and racial justice by advancing community-based, cooperative, and democratically owned or managed enterprises. This includes a variety of worker-owned co-ops, housing co-ops, food co-ops, other co-ops, and a small number of nonprofits.

CFNE began in 1975 with $11,000 in original capital. As of March 31, 2026, CFNE has disbursed over $135 million through hundreds of loans since its inception, with co-ops as the substantial majority of CFNE's borrowers. Please see "Lending Activities," beginning on page 17 of this Prospectus, and Notes 6 and 7 to the Audited Financial Statements for discussion and additional details concerning CFNE's lending activity. A list of CFNE's borrowers as of March 31, 2026 is attached to this Prospectus as Appendix D.

CFNE serves cooperatives and nonprofits in Massachusetts, Vermont, New Hampshire, Maine, Connecticut, Rhode Island and New York. Applicants for CFNE loans and other assistance must meet CFNE's eligibility standards. CFNE offers term loans, lines of credit, and participates in other loan programs from time to time in furtherance of its charitable mission as a community development financial institution. CFNE also makes a limited amount of equity-like investments that are subordinated to other debt obligations and have more indeterminate repayment obligations, but which do not have governance rights or voting control. CFNE's lending activities are described in more detail under "Lending Activities" beginning on page 17, below.

In furtherance of its mission, CFNE also delivers technical assistance and coaching services to its borrowers and applicants, marshaling resources and making connections to help develop the co-op ecosystem and diversify the regional economy.

To fund its activities, CFNE relies on grants and contributions, interest and fees charged on its program loans, and capital raised through the offering of the Notes. Please see discussions under the headings "Financing and Operational Activities," "Investing Activities," and "Description of the Notes – Use of Proceeds" for more information.

Organizational Structure

CFNE is governed by a Board of Trustees, which consists of 11 individuals as of the date of this Prospectus. The Board of Trustees has the authority to appoint CFNE's Executive Director, who oversees CFNE's staff and day-to-day operations. Please see "Governance and Personnel," beginning on page 29, for more information.

Use of Proceeds

The offering of Notes is intended to raise funds for the general fulfillment of CFNE's charitable purposes, including to make loans to cooperatives in the Northeast. The proceeds received from the sale of Notes are added to CFNE's general funds and not allocated to any specific loan or loans, and may be invested pending deployment of the funds or for maintenance of liquidity reserves. CFNE may also use proceeds to pay outstanding Notes and other indebtedness and cover its overall operating expenses.

Estimated Use of Note Proceeds	
Loans to cooperatives and nonprofits in CFNE's service area*	90%
Liquidity**	10%
Total	**100%**

* See "Outstanding Loans Receivable" on page 16 for a discussion of CFNE's existing borrowers by type and "Lending Activities" beginning on page 17 for a discussion of CFNE's loan eligibility standards and procedures, loan products, and other aspects of CFNE's lending program. CFNE's use of proceeds to make loans to borrowers in its service area will be driven in part by borrower demand, so CFNE cannot predict with certainty the particular types of borrowers to which loans will be made. However, CFNE does not anticipate a significant change in the allocation of its loan portfolio across different types of borrowers as a result of use of the proceeds of this offering to make additional loans.

** See "Investment Policy" on page 23, under the heading "Investing Activities."

Financing and Operational Activities

<u>Grants and Contributions</u>

A portion of CFNE's annual revenue consists of funds received as grants or contributions from state and federal grant programs, institutional sources and individual donors. Grants and contributions totaled $2,193,576 in the year ended December 31, 2025 and $2,116,710 in 2024 (including $0 in net assets with donor restrictions that were released from restriction for the years ending December 31, 2025 and 2024), accounting for 37.29% and 40.4% of CFNE's revenues in the years ended December 31, 2025 and 2024, respectively. In particular, CFNE derives significant financial support from the CDFI Fund of the United States Department of Treasury (the "**CDFI Fund**") and the Finance Authority of Maine ("**FAME**"), which awards funds allocated through the United States Department of Treasury's State Small Business Credit Initiative ("SSCBI"). Significant grants include the following:

- In 2025, FAME awarded CFNE two SSBCI awards in the total amount of $512,500 which was recognized as revenue during the year ended December 31, 2025.
- In 2025, Wells Fargo Foundation awarded CFNE an award in the total amount of $500,000 which was recognized as revenue during the year ended December 31, 2025.
- In 2024, the MGCC (now MassDevelopment) awarded CFNE a Microlending Operations Support and CDFI Lending Capital Matching Grant award in the amount of $273,477. As of December 31, 2025, the full amount of this award was utilized per the grant conditions and $0 was recognized as revenue during the year ended December 31, 2025.
- In 2024, the Finance Authority of Maine ("**FAME**") awarded CFNE a State Small Business Credit Initiative (SSBCI) award in the amount of $557,450, which was recognized as revenue during the year ended December 31, 2024.
- In 2023, CFNE received from the CDFI Fund through its Equitable Recovery Program (ERP) a grant in the amount of $1,652,559.
- In 2015, the CDFI Fund awarded CFNE a financial assistance award in the total amount of $1,703,806. This award allotted $703,806 in the form of a financial assistance grant for financing capital, loan loss reserves, or operations, and $1,000,000 for the Healthy Food Financing Initiative Financial Assistance (HFFI-FA) initiative. CFNE has fully expended the financial assistance grant.

The HFFI-FA award was bifurcated as a grant of $37,500, which was expended in 2015, and a loan of $962,500, which was fully expended as of December 31, 2025 and is included among CFNE's loans payable as of December 31, 2025 and 2024.

In addition, in early 2026, FAME awarded CFNE one SSBCI award in the amount of $252,500, which will be recognized as revenue during the year ended December 31, 2026.

Please see the Audited Financial Statements, including Note 5 thereto, for more information.

CFNE also benefits from personal services provided by volunteers, who have donated time and services toward CFNE's program operations and in its fundraising efforts. The value of these volunteer services is not reflected in CFNE's financial statements because the services do not meet the criteria for recognition of contributed services in financial statements under GAAP. See Note 2 to the Audited Financial Statements for additional discussion.

Grants and contributions are inherently uncertain. Periods of economic hardship, increased competition for grants and contributions from public and private sources, or changes in federal or state policy or appropriations with respect to federal or state grant programs could adversely impact CFNE's revenue from grants and/or contributions. If grant revenue were to significantly decline, the risk of nonpayment of principal or interest on the Notes would increase. Please see the risk factor entitled "A substantial portion of CFNE's revenue consists of grants and contributions, which are uncertain sources of revenue in the future," on page 6.

Social Investment Notes, Loans Payable, and Subordinated Debt

Other than grants, contributions, and income on outstanding loans receivable, CFNE finances its activities largely by issuing the Notes and incurring other indebtedness. As of December 31, 2025, the outstanding Notes ranged in maturity from demand notes payable upon notification to term notes with maturities from one (1) to ten (10) years, with interest rates ranging from 0% to 3.5%.

The following summarizes Note activity for the years ended December 31, 2025 and 2024:

	2025	2024
Social Investment Notes*		
Notes outstanding – beginning of year	$31,391,754	$ 28,249,064
Proceeds from new Notes	$3,420,256	6,125,888
Interest compounded and added to principal	$186,269	128,173
Principal repayments and redemptions	(1,156,377)	(3,111,371)
Notes outstanding – end of year	$33,841,911	$ 31,391,754

*The amounts reflected in the table above refer only to the Notes during the relevant period. The Notes are generally referred to as "social investment notes" in CFNE's Audited Financial Statements. References in CFNE's Audited Financial Statements to "social investment notes, loans payable, and subordinated debt" include both the Notes and other borrowings, including from the U.S. Small Business Administration, U.S. Department of Treasury CDFI Fund, foundations, institutional lenders, and religious institutions. See Note 8 to the Audited Financial Statements for further discussion.

As of March 31, 2026, $14,444,644 (approximately 40.5%) of outstanding Notes were Demand Notes. See the risk factor entitled "Substantial requests for redemption of Demand Notes and/or substantial requests to redeem Term Notes upon maturity within a limited period of time could adversely impact CFNE's liquidity, financial position, and/or ability to repay the Notes" beginning on page 3, above, for more information on the risks entailed in relying on demand obligations to finance operations.

In addition to the Notes, CFNE has loans payable and subordinated debt with several lenders and investors, including the U.S. Department of Treasury CDFI Fund, foundations, institutional lenders and religious institutions. The loans payable are unsecured general debt obligations, all of which had an interest rates between 1.00 and 3.50 percent and maturity dates between 2026 and 2032 as of December 31, 2025. The subordinated note agreements are unsecured debt obligations that are subordinated and in junior in right of repayment to CFNE's other general debt obligations. As of December 31, 2025, outstanding subordinated notes had interest rates of 2.00 percent and maturity dates between 2026 and 2035, which may be extended at the option of the investor. The outstanding balance of the loans payable and subordinated debt as of December 31, 2025 and 2024 were as follows:

	2025	2024
Loans payable	$ 8,820,273	$ 7,618,350
Subordinated debt	1,775,000	1,525,000

Estimated future principal payments on CFNE's Notes, subordinated debt, and loans payable as of December 31, 2025 are as follows:

Years ending December 31:	
2026	$ 3,952,774
2027	6,933,470
2028	2,505,945
2029	6,962,304
2030	5,271,916
Thereafter	18,810,775
	$ 44,437,184

Please see Note 8 to CFNE's Audited Financial Statements.

Other Indebtedness

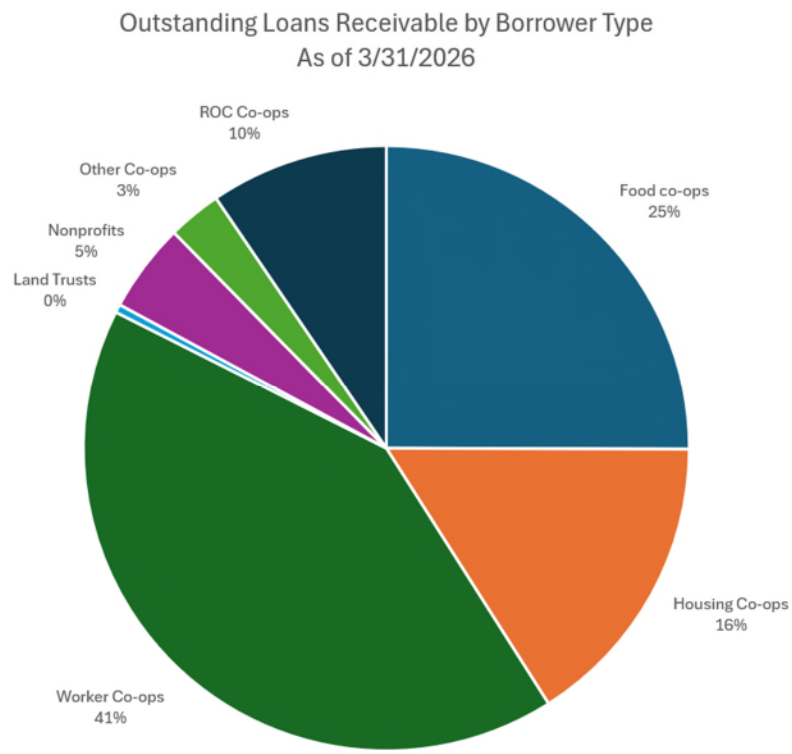
As of December 31, 2025, CFNE maintained an unsecured line of credit with National Cooperative Bank for $2,500,000. The line of credit has an interest rate equal to the 30-day average Secured Overnight Financing Rate plus 225 basis points (approximately 6.82% as of December 31, 2025), and a maturity date of January 30, 2028. The line of credit had no amounts outstanding as of December 31, 2025 and 2024, respectively. Please see Note 12 to CFNE's Audited Financial Statements.

CFNE had no secured indebtedness as of March 31, 2026. However, the Finance Authority of Maine (FAME) retains a right to place a lien on CFNE's interest in loans made using funds granted by FAME, as described under "Lending Activities – State Small Business Credit Initiative," below. Please see the discussion under the heading "Lending Activities" beginning on page 17, below, for more information.

CFNE has arrangements with five lenders pursuant to which the lender maintains a right to offset amounts due under its loan(s) to CFNE against funds of CFNE held in certain accounts with the lender. In June 2024, CFNE entered into a Business Loan Agreement with Amalgamated Bank for a term loan in the principal amount of $625,000. CFNE did not pledge assets to secure this loan, but the terms of the Loan Agreement permit Amalgamated Bank to charge and setoff any sums owing under the Loan Agreement against CFNE's funds deposited in several accounts with Amalgamated Bank. In October 2024, CFNE entered into two Loan Agreements with Bangor Savings Bank for two term loans in the amount of $500,000 each, the full principal balances of which were outstanding as of December 31, 2025. CFNE did not pledge assets to secure the Bangor Savings Bank loans, but Bangor Savings Bank has the right to offset sums owing under the Loan Agreements against CFNE's funds held in accounts with Bangor Savings Bank. In addition, CFNE maintains a line of credit in the amount of $2,500,000 with National Cooperative Bank, N.A., a line of credit in the amount of $1,000,000 with UMassFive College Federal Credit Union (UMass5), a line of credit in the amount of $2,000,000 with Manufacturers and Traders Trust Company (M&T). As of December 31, 2025, no funds were drawn on any of these lines of credit. In addition, pursuant to an Amended and Restated Equity Equivalent Investment Agreement dated June 11, 2025, amending and restating an original agreement from 2018, M&T purchased an equity equivalent investment from CFNE in the aggregate amount of $250,000. Although CFNE did not pledge assets to secure the lines of credit or the equity equivalent investment, each lender is permitted to offset sums owing under the line of credit against any CFNE funds held in accounts with that lender.

Outstanding Loans Receivable

CFNE's loans receivable are primarily to cooperatives, with a small portion of CFNE's loan portfolio representing loans to nonprofit organizations that are not cooperatives. A list of current borrowers as of March 31, 2026 is attached to this Prospectus as Appendix E. As of March 31, 2026, borrowers by type were as follows:



For further discussion of CFNE's loan policies, lending criteria, and outstanding loans, please see "Lending Activities" beginning on page 17, below, as well as Notes 6 and 7 to the Audited Financial Statements.

CFNE's loans receivable and equity-like investments are described as "program loans" in the Audited Financial Statements. As of December 31, 2025, interest rates on CFNE's outstanding loans receivable ranged from 2.00% to 7.00%.

Program loan activity* for the years ended December 31, 2025 and 2024 was as follows:

		2025		2024
Loans receivable – beginning of year	$	48,176,454	$	42,159,344
Loan funds advanced to borrowers		17,904,129		12,039,423
Interest capitalized**		-		-
	$	66,080,583	$	54,198,767
Loan principal repayments		(6,732,703)		(6,022,313)
Loans receivable – end of year	$	59,347,880	$	48,176,454

*This table includes participation loans, as described in Note 7 to the Audited Financial Statements and under the heading "Lending Activities – Participation Loans," below. The balance of participation interests in CFNE loans owned by other lenders was $7,905,920 and $4,588,283 as of December 31, 2025 and 2024, respectively. These amounts are included in the table above.

** Interest capitalized is the amount of unpaid interest that is added to the outstanding principal balance of the loan.

Scheduled principal repayments of loans receivable as of December 31, 2025 are as follows:*

.Years ending December 31:		
2026	$	6,199,935
2027		8,041,020
2028		7,054,222
2029		6,239,897
2030		3,456,576
Thereafter		20,420,310
	$	51,411,960

*As discussed further under the heading "Lending Activities," below, when originating a Term Loan to a borrower, CFNE and the borrower negotiate an amortization period that allows loan repayment amounts that are manageable for the borrower given its anticipated cash flow and financial needs. Although CFNE's loans provide for a term not to exceed ten (10) years, scheduled repayments by borrowers often yield an amortization schedule that will take longer than the term of the loan to repay, resulting in a balloon payment at the end of the loan term. It is CFNE's practice to refinance these loans upon maturity, rather than to call the balloon balance due. The scheduled principal repayments reflected in the table above represent the payments required under the terms of each loan, including the balloon payment that would be due upon the end of the loan term. CFNE anticipates refinancing most or all loans at this time, rather than receiving the balloon payment when due in accordance with the loan terms.

Lending Activities

Loan Eligibility Standards and Priorities

To be eligible for a loan, a prospective borrower must be an incorporated entity located in Massachusetts, Vermont, New Hampshire, Maine, Connecticut, Rhode Island or New York. CFNE policies require at least 70% of its total outstanding loans to be to enterprises that CFNE determines to be operating on a "cooperative basis" as defined in the International Cooperative Alliance's Statement on Cooperative Identity, Values, and Principles. As a policy, CFNE may make up to 30% of its total outstanding loans to other 501(c)(3) charitable nonprofit organizations that do not meet this definition of "cooperative." See "Financing and Operational Activities—Outstanding Loans Receivable," beginning on page 16, above, for more information regarding CFNE's outstanding loans by type of borrower.

Consistent with its goal to serve those facing significant barriers to accessing financial resources, CFNE gives priority, both in its review of loan applications and in provision of technical assistance, to cooperatives determined by CFNE to meet any of the following criteria:

- The cooperative serves an economically disadvantaged community, and this community is reflected in its membership and patronage;
- The cooperative is made up of or serves predominantly African American or Hispanic individuals, groups which the CDFI Fund recognizes as "Targeted Populations" who have inadequate access to financial products and services;
- More than half of cooperative members are low-income persons; or
- The cooperative is located in a census tract with a majority population of low-income persons.

CFNE has additional minimum eligibility standards and disqualifications based on the borrower's underlying purpose, activities and track record as an organization (or as a prior borrower of CFNE loan funds).

Standard Loan Products

As of the date of this Prospectus, CFNE offers both Term Loans and Lines of Credit. Although the header above refers to these loans as CFNE's "standard" loan products, each loan that CFNE makes is subject to tailoring and negotiation to fit the needs of the specific borrower.

Interest Rates. Interest rates are fixed at closing for the duration of the loan. The interest rates offered to each borrower are determined during the underwriting process and are approved by the applicable approving body (as detailed below under the heading “Approval Authority and Procedure” on page 20), but are generally based on a “standard” interest rate determined by the Board.

Terms, Amortization Schedules and Refinancing. There is significant variability in the terms and amortization periods of CFNE’s outstanding loans, and CFNE makes exceptions to its standard loan policies upon consultation with and approval with the Loan Committee or Loan Committee Chair. When originating a loan to a borrower, CFNE and the borrower negotiate an amortization period that allows loan repayment amounts that are manageable for the borrower given its anticipated cash flow and financial needs. Term Loans generally provide for a nominal term not to exceed ten years, and may include “interest-only” payment periods of up to twelve (12) months, may be structured with longer amortization periods that result in “balloon” payments at maturity, may vary in their repayment structure throughout the annual cycle based on the seasonality of the borrower’s business. It is CFNE’s practice to refinance Term Loans upon maturity, rather than to demand repayment of the loan’s outstanding balance, which in many cases may be a “balloon” that comprises a large proportion of the principal amount of the loan. In considering this refinancing, it is CFNE’s practice to conduct a full underwriting review of the loan in accordance with the lending policies applicable to new loans. Lines of Credit generally provide for terms of up to five (5) years but are regularly renewed for additional periods thereafter. These Lines of Credit generally provide for a fixed monthly principal and interest payment over the term of the loan, but may include an “interest-only” period until the credit commitment is exhausted (or in some cases, beyond such time), and, in some cases, CFNE may recalculate the amortization schedule after each advance made under the loan. Please see Note 6 to CFNE’s Audited Financial Statements and the discussion under the heading “Financing and Operational Activities—Outstanding Loans Receivable,” beginning on page 16, above, for more information.

Fees and Costs. Borrowers generally must pay a loan origination fee equal to one percent (1%) of the principal amount of the loan being funded. CFNE also charges a nominal application fee, which may be waived in CFNE’s discretion, and reserves the right to assess a late fee equal to three percent (3%) monthly on past due amounts. Borrowers are generally responsible for the costs of legal, recording, filing, appraisal and other fees associated with the loan processing and collateral perfection (which costs generally may be financed by the loan).

Certain Other Loan Programs

CFNE continually seeks out opportunities to better serve its borrowers and their communities in furtherance of its charitable mission as a community development financial institution. In doing so, CFNE may offer additional loan products and equity-like investments of its own. CFNE also participates from time to time in certain federally and state-funded capital access programs, including the State Small Business Credit Initiative and the SBA Intermediary Lending Pilot (ILP) program.

Co-op Launch Loans. In addition to the Term Loans and Lines of Credit, CFNE also offers a highly flexible loan called a “Co-op Launch Loan” to provide pre-development capital for startup and early-stage cooperatives in historically marginalized communities. Co-op Launch Loans may be used by borrowers to finance soft costs such as feasibility analyses, market studies, skill development, labor expenses, and legal costs, as well as tangible property and equipment. Co-op Launch Loans generally have the features of Lines of Credit described above, but CFNE may replace monthly payments with milestone progress reporting during an initial grace period, offer partial loan forgiveness based on certain conditions, or offer lower interest rates than might otherwise be offered for a typical CFNE loan. Pursuant to CFNE’s current lending policies, Co-op Launch Loan volume in any given year may not exceed five percent (5%) of CFNE’s total budget for loan advances.

State Small Business Credit Initiative. CFNE is a participant in the State Small Business Credit Initiative (SSBCI), reauthorized and expanded by the American Rescue Plan Act in 2021. Through SSBCI, states implement the program by funding small business through venture capital programs, loan participation programs, loan guarantee programs, collateral support programs, and capital access programs tailored to local market conditions. CFNE participates in the direct lending program of Maine’s implementation of the SSBCI through Grow Maine administered by the Finance Authority of Maine (FAME). CFNE uses FAME grant funds to make loans to Maine small businesses, which are senior term facilities secured by a lien on all of the borrower’s business assets. As of March 31, 2026, the outstanding balance of FAME grant funds held by CFNE totaled $1,362,200. FAME retains the right to place a lien on CFNE's interest in the loans made using grant funds and the separate account(s) holding undeployed SSBCI loan funds and proceeds from repayment thereof.

"Equity-Like" Investments. From time to time, CFNE may also make equity-like investments, which are general unsecured debt obligations subordinate to the borrower's other creditors, with a below-market interest rate and indeterminate maturity. These investments do not include governance rights or voting control like traditional equity investments. Repayment obligations, meanwhile, are often conditioned on or triggered after a grace period and/or the borrower's achievement of certain milestones. Equity-like investments totaled $900,000 as of December 31, 2025, and are included among "Program loans" on CFNE's financial statements.

Loan Participations

From time to time, CFNE seeks additional participants in the loans it makes by selling participation interests to other lenders while retaining control. Under a loan participation arrangement, CFNE generally maintains all records, collects all payments, remits monthly the appropriate pro rata share of both interest and principal collected on these loans, and is the sole secured party with respect to any collateral (but must pay the participant's pro rata share of any proceeds upon liquidation of such collateral). The loan participant pays its pro rata percentage of CFNE's unreimbursed expenses in connection with collecting the loan and foreclosing on and liquidating the collateral, if necessary, but has no recourse against CFNE for failure of the underlying borrower to pay amounts due under the loan. The outstanding balance of participation interests in CFNE loans was $7,905,920 and $4,588,283 as of December 31, 2025 and 2024, respectively. See the Statement of Financial Position and Note 7 to the Audited Financial Statements for more information.

Lending Policies

CFNE is a community development financial institution whose charitable mission is to provide loans, alternative financial services and related technical assistance to cooperative organizations. In furtherance of that charitable purpose, CFNE commonly works with potential and existing borrowers to reach a mutually satisfactory financing solution. CFNE does not operate like a typical commercial lender and frequently acts in a more generous, understanding and flexible manner in its lending practices, including by making exceptions to its loan policies when circumstances warrant. This fundamental nature of CFNE entails certain risks to purchasers of the Notes; for more information, see "Risk Factors," beginning on page 3, above.

General Guidelines. CFNE uses the following guidelines in evaluating and deciding upon loan requests:

- The need for and importance of the services provided by the organization;
- The viability of the organization;
- The commitment and support of its members;
- The skill and effectiveness of its management;
- The adequacy of its capitalization program;
- Its current and prospective financial condition;
- The adequacy of available collateral; and
- The ability of the co-op to repay the loan.

Collateral Qualifications. CFNE generally takes a first-position or second-position lien on the borrower's assets that have a value greater than or equal to the amount of the loan (resulting in a loan to value or "LTV" ratio of 100% or less). Collateral values are based on the available evidence of value, which may include but not is limited to third party professional appraisals, and may be discounted, based on likely liquidation values, in the underwriting process. CFNE's practice is to allow borrowers to use various assets as collateral, including mortgages or deeds of trust in favor of CFNE on real property; pledges of bank deposits, certificates of deposit, or Notes; liens on tangible property including equipment, furniture, fixtures and vehicles; security interests in inventory, accounts receivable and payment intangibles; and/or guaranty by a third party. CFNE may make exceptions for borrowers with strong cash flows to cover debt payments, a history of profitability, or in consideration of other factors at CFNE's discretion. See "Financing and

Operational Activities—Outstanding Loans Receivable," beginning on page 16, above, for more information on CFNE's outstanding loans and their underlying security.

Underwriting Requirements. CFNE generally requires applicant borrowers to submit a completed loan application, business plan, financial statements for the two most recent years (if applicable), a one-year projection of cash flows, and a market study (if available). After confirming that the application is complete, that the requested loan is consistent with CFNE's current eligibility requirements and loan policies, and that there is sufficient funding to make the loan, CFNE's practice is for a loan officer to conduct a site visit to meet with management, tour facilities and inspect potential collateral, and review the applicant's business plan.

As noted under "Collateral Qualifications," above, the amount of the loan generally must not exceed the value of the assets securing the loan's repayment (i.e., the LTV ratio must be 100% or less). The LTV ratio may exceed 100% as an exception to CFNE's lending policy with approval from the applicable approving body as discussed under "Approval Authority and Procedure," below. Borrowers must also demonstrate an ability to repay the loan.

As a matter of policy, CFNE requires borrowers to obtain and maintain adequate insurance coverage for liability, hazard, contents and property, workers' compensation, flood (if located in a flood plain), and business interruption insurance and if relevant key person insurance. CFNE is named as mortgagee or loss payee on the hazard policy, to the extent of its interest. The amount of hazard insurance must be equal to the replacement value of the collateral.

Approval Authority and Procedure. If the results of the underwriting and due diligence are acceptable to CFNE, the loan officer prepares a Credit Memo, which summarizes the requested loan, the project, the borrower's governance documents, description of the collateral, and analysis of the finances, impact and risks of the project, and ultimately recommends the loan for approval. Depending on the size of the loan, the Credit Memo and supporting documents are reviewed by the applicable approving body, as follows:

<table>
<tr><th>Loan Description</th><th>Approval Required</th></tr>
<tr><td>Loans up to $250,000 (other than those that fall into another category below)</td><td rowspan="5">Executive Director and Deputy Executive Director</td></tr>
<tr><td>Restructuring of loans less than or equal to $250,000</td></tr>
<tr><td>Loan modifications other than modifications involving the changes described above</td></tr>
<tr><td>Refinancing and/or extension of maturing loans where (1) the loan is currently amortizing and the refinancing continues (or shortens) the existing amortization schedule; (2) the proposed interest rate is consistent with CFNE's rates offered at that time; (3) the borrower has performed in accordance with the terms of the loan; (4) there is no known or suspected impairment of collateral; and (5) there is no known or suspected adverse change to the borrower's manner of business, assets, capital structure, or cooperative (or non-profit) status.</td></tr>
<tr><td>Troubled Debt Restructuring (defined below) of loans with balances up to $250,000</td></tr>
<tr><td>Loans of a type which CFNE has offered for 3 years or less</td><td rowspan="3">Executive Director, Deputy Executive Director, and Loan Committee</td></tr>
<tr><td>Loans greater than $250,000</td></tr>
<tr><td>Restructuring of loans greater than $250,000</td></tr>
</table>

Loan Description	Approval Required
Loan modifications involving an extension of term up to one year or temporarily lowering of previously agreed-upon payments (including deferral of principal and/or interest and/or placement on non-accrual status), where borrower is in good standing, current on payments and providing financial information	Deputy Executive Director
Loan advances on previously approved Lines of Credit, where the borrower is performing under the terms of the loan	
Loans that are materially not in compliance with CFNE lending policies	Loan Committee

The Loan Committee is comprised of the Executive Director, the Deputy Executive Director, and no fewer than four other members. Absent an exception approved by the Board of Trustees, at least 60% of the Loan Committee and the Loan Committee Chair must be members of the Board of Trustees. The Loan Committee Chair is appointed by the Board of Trustees.

Loan Closing. After CFNE has approved a loan, CFNE personnel discuss with and issue to the borrower a commitment letter, summarizing the approved terms and conditions and stating that the loan remains conditional until all conditions are met at or prior to the closing. Loan documentation is prepared in accordance with the lending industry standards as the terms and conditions of the commitment letter and underlying property may require. At the closing, which takes place remotely, the appropriate security documents are filed with the applicable agencies, depending on the collateral, and the loan funds are disbursed by ACH or wire transfer. If not all of the conditions to closing are met, the Executive Director has discretion to postpone the closing date up to six (6) months, after which the loan must be resubmitted to the applicable approving body after satisfaction of the conditions.

Loan Monitoring. Monitoring of CFNE's borrowers is critical to both protecting CFNE's financial interests and assisting the borrower to successfully grow its organization and manage its assets. CFNE maintains a file on each loan, monitors the borrower's performance and follows up to communicate with the borrower regarding any deficiencies identified in the borrower's periodic disclosures (whether in the receipt of required financial statements and reports or in the underlying substance of what those disclosures show). CFNE reviews loans periodically and updates the loan's risk rating as appropriate. See also "Allowance for Credit Losses" below for more information regarding the risk rating review. At each meeting of the Board of Trustees, the Executive Director presents to the Board a summary of outstanding loans, commitments (including the liability for unfunded loan commitments), allowance for credit losses on loans, payment status and delinquency matters, and changes to risk ratings, as well as a summary of CFNE's capitalization. See "Loan Delinquencies" below for more information regarding CFNE policies in the case of past due payments.

Refinancing. As described above, CFNE's practice is to refinance loans at maturity, rather than demand repayment of the outstanding principal amount, which is typically a substantial proportion of the principal amount.

Material Loans Made to a Single Borrower

CFNE has a policy that no single borrower or project comprise more than five percent (5%) of the sum of CFNE's liabilities for borrowed money and its net assets restricted or designated for lending. As of March 31, 2026, no single borrower or project exceeded 3.2% of CFNE's loan capital. CFNE may seek other lenders as participants to reduce CFNE's exposure to such large loans.

Allowance for Credit Losses and Risk Rating System

CFNE determines the allowance for credit losses on loans based on the credit losses expected to arise over the life of the contractual term, which includes consideration of prepayments based on CFNE's expectations as of the statement of financial position date. The allowance for credit losses incorporates an estimate of lifetime expected credit losses and is recorded on each loan upon origination or acquisition. The starting point for the estimate of the allowance for credit losses is historical loss information, which includes losses from modifications of receivables to borrowers experiencing financial difficulty.

CFNE's allowance for credit losses is based on the weighted-average remaining maturity method, as defined by GAAP. This method uses historical loss data for CFNE's loans, together with CFNE's assessment of additional risks that may not be reflected in historical loss data, to inform risk rating categories for CFNE's loans. The following table summarizes CFNE's risk rating system and corresponding allowance for credit losses (with the allowance expressed as a percentage of the loan balance):

	Allowance Percentage as of December 31	
Level	2025	2024
1 – Real Estate, Primary	0.93%	1.07%
2 – Grocery Stores	1.18%	1.19%
3 – Worker-Owned	4.74%	4.55%
4 – Start-Up Businesses	21.13%	9.59%
5 – Non-Profits	1.08%	1.08%
6 – Co-op Launch Loan	52.12%	44.68%
7 – Unsecured, Patient Debt	50.00%	50.00%
Participation Loans	0.00%	0.00%

As of December 31, 2025 and 2024, CFNE's outstanding loans, presented according to their risk rating categories, were as follows:

	Receivable Balance as of December 31	
Level	2025	2024
1 – Real Estate, Primary	$ 31,020,113	$ 22,133,369
2 – Grocery Stores	5,287,124	7,466,582
3 – Worker-Owned	9,527,368	8,580,311
4 – Start-Up Businesses	1,057,131	1,188,447
5 – Non-Profits	1,425,447	1,413,475
6 – Co-Op Launch Loan	18,455	89,932
7 – Unsecured, Patient Debt	600,000	200,000
8 – Individually Assessed Reserves	2,506,350	2,516,056
Participation Loans	7,905,892	4,588,282
Total	$ 59,347,880	$ 48,176,454

Loan losses are charged against the allowance when management believes a loan is uncollectible. Subsequent recoveries, if any, are recorded as revenue upon receipt. CFNE wrote off 5 loan(s) in the aggregate amount of $539,967 during the year ended December 31, 2025, and wrote off two loans in the aggregate amount of $102,562 during the year ended December 31, 2024. The following is a summary of the allowance for loan losses for the two most recently ended fiscal years:

	2025	2024
Beginning balance	$ 2,270,817	$ 1,964,584
Write-offs	(539,967)	(102,562)
Current year’s provision	1,318,870	408,795
Ending balance	$ 3,049,720	$ 2,270,817

See Note 6 to the Audited Financial Statements for more information.

Loan Delinquencies

Beginning within fifteen (15) days after a borrower misses a repayment obligation, CFNE begins taking responsive measures by communicating with the borrower about the reason for nonpayment and a commitment for future payment, and by deciding whether to impose a late fee. When thirty (30) days since the due date have passed, CFNE mails a written notice of the delinquent payment and begins reviewing the loan file in preparation for further exercise of CFNE's rights and remedies.

When a borrower is ninety (90) days or more past due in a repayment obligation, CFNE places the loan on non-accrual status and, if appropriate, adjusts the risk rating of the borrower's loan(s) and adjusts the allowance for loan losses accordingly. The Loan Committee determines, with management's report and recommendation, whether additional actions will be taken, including issuing a notice of default, notifying guarantors, inspecting the borrower's operations or books and records, referring the borrower for additional technical assistance, restructuring the loan, and/or sending a collection letter from counsel.

When one-hundred twenty (120) days have passed, CFNE considers its strategy for collection of unpaid amounts, liquidation of collateral, and/or potential foreclosure of the loan. Foreclosure is generally viewed as a last resort, and may take place only with the approval of the Loan Committee Chair.

As of and for the period ending December 31, 2025, CFNE had no foreclosures nor held any deeds in lieu of foreclosure. As of March 31, 2026, CFNE had two (2) loans to one borrower totaling approximately $733,460 in foreclosure.

Non-Accrual Loans

A substantial proportion of the modifications we make to our loans are made to meet temporary borrower needs, and result in either interest-only periods, or reduced payments of principal and interest. In some cases, the borrower is unable to make any payments due to business circumstances. CFNE has a policy of granting a one-time payment deferral for up to 6 months, and interest will accrue, and be added to the borrower's principal. It is CFNE's policy to cease accruing interest on the loan ("non-accrual status") for any additional payment deferrals and work with the borrower to restructure the terms of the loan to support the ongoing success of the business and the borrower's ability to repay CFNE's loan. After the loan has been modified and the borrower has performed for at least six months under the modified terms, it is CFNE's policy to resume the accrual of interest on the loan. As of December 31, 2025, and at March 31, 2026, CFNE had three loans to two borrowers, with an aggregate outstanding balance of $1,510,929, that were on non-accrual status, including the two loans noted above in foreclosure.

Investing Activities

Investment Policy

CFNE manages its investible assets in accordance with its Investment Policy. CFNE's Board of Trustees is responsible for adopting the Investment Policy and any amendments to it. The objectives of the CFNE Investment Policy are to: (i) preserve capital for CFNE's lending activities; (ii) maintain liquidity; (iii) obtain an adequate rate of return; and (iv) fulfill CFNE's mission.

CFNE invests cash in individual certificates of deposit, treasury instruments, and government agency notes. Any securities with maturities greater than ninety (90) days are recorded as investments. CFNE's policy is to hold investments to maturity.

CFNE has policies to (i) maintain liquid assets that are available overnight in an amount greater than or equal to three (3) months of expenses; and (ii) invest an amount less than or equal to fifteen percent (15%) of CFNE's total net assets in uninsured, non-Treasury accounts.

CFNE's Executive Director has authority to make and maintain investments in accordance with the Investment Policy. Generally, undeployed funds to be used in CFNE lending activities are invested in short-term and/or liquid investments including federally-insured, interest-earning deposit account(s), money market funds, securities issued or guaranteed by the U.S. government, board-approved CDFIs, and reverse repurchase agreements composed of US Treasury or Agency Securities. CFNE seeks the highest rate of return feasible while preserving sufficient liquidity to meet expected funding requirements over the next twelve months. CFNE has a policy that funds invested in banks/credit unions over the federally insured limit are deposited at an institution with at least four stars in its most recent “star rating” from Bauer Financial.

Cash Deposits and Investments

As of December 31, 2025 and 2024, CFNE held $12,558,424 and $15,412,314, respectively, in cash held in checking, savings, and money market accounts from which immediate withdrawals could be made.

As of December 31, 2025, CFNE did not hold any investments. As of December 31, 2024, CFNE held one certificate of deposit, which CFNE Carried at par value:

Investments held as of:	Historical Cost	Fair Value
December 31, 2024		
Certificates of deposit	$ 200,000	$ 197,048
Securities	0	0
	$ 200,000	$ 197,048

This certificate of deposit was held to maturity in April 2025 but was not renewed. Please see Note 4 to the Audited Financial Statements for more information concerning these investments.

CFNE’s cash deposits and investments may subject CFNE to concentration of credit risk. A significant portion (81%) of CFNE's cash deposits and investments are held in two money market accounts, each managed by a separate broker-dealer. If deposits were to exceed federally insured levels, a temporary or permanent inability of one or more financial institutions holding CFNE’s cash deposits to repay customer deposits could adversely impact CFNE’s liquidity, its ability to make loans, its ability to repay Notes as they come due, and/or CFNE’s overall financial position. As of the date of this Prospectus, CFNE has not experienced any losses in its deposit accounts and CFNE’s management does not believe that CFNE is exposed to significant risk of such losses. See the risk factor entitled “CFNE’s cash deposits and investments subject the organization to concentration of credit risk,” beginning at page 9, above.

Selected Financial Data

The table below sets forth select financial information as of and for the five most recently completed fiscal years. This information is based on CFNE’s historical financial statements and should be read in conjunction with the unaudited interim financial statements attached to this Prospectus as Appendix A and the Audited Financial Statements attached as Appendix B.

	As of and for the year ended December 31				
	2025	2024	2023	2022	2021
Cash and Cash Equivalents	$ 12,558,424	15,412,314	7,968,989	3,964,041	5,271,501
Program Loans Receivable*	$ 51,441,960	43,588,171	39,822,581	30,614,357	24,641,760
Program Loans Receivable, Net**	$ 48,392,240	41,317,354	37,857,997	28,384,241	22,726,760
Unsecured Loans Receivable±	$ 900,000	500,000	1,000,000	700,000	500,000
% Unsecured Loans Receivable±	1.7%	1.1%	2.5%	2.3%	2.0%
90-day Delinquency Rate±	1.2%	1.6%	0%	0%	0%
Total Assets	$ 61,347,830	57,202,948	50,443,237	47,930,923	43,843,231
Notes Payable	$ 33,841,911	31,391,754	28,249,064	27,480,916	25,410,586
Notes Redeemed	$ (1,897,503)	(3,930,173)	(3,211,983)	(2,462,821)	(769,371)
Other Borrowings***	$ 10,595,273	9,143,350	6,495,809	5,552,709	5,119,182
Net Assets	$ 15,712,773	14,861,809	13,646,763	12,770,854	10,668,771
Change in Net Assets	$ 850,964	1,215,046	875,909	2,102,083	193,054

* Program Loans Receivable reflects the outstanding balance of program loans, less the outstanding balance of loan participations.
** Program Loans Receivable, Net reflects the Program Loans Receivable, less CFNE’s allowance for credit losses.
± Unaudited data that is not derived from the Audited Financial Statements.

*** Other Borrowings include loans payable and subordinate debt, including from the U.S. Department of Treasury CDFI Fund, foundations, institutional lenders and religious institutions. See “Financing and Operational Activities” beginning on page 13, the Statement of Financial Position and Note 8 to the Audited Financial Statements.

Description of the Notes

General Information

The Notes are unsecured debt obligations of CFNE. Investment in the Notes enables CFNE to engage in its mission-driven lending and investment activities as described in this Prospectus. CFNE pays interest on the Notes as described below. Demand Notes are payable on demand upon thirty (30) days’ notice (or, for Demand Notes sold prior to October 23, 2023, without prior notice), while Term Notes have a fixed maturity date, subject to automatic reinvestment where permitted and if elected by the investor.

The description of the Notes set forth below and elsewhere in this Prospectus describes the terms of Notes issued from and after the date of this Prospectus. Social Investment Notes issued prior to the date of this Prospectus may have slightly different terms from those offered pursuant to this Prospectus. However, since these older Social Investment Notes are very similar to the Notes, this Prospectus discloses both the Social Investment Notes issued prior to the date of this Prospectus and the Notes when discussing the balance of outstanding Notes as of particular dates (including, without limitation, under the heading Financing and Operational Activities, above). The terms of each Social Investment Note issued prior to the date of this Prospectus are as set forth in the relevant Note.

Who Can Invest?

CFNE markets the Notes to individuals and entities located in states or jurisdictions where the Notes are registered or exempt from registration requirements.

Minimum Investment Amount

All Notes require a minimum investment of $1,000 per Note.

How to Invest

After receipt and review of this Prospectus and the current Interest Rate Sheet, which can be obtained by calling CFNE at (800) 818-7833 or visiting CFNE’s website at www.cooperativefund.org, individuals and organizations located in states where the Notes are offered may invest in the Notes by completing and signing a Subscription Agreement and submitting it to CFNE with a check payable to “Cooperative Fund of the Northeast, Inc.,” or submitting payment via wire transfer or ACH payment. The Notes are sold at face value (initial principal amount) without discount. The current Subscription Agreement as of the date of this Prospectus is attached to this Prospectus as Appendix C. Investors may also contact CFNE at (800) 818-7833 to request the Subscription Agreement.

CFNE may reject a Subscription Agreement in its sole discretion. If CFNE confirms the investor’s eligibility to invest, receives payment for the investment and decides to accept the Subscription Agreement, then CFNE will issue to the investor a written registration confirmation acknowledging receipt of the investment and issuance of the Note. The Notes may be issued as uncertificated securities to be held and recorded in CFNE’s book-entry system or as physical notes in the form attached as Appendix E. After purchase of an uncertificated Note, the investor will not receive a physical Note but will receive a registration confirmation acknowledging payment for the Note. CFNE will issue a physical Note to any investor upon request at the time of issuance. Any investor whose Note is certificated must surrender the physical Note at maturity.

Interest Accrual and Payment

Interest on all Notes accrues daily (based on a 360-day year), beginning on the Note’s issuance date set forth on the executed Note, if the Note is certificated, or as set forth on the confirmation of issuance sent to the investor, if the Note is uncertificated. Interest will not accrue on any Note during the period between CFNE's receipt of funds and the issuance date of the Note.

Investors elect to either (i) receive annual interest payments on the anniversary of the issuance date, or (ii) have accrued interest reinvested into the Note's principal, in which case the interest will be compounded on the anniversary of the issuance date.

Demand Notes

Payment Terms. Demand Notes are payable upon thirty (30) days' advance written request by the investor, in whole or in part, subject to the repayment limitations set forth below. Demand Notes purchased before October 23, 2023 are payable upon demand.

Variable Interest Rate. Demand Notes accrue interest at a variable interest rate. The initial interest rate applicable to new Demand Notes is set forth on the Interest Rate Sheet that is current at the time of investment. The interest rate for Demand Notes is subject to adjustment by CFNE from time to time upon thirty (30) days' notice. When submitting a Subscription Agreement, an investor may elect to receive 0% interest in lieu of the variable interest rate offered for Demand Notes.

Demand Note Limits. Demand Notes may not be purchased in amounts that would result in an investor holding Demand Notes in excess of the maximum principal amount per investor, if any, specified on the Interest Rate Sheet at the time of purchase. By way of example, if the maximum Demand Note amount specified on the applicable Interest Rate Sheet is $100,000, then (i) an investor who does not hold any Demand Notes may purchase a Demand Note with a principal amount up to $100,000 and (ii) an investor who already holds Demand Notes with an aggregate principal amount of $60,000 may purchase an additional Demand Note with a principal amount up to $40,000.

Repayment Limitations. In its discretion, CFNE may limit repayment to any Demand Note holder to $50,000 in principal repayments in any thirty (30) day period.

Term Notes

Terms to Maturity. CFNE may offer the Term Notes for various terms ranging from one (1) year to ten (10) years in duration. The maturity terms offered by CFNE from time to time, and the applicable rates of interest with respect to each, are as set forth in the Interest Rate Sheet that is current as of the time of investment. The current Interest Rate Sheet can be obtained by calling CFNE at (800) 818-7833, emailing cfne@cooperativefund.org, or visiting CFNE's website at www.cooperativefund.org.

Fixed Interest Rates. Interest rates are fixed for the term of each Term Note, as set forth on the Interest Rate Sheet that is current as of the time of investment. When submitting a Subscription Agreement, an investor may elect to receive 0% interest or another interest rate that is less than the rate offered for Term Notes at the time to purchase.

No Additions to Principal. Investors may not add principal to a Term Note. Investors who wish to increase their investment in Term Notes must purchase additional Term Notes.

Options at Maturity. It is CFNE's practice to send a maturity notice to each Term Note holder prior to maturity of their Term Note. Except in some states, investors may elect to have maturing Term Notes automatically reinvested in a Term Note of like term (or, if such term to maturity is not offered on the Notes at the time of reinvestment, the Term Note closest in duration to the maturing Note), or in any other Term Note as the investor directs. Accrued but unpaid interest on the maturing Term Note will be paid to the investor or invested into the principal of the newly issued Term Note, in accordance with the investor's election with respect to accrued interest during the term of the Note. You may notify CFNE of your election with respect to your maturing Term Note either on your completed Subscription Agreement or by giving written notice of your election anytime thereafter (up to thirty (30) days prior to the maturity date).

For (i) investors in certain states as set forth under "State-Specific Information" who do not give timely written instructions to the contrary, (ii) investors who do not elect to have the maturing Term Note automatically reinvested in a Term Note of like term, and (iii) all Term Notes purchased prior to October 23, 2023 where CFNE has not received written instructions from the investor as to reinvestment or repayment of the proceeds of the Term Note at maturity, CFNE will repay the outstanding principal and any accrued but unpaid interest at maturity.

No Right to Early Redemption. Investors do not have any right to redeem a Term Note before its maturity date. In the event that CFNE elects to allow an investor to redeem a Term Note prior to maturity, CFNE reserves the right to charge an early redemption fee equal to four (4) months' interest (at the Note's applicable interest rate) on the principal being redeemed, or all interest accrued on the Note if the Note has been issued for less than four (4) months. CFNE, in its discretion, may redeem any Note upon thirty (30) days' notice to the investor (see "CFNE Rights" on page 27, below).

Non-Transferrable; No Secondary Market

A Noteholder may not transfer Notes unless CFNE gives its prior consent, which CFNE may grant or withhold in its sole discretion, and only if such transfer complies with applicable securities laws and the transferee is an eligible investor. Upon a Noteholder's death prior to maturity of a Note, the Note will transfer only in accordance with a properly executed beneficiary designation on file with us, or if no designation is on file, in accordance with the laws of descent and distribution. The Notes may not be pledged or otherwise used as collateral to secure any obligations. There is no secondary trading market for the Notes and CFNE does not expect such a market to develop. Accordingly, investors should expect to hold their Notes until maturity.

CFNE Rights

CFNE reserves the right to accept or reject each Subscription Agreement in its sole and absolute discretion, with or without explanation. CFNE will not accept a Subscription Agreement or payment for Notes from an investor that is not located in a state in which the Notes are registered or exempt from registration.

CFNE reserves the right to suspend the offering of Notes from time to time.

In its discretion, CFNE may redeem or "call" any Note prior to its maturity date, without premium or penalty, by giving the investor thirty (30) days' written notice and paying the outstanding principal and any accrued unpaid interest through the date of redemption.

Events of Default

For Notes purchased on or after October 23, 2023, except in certain states under specific circumstances, nonpayment of principal or interest on a Note when due, if not cured within ten business days after notice of nonpayment, will constitute a default by CFNE, but only as to that Note. Further, in the event of a default in the payment of interest only, a Note holder has no right to accelerate payment of the principal amount of the Note. Note holders will have to assert individual legal remedies to seek payment of the Notes in the event of a default.

Additional Securities

CFNE reserves the right to issue other securities that may have different terms and conditions concurrently with or following its offering of the Notes. Other securities offered by CFNE may have rights that are senior to the Notes, different information rights with respect to CFNE's activities and/or financial performance, and/or bear interest at a higher rate than the Notes.

Unsecured Obligations; Seniority

The Notes are unsecured obligations of CFNE. CFNE may incur secured indebtedness senior to the Notes in its discretion. As of March 31, 2026, CFNE did not have any secured indebtedness senior to the Notes, although the Finance Authority of Maine (FAME) retains the right to place a lien on CFNE's interest in loans made using FAME grant funds, as described under "Lending Activities – Certain Other Loan Programs – State Small Business Credit Initiative" above. In addition, as discussed above under "Financing and Operational Activities – Other Indebtedness," CFNE has arrangements with five lenders, Amalgamated Bank, National Cooperative Bank, N.A., Bangor Savings Bank, Manufacturers and Traders Trust Company, and UMassFive College Federal Credit Union, pursuant to which each lender maintains a right to offset amounts due under its loan(s) to CFNE against funds of CFNE held in certain accounts with that lender.

Plan of Distribution

CFNE is offering the Notes in an amount not to exceed $55,000,000 aggregate principal amount outstanding pursuant to this Prospectus. CFNE expects to conduct the offering of the Notes on a continuous basis, with no determined end date for the offering. No minimum amount of Notes must be sold in order for CFNE to accept offers to purchase the Notes.

This Prospectus is available online at www.cooperativefund.org, and CFNE will post the current Interest Rate Sheet online to the same website. With the exception of the Interest Rate Sheet, information included on CFNE's website is not a part of, nor is it incorporated by reference into, this Prospectus.

CFNE may advertise the Notes for sale, and currently expects to advertise the Notes on its website, in social media posts, by mailings to current and former investors, by hard copy or electronic mailings to CFNE donors and supporters or other CFNE stakeholders, and to those persons attending conferences or trade shows relating to CDFIs, impact investing or other socially responsible investing, or cooperatively owned associations.

CFNE anticipates that distribution efforts will be undertaken entirely by its officers or employees, none of whom receive a commission or any compensation associated with sale of the Notes other than reasonable compensation for performing their regular duties to the organization. Compensation to an employee will not be based on the volume or principal amount of Notes sold by that employee. CFNE does not engage or compensate any underwriters, selling agents, or brokers in connection with the sale of the Notes.

The Notes are not available for sale in all states. CFNE has either registered the Notes for sale or is relying on exemption from registration requirements in those jurisdictions in which it offers the Notes for sale. Certain of CFNE's employees are authorized to disseminate information about CFNE and the Notes and are registered or relying on an exemption from broker-dealer and agent registration requirements in those jurisdictions in which CFNE offers the Notes for sale.

An individual or entity may invest in the Notes by completing and signing a Subscription Agreement and submitting it to CFNE, together with payment equal to the face value of the Note in the form of check, wire transfer, or ACH transfer. The current form of Subscription Agreement as of the date of this Prospectus is included in this Prospectus as Appendix C, and CFNE makes the Prospectus (including the then-current Subscription Agreement) available on its website at www.cooperativefund.org. CFNE reserves the right to suspend the offering of Notes from time to time and to accept or reject each Subscription Agreement in its sole and absolute discretion, and will not accept a Subscription Agreement or payment for Notes from an investor that is not located in a state in which the Notes are registered or exempt from registration.

Tax Aspects

By purchasing a Note, an investor may be subject to certain income tax provisions of the Code. Some of the significant federal income tax consequences of investing in a Note are summarized below. This summary does not address every aspect of tax law that may be significant to an investor's particular circumstances. For instance, it does not address special rules that may apply if an investor is a financial institution or tax-exempt organization, or if an investor is not a citizen or resident of the United States. It also does not address Notes purchased through an IRA, SEP, 403(b) plan, or other retirement or benefit plan. Nor does it address any aspect of foreign, state or local tax law that may apply to a particular investor. Therefore, each prospective investor should consult with their own tax advisor to determine the federal, state, local, or foreign income or other tax consequences of an investment in the Notes.

Although CFNE is a Code Section 501(c)(3) organization, investors in the Notes will not be entitled to a charitable contribution deduction for this investment, even if the investor elects to earn 0% interest (or a lesser interest rate than is otherwise payable) on a Term or Demand Note at the time of subscription. Subject to the discussion of Code Section 7872 below, any foregone interest an investor may have earned—but does not earn due to electing to receive less interest at the time of subscription—generally is not taxable income to an investor nor does it give rise to a charitable deduction,

Any interest earned on the Notes will be taxed as ordinary income in the year it is paid or accrues. Electing to reinvest interest into additional Note principal rather than receive annual cash payments of interest does not prevent or defer taxation of interest income earned on a Note. CFNE will provide IRS Form 1099-INT or comparable form to each Noteholder after the end of each calendar year indicating the interest earned on their Notes during the previous year for income tax reporting purposes.

A Noteholder will not be taxed on the return of the original principal amount of the Note or (if an investor elected to reinvest interest into additional Note principal) payments of amounts representing interest that has been previously taxed; however, if you experience an event that causes the basis in your Note to be reduced, you may have taxable income upon the return of principal or the payment of amounts representing previously taxed interest.

In addition, if a Noteholder (or a Noteholder and spouse together) invested or loaned more than $250,000 in the aggregate with or to CFNE, the Noteholder may be deemed to receive additional taxable interest under Code Section 7872 if the interest paid or accrued is below the applicable federal rate. In that situation, the Internal Revenue Service may impute income up to the applicable federal rate. If a prospective investor believes this applies, the investor should consult with their tax advisor for further clarification.

Backup withholding of U.S. federal income tax, currently at a rate of twenty-four percent (24%), may apply to certain payments made to a Noteholder if:

- The Noteholder fails to provide an accurate taxpayer identification number;
- CFNE is notified by the IRS that backup withholding is required; or
- in certain circumstances, the investor fails to comply with applicable certification requirements.

Backup withholding is not an additional tax. Rather, the amount of any backup withholding will be allowed as a credit against the Noteholder's U.S. federal income tax liability and may entitle the Noteholder to a refund, provided that certain required information is timely furnished to the IRS. Prospective investors should consult their own legal counsel or tax preparer regarding the backup withholding tax rules and all tax circumstances that may apply to them, having regard to their particular circumstances.

If the law creating the tax consequences described in this summary changes, this summary could become inaccurate. This summary is based on the Code, the United States Treasury regulations promulgated under the 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 summary may not accurately reflect the tax consequences of an investment in the Notes after the date of this Prospectus.

Governance and Personnel

CFNE is governed and managed by trustees and staff experienced in co-op finance and development. Most of CFNE's trustees and key personnel have backgrounds in cooperatives, community development, and/or nonprofit management and governance. As of the date of this Prospectus, all members of the Board of Trustees and all of CFNE's key personnel live within CFNE's service area.

Board of Trustees

CFNE's Board of Trustees is responsible for oversight of the day-to-day management of CFNE, as well as overall policy and direction of the organization. The Board of Trustees must consist of no fewer than five (5) trustees per CFNE's Bylaws, and currently consists of eleven (11) trustees. The existing Board of Trustees elects trustees to serve on the Board for staggered three-year terms. If there is a vacancy on the Board of Trustees, the remaining members of the Board of Trustees have the authority to appoint a Trustee to fill the vacancy. A member of the Board of Trustees may serve no longer than nine (9) consecutive years (unless the Board unanimously determines that the needs of the organization outweigh the value of the term limit), but may be re-elected to serve on the Board of Trustees after an absence of at least one year. CFNE's Bylaws require trustees to be residents of the various states and regions where CFNE is active, to the extent possible. As of the date of this Prospectus, the Trustees and their terms of office (expiring at the annual meeting of CFNE in the year indicated below) were as follows:

Name and Location	Occupation/Title	Education	Term Expires
Juan Leyton Board President Boston, MA	Director of Organizing and Advocacy, National Community Reinvestment Coalition	B.A., University of Massachusetts at Boston M.S., Community Economic Development, Southern New Hampshire University M.P.P., Public Policy, Tufts University Master of Social Economy and Cooperative Enterprises, University of Mondragon, Spain	2029
Natasha Latour Board Vice President Greenfield, MA	Director of Marketing, River Valley Cooperative	B.S., Marketing, Westfield State University M. Management, Co-Operatives and Credit Unions, St. Mary's University	2027
Aliana H. Piñeiro Board Treasurer Boston, MA	Impact Director, Boston Impact Initiative	B.A., International Relations, Boston University M.A., International Affairs, The New School	2029
Julian McKinley Board Clerk Rockaway, NY	Co-Executive Director for Partnerships and Growth, Democracy at Work Institute	B.A., Communications, Springfield College	2027
Christopher Lyon Scarborough, ME	Senior Vice President, Androscoggin Bank	B.A., History and Anthropology, University of Vermont	2029
Claire Morduch Guilford, CT	Impact Investment Portfolio Manager, Robert Wood Johnson Foundation	B.A., Biology, Oberlin College Master’s in Public and Private Management, Yale University	2029
Johnny Charles Boston, MA	Vice President and Senior Business Consultant, JPMorgan Chase Bank	B.A., Journalism, Curry College M.B.A., Brandeis University	2029
Jonah Fertig-Burd Durham, ME	Founder, InterRooted Consulting Worker-Owner and General Manager, Celebration Tree Farm and Wellness Center	B.A., Art & Cultural Studies, New York University	2027
Lauren Duffy Leeds, MA	Chief Executive Officer, UMassFive College Federal Credit Union	B.A., Psychology, Mount Holyoke College M.B.A., University of Massachusetts – Isenberg School of Management	2027
Nora Gosselin Providence, RI	Market Development & Acquisition Specialist, Cooperative Development Institute	B.A., English/Urban Studies, Brown University	2027
Sarah Phillips Marshfield, VT	Housing Director, Vermont Housing & Conservation Board	B.A., Communication and Sociology, State University of New York at Buffalo M.S.W., University of Michigan	2029

Committees of the Board of Trustees include an Executive Committee, a Governance Committee, a Loan Committee, and a Racial Equity Committee. Committee members and chairpersons are appointed annually by the Board of Trustees. Each committee's purpose and governance is addressed in a committee charter approved by the Board of Trustees.

Key Personnel

CFNE's mailing address is P.O. Box 970, Watertown, Massachusetts 04271 and its telephone number is (800) 818-7833. CFNE does not have a physical office location, as all of its personnel work remotely. Key personnel include the following individuals:

Micha Josephy, Executive Director, Boston, Massachusetts. As Executive Director, Micha leads CFNE's executive team and oversees the day-to-day operations execution of the mission and vision of the organization. Micha was appointed to serve as Executive Director in 2019 after nine years as CFNE's Program Manager. In that role, he oversaw investor and funder relations as well as compliance reporting, marketing, and new program development, including its healthy food access project. Micha first joined the co-op movement as an Oberlin Student Cooperative Association member and later coordinated the development of Boston Community Cooperatives' first housing co-op. He began his career in community development finance as a portfolio assistant with the Community Economic Development Assistance Corporation. Just before joining CFNE in 2010, Micha managed the U.S. embassy's commissary in Lusaka, Zambia. He has a background in nonprofit financial management and community organizing and holds a B.A. in environmental studies from Oberlin College and an M.S. in community economic development from Southern New Hampshire University.

Dorian Gregory, Deputy Executive Director, Northampton, Massachusetts. As Deputy Executive Director, Dorian partners with the Executive Director to achieve CFNE's mission and vision, supports finance and administration, and directs CFNE's lending activities. Dorian joined CFNE in 2014 as a loan and outreach officer. A CPA with almost 20 years in public accounting, including as a senior manager with PricewaterhouseCoopers, LLP, she provided finance, audit, governance, and business advisory services to a variety of companies in a diverse group of industries that included higher education and health services, manufacturing, transportation, and technology. Her lifelong dedication to social and economic justice has driven her work on environmental and renewable energy campaigns, community organizing with a low-income and poor peoples' rights organization, and as a battered women's shelter hotline volunteer and board member. Dorian obtained a B.A. in Mathematics and Philosophy from George Mason University, her M.A. in Philosophy from SUNY at Stony Brook, and completed concentrated accounting studies at the UMass-Amherst Isenberg School of Management.

Steve Borla, Finance Director, East Hartford, Connecticut. Steve joined CFNE in April 2023. As Director of Finance and Administration, he is responsible for providing finance and administrative leadership to support CFNE's growth. Steve has a background in nonprofit management and organizing for racial and economic justice. Prior to joining CFNE, he served 14 years at the Hartford Community Loan Fund in various capacities, including 9 years as Chief Operations Officer. He earned a B.A. in Philosophy from Fairfield University and has participated in the Opportunity Finance Network's leadership program.

Liska Wilson, Communications Director, Albany, New York. Liska joined CFNE in November 2022. In her role as Communications Director, she manages CFNE's communications strategy, marketing, and branding. She is a seasoned communications professional with expertise in entrepreneurship, brand development, and community building, Liska founded She's a Boss, a non-profit that supports the career and business development of Black and Brown women. She has worked as a consultant on Diversity, Equity, and Inclusion Communications; as a co-owner of Busy Day, offering business services; and as a free-lance marketing consultant and brand coach. with a degree in Marketing and Management. She earned a B.S. in Marketing and Management from Siena College.

Carolyn Edsell-Vetter, Program Director, Medford, Massachusetts. As Program Manager since March 2019, Carolyn's role is to oversee and continuously strengthen CFNE's training and technical assistance program, deepen community partnerships, and support new immigrant applicants and borrowers. She previously led the conversion of A Yard & A Half Landscaping

(AYAH) to a worker co-op and currently serves on the Board of the Co-Op Development Institute, which has deepened her understanding of the co-op development process. At AYAH, Carolyn used her bilingual Spanish-English skills to design and implement bilingual trainings for prospective worker-owners about cooperative principles, finance, and governance. She holds a Masters of Divinity from Harvard University and a B.A. in Religious Studies from Cornell University.

Josie Shagwert, Capitalization Manager, Providence, Rhode Island. Josie joined CFNE in February 2020. In her role as Capitalization Manager, Josie supports CFNE's investor and donor management, cultivation, and relations; resource mobilization, including investments, charitable donations, and grants. For over 20 years, Josie has specialized in strengthening the operational and financial capacity of organizations with a social, economic, or racial justice mission. Her previous roles include Director of Development for an environmental justice organization in Worcester, MA, and Executive Director for a worker and immigrant justice organization in Central Falls, RI. In 2019, she returned to the U.S. after five years in the Middle East serving as Director of Development for a Syrian-led peacebuilding, human rights, and women's empowerment organization. Josie holds a B.A. in Geography and an M.A. in International Development, Community, and Environment, both from Clark University.

Remuneration

CFNE's Board of Trustees generally serve on a volunteer basis, except that it is CFNE's practice to pay a stipend of $5,000 per year to the Loan Committee Chair and to the President of the Board of Trustees. In addition, CFNE may reimburse Board of Trustees members for reasonable actual expenses incurred in attending meetings. In the fiscal year ended December 31, 2025, CFNE paid the following amounts to its senior leadership team members, consisting of the Executive Director and five individuals who report to the Executive Director:

Salaries	Health and Other Insurance	Contributions to Retirement Plan
$766,212	$77,802	$19,873

Conflicts of Interest

CFNE's Bylaws and its Code of Conduct provide that each member of the Board of Trustees has an affirmative obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board of Trustees or any committee. Any member having such an interest may not participate in a decision regarding the matter unless the individual requests a waiver and the Board or the relevant committee permits such participation, which may be limited or conditional based on the circumstances.

Related Party Transactions

In May 2023, CFNE extended a loan in the principal amount of $69,200 to Celebration Tree Farm and Wellness Center, a cooperatively-organized LLC of which Jonah Fertig-Burd, a member of CFNE's Board of Trustees, is a co-owner. As of March 31, 2026, the principal balance of the loan was $53,511.36. The loan is secured by a first-position lien on all assets of the Borrower, and two co-owners, including Jonah Fertig-Burd, provided personal guarantees. The loan was approved in accordance with CFNE's Loan Policy and the conflict of interest policies in its Code of Conduct, and is on terms no less favorable to CFNE than those offered by CFNE to borrowers unaffiliated with the organization. Jonah Fertig-Burd disclosed his interest in the borrower in the loan application and did not participate in approval of the loan on behalf of CFNE.

In December 2020, CFNE extended a loan in the principal amount of $60,800 to Land in Common, an entity for which CFNE Board of Trustees member Jonah Fertig-Burd also serves as a Board member. As of March 31, 2026, the principal balance of the loan was $44,996.91. In March 2024, CFNE approved a second loan to Land in Common with a principal amount of $140,000. As of March 31, 2026, the principal balance of the loan was $138,310.27. Each loan is secured by a mortgage. Each loan was approved in accordance with CFNE's Loan Policy and the conflict of interest policies in its Code of Conduct, and both loans are on terms no less favorable to CFNE than those offered by CFNE to borrowers unaffiliated with the organization.

Jonah Fertig-Burd disclosed his service as a Board member of the borrower and did not participate in the approval of either loan on behalf of CFNE.

In June 2017, CFNE extended an amortizing line of credit in the principal amount of $1,250,000 to River Valley Market LLC, a food cooperative for which CFNE Board of Trustees member Natasha Latour now serves as Marketing Director. Ms. Latour was not a Trustee of CFNE at the time the loan was considered. The loan was approved in accordance with CFNE's Loan Policy. The maximum balance on this line of credit during the year ending December 31, 2025 was $213,645.44. As of March 31, 2026, the balance owed on this line of credit was $121,330.57.

As discussed above, CFNE maintains a line of credit in the amount of $1,000,000 with UMassFive College Federal Credit Union ("UMass5"), for whom CFNE Board Member Lauren Duffy serves as Chief Executive Officer. This line of credit was extended to CFNE on terms no less favorable than those offered to other similarly-situated borrowers, and Lauren Duffy did not participate in discussions or a vote of the CFNE Board of Trustees concerning the line of credit.

Several CFNE executive team members, employees and members of the CFNE Board of Trustees hold Notes. As of March 31, 2026, Micha Josephy, Executive Director, held Notes with an outstanding balance of $3,049.96, and Maggie Cohn, Loan & Outreach Officer, held Notes with an outstanding balance of $5,520.40. Boston Impact Initiative, for whom CFNE Board Treasurer Aliana Piñiero serves as Impact Director, held Notes with an outstanding balance of $129,205.33 as of March 31, 2026. Boston Impact Initiative made this investment in the Notes prior to Ms. Piñiero's affiliation with either CFNE or Boston Impact Initiative.

Legal Matters

As of the date of this Prospectus, CFNE is not party to any adverse order, judgment, or decree of any court, governmental authority, or administrative body, nor is CFNE a defendant in any present, pending, or (to its knowledge) threatened material legal proceedings. None of CFNE's officers or directors has, during the last ten years, been convicted in any criminal proceeding, is the subject of any pending criminal proceeding, or was the subject of any order, judgment, or decree of any court enjoining them from any activities associated with the offer or sale of securities.

Reporting

CFNE's audited financial statements as of and for the years ended December 31, 2025 and 2024, and the related notes thereto, attached as Appendix B to this Prospectus, have been audited by CohnReznick LLP. It is CFNE's practice to make available to investors a copy of its current audited financial statements within 120 days after year end; provided that if CFNE's audited financial statements are not yet available within that 120-day period, CFNE will make its interim unaudited financial statements available to investors not later than 120 days after year end.

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APPENDIX A

Interim Financial Statements

Cooperative Fund of the Northeast
Statement of Financial Position
March 31, 2026
UNAUDITED

		Mar 31, 26
ASSETS		
Current Assets		
Checking/Savings/CDs	$	12,656,043
Accounts Receivable	$	281,538
Total Current Assets	$	12,937,581
Other Assets		
Loans Outstanding	$	62,849,922
Reserve for loan loss	$	(3,014,657)
Loan participants	$	(9,808,644)
Other investments	$	104,790
Total Other Assets	$	50,131,411
TOTAL ASSETS	$	63,068,992
LIABILITIES & EQUITY		
Liabilities		
Accounts Payable and Accrued Expenses	$	9,695
Liability for unfunded commitments	$	287,562
Deferred Revenue	$	10,803
Social Investment Loans	$	46,198,156
Total Liabilities	$	46,506,216
Equity		
Fund Balance	$	8,413,425
Retained Earnings	$	7,299,347
Net Income	$	850,004
Total Equity	$	16,562,776
TOTAL LIABILITIES & EQUITY	$	63,068,992

Cooperative Fund of the Northeast
Statement of Activities
January 1 - March 31, 2026
UNAUDITED

		Jan 1, 2026 - March 31, 2026
Ordinary Income/Expense		
Income		
Interest on program loans	$	880,668
Interest income cash on hand	$	103,600
Contributions and Grants	$	704,989
Other program income	$	62,045
Total income	$	1,751,301
Gross profit	$	1,751,301
Expense		
Payroll Expense	$	492,258
Interest Expense investors	$	326,018
Technical Assistance & Fees	$	625
Addition to Loan Loss Reserve	$	(34,635)
Other Administrative	$	117,031
Total Expense	$	901,297
Net Ordinary Income	$	850,004
Net Income	$	850,004

APPENDIX B

Audited Financial Statements

Cooperative Fund of the Northeast, Inc.

Financial Statements
and Independent Auditor's Report

December 31, 2025 and 2024

CohnReznick

Cooperative Fund of the Northeast, Inc.

Index

CohnReznick

Independent Auditor's Report

To Management
Cooperative Fund of the Northeast, Inc.
Watertown, Massachusetts

Opinion

We have audited the financial statements of Cooperative Fund of the Northeast, Inc., which comprise the statement of financial position as of December 31, 2025, and the related statements of activities and changes in net assets, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Cooperative Fund of the Northeast, Inc. as of December 31, 2025, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Cooperative Fund of the Northeast, Inc. and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Cooperative Fund of the Northeast, Inc.'s ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

CohnReznick

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Cooperative Fund of the Northeast, Inc.'s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Cooperative Fund of the Northeast, Inc.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Report on Summarized Comparative Information

We have previously audited Cooperative Fund of the Northeast, Inc.'s 2024 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated June 10, 2025. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2024, is consistent, in all material respects, with the audited financial statements from which it has been derived.

CohnReznick LLP

Charlotte, North Carolina
April 22, 2026

Cooperative Fund of the Northeast, Inc.

Statements of Financial Position
December 31, 2025 and 2024

Assets

	2025	2024
Cash and cash equivalents	$ 12,558,424	$ 15,412,314
Investments	-	200,000
Grant receivable	40,000	45,000
Accounts receivable	108,698	9,367
Interest receivable	143,679	114,318
	12,850,801	15,780,999
Program loans	59,347,880	48,176,454
Less participation loans	(7,905,920)	(4,588,283)
Less allowance for credit losses	(3,049,720)	(2,270,817)
Total program loans, net	48,392,240	41,317,354
Other investments	104,789	104,595
Total assets	$ 61,347,830	$ 57,202,948

Liabilities and Net Assets

	2025	2024
Accounts payable and accrued expenses	$ 124,898	$ 19,236
Other accrued liabilities	287,562	305,738
Accrued interest payable	551,214	461,862
Social investment notes	33,841,911	31,391,754
Loans payable	8,820,273	7,618,350
Subordinate debt	1,775,000	1,525,000
Deferred revenue	234,199	1,019,199
Total liabilities	45,635,057	42,341,139
Commitment and contingencies	-	-
Net assets		
Net assets without donor restrictions	15,382,353	14,531,389
Net assets with donor restrictions	330,420	330,420
Total net assets	15,712,773	14,861,809
Total liabilities and net assets	$ 61,347,830	$ 57,202,948

See Notes to Financial Statements.

Cooperative Fund of the Northeast, Inc.

Statements of Activities and Changes in Net Assets
Year Ended December 31, 2025 (With Summarized Financial Information for the Year Ended December 31, 2024)

	2025			2024
	Net assets without donor restrictions	Net assets with donor restrictions	Total	Total
Support and revenue				
Contributions and grants	$ 2,193,576	$ -	$ 2,193,576	$ 2,116,710
Interest on program loans	3,214,252	-	3,214,252	2,568,805
Investment income, net	399,857	-	399,857	454,454
Loan fees and other revenue	74,674	-	74,674	105,787
Total revenue	5,882,359	-	5,882,359	5,245,756
Expenses				
Program services	4,576,370	-	4,576,370	3,475,547
Management and general	436,001	-	436,001	529,562
Fundraising	19,024	-	19,024	25,601
Total expenses	5,031,395	-	5,031,395	4,030,710
Changes in net assets	850,964	-	850,964	1,215,046
Net assets				
Net assets at beginning of year	14,531,389	330,420	14,861,809	13,646,763
Net assets at end of year	$ 15,382,353	$ 330,420	$ 15,712,773	$ 14,861,809

See Notes to Financial Statements.

Cooperative Fund of the Northeast, Inc.

Statements of Functional Expenses
Year Ended December 31, 2025 (With Summarized Financial Information for the Year Ended December 31, 2024)

	2025				
	Program services	Management and general	Fundraising	Combined total	2024 Total
Salary and wages	$ 1,265,323	$ 245,157	$ 13,130	$ 1,523,610	$ 1,450,593
Credit loss expense	1,300,694	-	-	1,300,694	533,020
Interest	1,123,017	-	-	1,123,017	864,878
Participation sales discount	236,250	-	-	236,250	-
Legal and accounting	104,645	56,567	-	161,212	162,889
Administrative	102,684	52,825	1,006	156,515	91,690
Employee benefits	125,783	24,371	1,305	151,459	149,606
Payroll tax	96,496	18,696	1,001	116,193	109,789
Employee training	71,345	24,041	98	95,484	103,724
Marketing	50,102	-	-	50,102	41,979
Professional fees	43,981	1,100	2,100	47,181	87,386
Technical assistance	23,113	-	-	23,113	397,145
Insurance	12,291	10,145	34	22,470	15,778
Printing and postage	10,945	778	350	12,073	10,835
Dues and memberships	9,328	2,321	-	11,649	10,756
Office supplies	373	-	-	373	642
Total expenses	$ 4,576,370	$ 436,001	$ 19,024	$ 5,031,395	$ 4,030,710

See Notes to Financial Statements.

Cooperative Fund of the Northeast, Inc. and Affiliate

Statements of Cash Flows
Years Ended December 31, 2025 and 2024

	2025	2024
Operating activities		
Changes in net assets	$ 850,964	$ 1,215,046
Adjustments to reconcile changes in net assets to net cash provided by operating activities		
Provisions for loan losses	778,903	306,233
Non-cash interest reinvested	186,269	128,173
Liability for unfunded commitments	(18,176)	124,225
Net changes in assets and liabilities that provided/ (used) cash		
Interest receivable	(29,361)	(26,336)
Accounts receivable	(99,331)	(7,635)
Grants receivable	5,000	16,250
Accrued expenses	105,662	9,051
Deferred revenue	(785,000)	(480,129)
Accrued interest payable	89,352	101,287
Net cash provided by operating activities	1,084,282	1,386,165
Investing activities		
Proceeds from investments	199,806	4,160,692
Loans made	(17,904,129)	(12,039,423)
Loan payments received	6,732,703	6,022,313
Net cash used in investing activities	(10,971,620)	(1,856,418)
Financing activities		
Payments to participation loans	(186,269)	(128,173)
Proceeds from participation loans	3,503,906	2,379,693
Proceeds from social investment notes, loans payable and subordinate debt	5,613,314	9,592,231
Payments to social investment notes, loans payable and subordinate debt	(1,897,503)	(3,930,173)
Net cash provided by financing activities	7,033,448	7,913,578
Net increase (decrease) in cash and cash equivalents	(2,853,890)	7,443,325
Cash and cash equivalents at beginning of year	15,412,314	7,968,989
Cash and cash equivalents at end of year	$ 12,558,424	$ 15,412,314
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 1,033,665	$ 763,591

See Notes to Financial Statements.

Note 1 - Nature of activities

Cooperative Fund of the Northeast, Inc. ("CFNE" or the "Organization") works for economic, social and racial justice by advancing community based, cooperative, and democratically owned or managed enterprises with a preference to assisting cooperatives in low-income communities by providing financial products at reasonable rates, developing business skills, and offering an investment opportunity that promotes socially conscious enterprise. Founded in 1975, CFNE is a certified Community Development Financial Institution and nonprofit corporation serving New York and the New England states.

Note 2 - Significant accounting policies

Basis of accounting

CFNE's financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Accounting Standards Codification ("ASC") as produced by the Financial Accounting Standards Board ("FASB") is the sole source of authoritative GAAP for non-governmental entities.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

Cash and cash equivalents

CFNE considers all highly-liquid investments with maturities when purchased of three months or less to be cash equivalents including money market funds. CFNE maintains balances with their banks that, at various times during the year, exceed the federally-insured limits.

Basis of presentation and net assets

GAAP requires CFNE to report information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions. Furthermore, program service expenses must be segregated from management and general expenses. Contributions received are recorded as net assets without donor restrictions and net assets with donor restrictions. Net assets without donor restrictions are available for use in general operations and are not subject to donor- or certain grantor-imposed restrictions. From time to time, the board designates a portion of these net assets for specific purposes which makes them unavailable for use at management's discretion. Net assets with donor restrictions are those net assets for which use is restricted by grantor-imposed, time and/or purpose restrictions.

Income tax status

CFNE is exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code and comparable state statutes. CFNE did not have any unrelated business income for the years ended December 31, 2025 and 2024. All nonprofit corporations are required to file tax returns with the IRS and other taxing authorities. Accordingly, these financial statements do not reflect a provision for income taxes and there are no other tax positions which must be considered for disclosure. For the years ended December 31, 2025 and 2024, CFNE did not identify any uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

Income tax returns filed by CFNE are subject to examination by the Internal Revenue Service for a period of three years. While no income tax returns are currently being examined by the Internal Revenue Service, tax years since 2022 remain open.

Revenue recognition

CFNE's revenue consists primarily of interest income on loans, fee income, and contributions from philanthropic and government sources. These include grants from the Community Development Financial Institution ("CDFI") Fund.

Contributions without donor restrictions are recognized when cash or ownership of donated assets is unconditionally promised to CFNE. Contributions, including unconditional promises to give, are recognized when received. All contributions are reported as increases in net assets without donor restrictions unless use of the contributed assets is specifically restricted by the donor. Amounts received that are restricted by the donor to use in future periods or for specific purposes are reported as increases in net assets with donor restrictions, consistent with the nature of the restriction. Contributions are classified as net assets without donor restrictions if the restriction is met within the same reporting period as revenue recognition. Unconditional promises with payments due in future years have an implied restriction to be used in the year the payment is due, and therefore are reported as net assets with donor restrictions until the payment is due unless the contribution is clearly intended to support activities of the current fiscal year or is received with permanent restrictions. Conditional promises to give, that is, those with a measurable performance or other barrier, and a right of return, are not recognized until the conditions on which they depend have been substantially met. CFNE's federal and state contracts and grants are conditioned upon certain performance requirements and the incurrence of allowable qualifying expenses. Consequently, at December 31, 2025 and 2024, $234,199 and $1,019,199, respectively, of conditional contributions received in advance have been recognized as deferred revenue in the accompanying financial statements. Contributions from bequests are recognized as contributions receivable when the probate court declares that the will is valid and CFNE has an irrevocable right to the bequest.

Interest income on loans receivable is accrued on the principal balance outstanding at the contractual interest rate. Loan servicing fees represent income earned for servicing loan portfolios owned by certain affiliated and non-affiliated entities. Loan servicing fees are recorded as revenue when received as there are no other performance obligations beyond the date of payment received.

Contributions of nonfinancial assets

There were no contributions of nonfinancial assets in 2025 and 2024 which met the criteria for recognition. Where contributed materials, property, and contributed services meet the criteria, they are recorded as contributions of nonfinancial revenues and charged to the appropriate expense or asset category. CFNE benefits from personal services provided by a substantial number of volunteers. Those volunteers have donated significant amounts of time and services in CFNE's program operations and in its fundraising efforts. However, such contributed services do not meet the criteria for recognition in financial statements. GAAP allows recognition of contributed services only if (a) the services create or enhance nonfinancial assets or (b) the services would have been purchased if not provided by contribution, require specialized skills, and are provided by individuals possessing those skills.

Program loans

Loans receivable are carried at unpaid principal balances net an allowance for credit loss.

Past due status is determined based on contractual terms. The recognition of income on a loan is discontinued when contractual payments become over 90 days past due among other factors determined by management. Loans are placed on nonaccrual status when management believes, after considering economic conditions, business conditions, and collection efforts, that the loans are impaired or collection of interest is doubtful. A loan is restored to accrual status when all principal and interest payments are current, and the borrower has demonstrated to management the ability to make payments as scheduled. At December 31, 2025 there was one borrower with two loans past due for a total principal amount of $633,460. As of December 31, 2025 CFNE is pursuing foreclosure to collect on the two loans that are 90 days or more past due.

CFNE has elected not to measure an allowance for credit losses for accrued interest receivables. Uncollected interest previously accrued is charged off or an allowance is established by a charge to interest income.

Allowance for credit losses

CFNE recognizes an allowance for credit losses for financial assets carried at amortized cost to present the net amount expected to be collected as of the statement of financial position date. Such allowance is based on the credit losses expected to arise over the life of the asset (contractual term) which includes consideration of prepayments and based on CFNE's expectations as of the statement of financial position date. The allowance for credit losses incorporates an estimate of lifetime expected credit losses and is recorded on each loan upon origination or acquisition. The starting point for the estimate of the allowance for credit losses is historical loss information, which includes losses from modifications of receivables to borrowers experiencing financial difficulty. An assessment of whether a borrower is experiencing financial difficulty is made on the date of a modification.

Participation interests

During the normal course of business, CFNE purchases participation interests in loans from other organizations who serve as the lead lender. These are included in program loans on the statement of financial position and are typically held to maturity. In accordance with accounting guidance for transfers and servicing, if a sale of a participation interest meets the true-sale criteria, CFNE would derecognize the participation amount from the statement of financial position. Only CFNE's portion of the loan receivable and interest earned on such transactions would be included in the statements of activities and changes in net assets. If a participation interest does not meet the true-sale criteria, the proceeds are treated as a secured financing for financial reporting purposes. Accordingly, the full amount of the loan that did not meet the true-sale criteria would be recorded as an asset and the participant's share of the loan would be reflected as a participation interest payable on the statements of financial position. In determining whether a sale of participation interest meets the true-sale criteria, CFNE considers whether the transferee would be consolidated by the transferor, the transferor's continuing involvement in the transferred assets, and all arrangements or agreements made at the same time as or in contemplation of the transfer. As of December 31, 2025 and 2024, the amount of participation interests held by CFNE are $6,510,541 and $4,993,409, respectively.

Functional allocation of expenses

The costs of providing the various programs, fundraising and other activities have been summarized on a functional basis in the statements of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Expenses that can be identified with a specific program or support service are charged directly to that program or support service. Costs common to multiple functions have been allocated among the various functions benefited using objective bases such as time spent and salaries. Management and general expenses include those costs that are not directly identifiable with any specific program, but which provide for the overall support and direction of CFNE. Management and general activities include those that provide governance (Board of Trustees), oversight, business management, financial recordkeeping, budgeting, human resource management, and similar activities that ensure an adequate working environment and an equitable employment program.

Fundraising activities include publicizing and conducting fundraising campaigns; maintaining donor lists; conducting special fundraising events; and other activities involved with soliciting contributions from corporations, foundations, individuals, and others. Fundraising costs, including advertising, are expensed as incurred, even though they may result in contributions received in future years.

Prior year information

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the financial statements for the year ended December 31, 2024 from which the summarized information was derived.

Investments

CFNE invests cash in individual certificates of deposit, treasury instruments and government agency notes. Securities with maturities greater than 90 days are recorded as investments. Debt instruments are held to maturity and recorded at amortized cost. The certificates of deposits are carried at par value, which approximates fair value. CFNE's policy is to hold the investments to maturity.

Fair value

The carrying amounts of CFNE's cash and cash equivalents, receivables, payables, and accrued expenses approximate fair value due to the short-term nature of these instruments. The fair value of CFNE's long-term notes receivable and notes payable is assessed by management based on analysis of underlying investments and historical trends.

Other accrued liabilities

CFNE has credit exposure in the form of both revolving and nonrevolving loan commitments. Credit exposure related to these commitments is evaluated utilizing the same criteria as the allowance for credit loss for its loans receivable. Financial exposure related to these commitments is reported as an other accrued liabilities for unfunded commitments on the statements of financial position.

Accounts and grants receivable

Receivables are carried at original invoice amounts. Receivables are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded when received. Management believes that the historical loss information it has compiled is a reasonable base on which to determine expected credit losses for receivables. Management believes all amounts included in accounts and grants receivable to be collectible. Accordingly, there is no provision for credit losses related to grants and accounts receivable as of December 31, 2025 and 2024.

Note 3 - Liquidity and availability

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the date of the statements of financial position, comprise the following:

	2025	2024
Cash and cash equivalents	$ 12,558,424	$ 15,412,314
Investments	-	200,000
Total financial assets available within one year	12,558,424	15,612,314
Less		
Net assets with donor restrictions	330,420	330,420
Total financial assets available to management for general expenditures within one year	$ 12,228,004	$ 15,281,894

CFNE maintains a policy of structuring its financial assets to be available as its general expenditures, liabilities, and other obligations come due, including for lending to cooperatively-owned enterprises in support of its mission. In addition, CFNE invests cash in excess of monthly requirements in short-term investments and money-market funds.

To help manage unanticipated liquidity needs CFNE has one committed line of credit totaling $2,500,000 of which none is drawn down as of December 31, 2025.

Note 4 - Investments

A portion of the Organization's investments as of December 31, 2024 were held in a certificate of deposit which was carried at par value as it was held to maturity with a maturity date April 29, 2025. There were no investments held as of December 31, 2025.

The balances of the investments were as follows at December 31, 2024:

	Historical Cost	Fair Value
Certificates of deposit	$ 200,000	$ 197,048

Note 5 - Significant grants

In 2015, the Community Development Financial Institutions ("CDFI") Fund awarded CFNE a financial assistance award in the total amount of $1,703,806. The award allotted $703,806 in the form of a financial assistance grant for financing capital, loan loss reserves, capital reserves or operations and $1,000,000 for the Healthy Food Financing Initiative Financial Assistance ("HFFI-FA") initiative. The financial assistance grant was expended in a prior year. The HFFI-FA award was bifurcated as a grant of $37,500, which was expended in 2015, and a loan of $962,500. The HFFI-FA loan was expended and remains outstanding and included in loans payable on the statements of financial position as of December 31, 2025 and 2024.

In 2023, the CDFI Fund awarded CFNE an equitable recovery program award in the total amount of $1,652,559. As of December 31, 2025 and 2024, $785,000 and $455,000, respectively, was loaned to CDFI qualified borrowers during 2025 and 2024, thus meeting the conditions of the award. As of December 31, 2025 recognition of the remaining $234,199 was deferred.

In 2024, the MGCC awarded CFNE a Microlending Operations Support & CDFI Lending Capital Matching Grant award in the total amount of $273,477 which was recognized as revenue during the year ended December 31, 2024.

In 2024, the Finance Authority of Maine ("FAME") awarded CFNE an SSBCI award in the total amount of $557,450 which was recognized as revenue during the year ended December 31, 2024.

In 2025, the Finance Authority of Maine ("FAME") awarded CFNE two SSBCI awards in the total amount of $512,500 which was recognized as revenue during the year ended December 31, 2025.

In 2025, Wells Fargo Foundation awarded CFNE an award in the total amount of $500,000 which was recognized as revenue during the year ended December 31, 2025.

Note 6 - Program loans and allowance for credit losses

Program loans outstanding carry interest which varies from 2.0 percent to 7.0 percent. The interest rates charged to borrowers are below or at market levels at the date of the loan. Repayment terms of 10 years or less are arranged to accommodate the needs of the borrowing organization. All borrowers are required to pledge collateral as security for their loans.

The following is a summary of program loan activity for years ended December 31:

	2025	2024
Loans receivable - beginning of year	$ 48,176,454	$ 42,159,344
Loan funds advanced to borrowers	17,904,129	12,039,423
	66,080,583	54,198,767
Loan principal repayments	(6,732,703)	(6,022,313)
Loans receivable - end of year	59,347,880	48,176,454
Less participation loans	(7,905,920)	(4,588,283)
Program loans net of participation loans	$ 51,441,960	$ 43,588,171

Scheduled principal repayments of program loans are as follows as of December 31, 2025:

Years ending December 31		
2026	$	6,199,935
2027		8,041,020
2028		7,054,222
2029		6,239,897
2030		3,456,576
Thereafter		20,420,310
	$	51,411,960

CFNE's allowance for credit loss is based on the weighted-average remaining maturity method which incorporates an assessment of historical losses since inception which correlates with the time period where the Organization retained historical loss information for all instruments that are consistent with the underlying assets in its current portfolio. The historical loss period is further evaluated for the evolution of CFNE's monitoring standards and guidelines. The Organization incorporates into its assessment an estimated forecast of the impact of future economic conditions that would influence its allowance method such as expected changes to the Organization's operating structure, if any, and market factors applicable to its borrowers. CFNE has determined that it cannot reasonably incorporate these forecast elements into its allowance for credit loss for a period greater than two years from December 31, 2025 and reverts to the incorporation of a loss rate percentage within its portfolio since 2023 when its lending standards and guidelines were most recently and significantly updated by its Board of Trustees.

The allowance for credit loss, and changes there, is reported net of loans receivable on the accompanying statements of financial position. Loans receivable are written off against the allowance for credit loss as loans are determined to be uncollectible.

CFNE had two loans classified as non-performing, non-accrual which totaled $633,460 as of December 31, 2025. CFNE had six loans classified as non-performing, non-accrual which totaled $1,162,221 as of December 31, 2024.

The following table presents CFNE's loans according to their risk rating categories as of December 31, 2025 and 2024:

	Receivable Balance	
Level	2025	2024
1 - Real Estate, Primary	$ 31,020,113	$ 22,133,369
2 - Grocery Stores	5,287,124	7,466,582
3 - Worker-Owned	9,527,368	8,580,311
4 - Start-Up Businesses	1,057,131	1,188,447
5 - Non-Profits	1,425,447	1,413,475
6 - Co-op Launch Loan	18,455	89,932
7 - Unsecured, Patient Debt	600,000	200,000
8 - Individually Assessed Reserves	2,506,350	2,516,056
Participation Loans	7,905,892	4,588,282
Total	$ 59,347,880	$ 48,176,454

The following table summarizes the risk rating of CFNE's loan portfolio at December 31, 2025 and 2024:

	Allowance Percentage	
Level	2025	2024
1 - Real Estate, Primary	0.93%	1.07%
2 - Grocery Stores	1.18%	1.19%
3 - Worker-Owned	4.74%	4.55%
4 - Start-Up Businesses	21.13%	9.59%
5 - Non-Profits	1.08%	1.08%
6 - Co-op Launch Loan	52.12%	44.68%
7 - Unsecured, Patient Debt	50.00%	50.00%
Participation Loans	0.00%	0.00%

The following is a summary of the changes affecting the allowance for credit losses for the years ended December 31:

	2025	2024
Beginning balance	$ 2,270,817	$ 1,964,584
Write-offs	(539,967)	(102,562)
Current year's provision	1,318,870	408,795
Ending balance	$ 3,049,720	$ 2,270,817

Note 7 - Participation loans

CFNE has participation agreements with other lenders ("participants"). Under the terms of the agreements, CFNE services loans which, in whole or in part, have been purchased by participants (in sum, "participation loans"). For the years ended December 31, 2025 and 2024, respectively, the balance of participation loans serviced by CFNE was $7,905,920 and $4,588,283.

Note 8 - Social investment notes, loans payable, and subordinated debt

Social investment notes are unsecured general debt obligations of CFNE and, at December 31, 2025, consist of term notes ranging in terms to maturity from one (1) to ten (10) years and demand notes which are payable upon notification or within varying short periods after notification. Demand notes earn interest at a fixed or variable rate. When the rate is variable, CFNE may adjust it on thirty (30) days' notice. Interest rates for term notes are fixed at the time of purchase for the term of the Note. As of December 31, 2025, the interest rates on outstanding social investment notes ranged from 0 to 3.5 percent. CFNE uses the proceeds from the sale of Social Investment Notes to fund its mission-aligned lending activities and other operations. The proceeds received from the sale of Notes are added to CFNE's general funds and not allocated to any specific loan or loans, and may be invested pending deployment of the funds or for maintenance of liquidity reserves. CFNE may also use proceeds to pay outstanding Notes and other indebtedness and cover its overall operating expenses. Social investment notes without stated maturities are included in the annual expected redemptions based on management's estimate of probable redemptions.

CFNE has subordinated note agreements with several lenders. These notes may be extended at the option of the investor. As of December 31, 2025, the interest rates on outstanding subordinated notes ranged from 1 to 2 percent and they had maturity dates between 2026 and 2035.

Loans payable are unsecured general obligations of CFNE from various institutional investors and lenders. They do not fall under CFNE's social investment note program. As of December 31, 2025, the interest rate on outstanding loans payable was between 1.00% and 3.5% and they had maturity dates between 2027 and 2032.

Estimated future redemptions of social investment notes, subordinated debt, and loans payable are as follows as of December 31, 2025:

Years ending December 31,		
2026	$	3,952,774
2027		6,933,470
2028		2,505,945
2029		6,962,304
2030		5,271,916
Thereafter		18,810,775
	$	44,437,184

The following is a summary of the activity in the social investment note, subordinated debt, and loans payable accounts for years ended December 31:

	2025	2024
Loans outstanding - beginning of year	$ 40,535,104	$ 34,744,873
Proceeds from new loans	5,613,314	9,592,231
Interest reinvested	186,269	128,173
	46,334,687	44,465,277
Principal repayments to investors	(1,897,503)	(3,930,173)
Loans outstanding - end of year	$ 44,437,184	$ 40,535,104

Note 9 - Net assets

CFNE's net assets with donor restrictions are restricted for the following purposes or periods, as follows:

	2025	2024
With donor restrictions in perpetuity		
Initial equity contributions	$ 330,420	$ 330,420

Note 10 - Retirement plan

In 2014, CFNE established a Savings Incentive Match Plan for Employees (SIMPLE IRA) which replaced a Simplified Employee Pension Plan (SEP). Employees may contribute as allowed by the IRS into the plan. CFNE matches 3 percent of salary. The retirement contribution by CFNE for the years ended December 31, 2025 and 2024 was $40,336 and $37,695, respectively, which is shown as a component of employee benefits expense in the accompanying financial statements.

Note 11 - Other investment

Other investments include long-term investments at lower of cost or market that management is not holding for resale. Investments are as follows at December 31:

	2025	2024
Other Cooperative Equity Memberships	$ 104,789	$ 104,595

Note 12 - Line of credit

CFNE currently maintains a line of credit with National Cooperative Bank for $2,500,000, which is used from time to time for cash flow needs. The National Cooperative Bank line of credit has an interest rate of the 30-day Average Secured Overnight Financing Rate + 225 basis points, and a maturity date of January 30, 2028. The interest rate as of December 31, 2025 and 2024 was 6.82 and 7.24 percent, respectively. The line of credit is unsecured. As of December 31, 2025 and 2024, no amount remains outstanding for the National Cooperative Bank line of credit.

Note 13 - Liability for unfunded commitments

CFNE maintains off-balance-sheet credit exposure in the form of both revolving and non-revolving loan commitments. Credit exposure related to these commitments is evaluated utilizing the same criteria as the allowance for credit loss for its loan receivable. As of December 31, 2025, CFNE had $14,096,923 in loan commitments pending.

The liability is reported as a component of other accrued liabilities on the statements of financial position and adjusted through the provision for credit losses, which is recorded to expense. Provision for credit losses for commitments for the years ended December 31, 2025 and 2024 was $287,562 and $305,738, respectively.

Note 14 - Subsequent event

Events that occur after the statement of financial position date but before the financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the statement of financial position date are recognized in the accompanying financial statements. Subsequent events which provide evidence about conditions that existed after the statement of financial position date require disclosure in the accompanying notes. Management evaluated the activity of the Organization through April 22, 2026 (the date the financial statements were available to be issued) and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.

CohnReznick

Independent Member of Nexia

cohnreznick.com

APPENDIX C

Form of Subscription Agreement

FUNDING THE FUTURE
COOPERATIVE FUND
OF THE NORTHEAST

P.O. Box 970, Watertown, MA 02471 | (800) 818-7833 | cooperativefund.org

SOCIAL INVESTMENT NOTES
SUBSCRIPTION AGREEMENT

The information contained in this Subscription Agreement (“**Agreement**”) is provided to Cooperative Fund of the Northeast, Inc., a Massachusetts nonprofit corporation (“**CFNE**”) in connection with the undersigned Applicant’s interest in making an investment in CFNE’s Social Investment Notes (“**Notes**”).

Investor Name: ____

What would you like to do?

☐ Establish a new investment.

Amount: $______________________

Minimum $1,000. Please see the Interest Rate Sheet for limitations on the amount of Demand Note purchases that may be in effect.

☐ Renew an existing investment.

Social Investment Notes issued upon renewal will be subject to CFNE’s current terms for the Notes, as described in CFNE’s Prospectus in effect as of the renewal date.

☐ Add funds to an existing investment.

Amount: $ _______________________

Existing holders of Notes may add to the balance of their outstanding Notes only in limited circumstances, but are free to purchase a new Note without meeting the minimum investment requirement for new investors.

How do you plan to send the funds (if applicable)?

☐ Check payable to “Cooperative Fund of the Northeast, Inc.” and sent to: P.O. Box 970 | Watertown, MA 02471

☐ ACH or wire transfer (CFNE will send instructions upon receipt and acceptance of Agreement)

☐ CFNE can draw the funds from the bank account listed below (in section 3)

Type of Note:

See the Interest Rate Sheet for current interest rates.

☐ Demand Note

No fixed maturity date

☐ Term Note

Interest rate is determined by length of term, see Rate Sheet for details.

Number of years until maturity: _____________

Term Notes only; must be a valid number based on type of Note. Term starts on date that funds are received (which is the issue date of the Note). CFNE will send a maturity letter prior to the date of maturity of each Term Note.

Choose what happens upon maturity:

Select one:

☐ Automatically reinvest** principal and accrued unpaid interest into new Term Note of equal term at then-current interest rates

☐ Redeem and pay principal and accrued unpaid interest

***Investors in certain states may be required by state law to reconfirm their intent to reinvest after receiving notice prior to maturity.*

Interest Rate Selection:

☐ I elect to receive the interest rate stated on CFNE's Rate Sheet for the term I selected

Please consider choosing a lower rate.

☐ I elect to receive 0% interest on my Note in lieu of the interest rate offered on the Interest Rate Sheet

☐ I elect to receive interest at the following rate, which is lower than the rate offered for Notes of my chosen maturity term as offered on the Interest Rate Sheet: ______%

Did you know? Choosing a lower interest rate than what's offered on our rate sheet helps CFNE’s capital pool stretch further, and contributes to keeping our rates low for our borrowers. (Note: this is not considered to be a charitable donation and may not be tax deductible. Consult with your tax advisor).

How would you like interest paid?

Select one:

☐ Pay interest annually

☐ Reinvest interest into principal annually

Communications Preferences

☐ Please add me to CFNE's e-news list, to stay up to date on impact and activities. *(You may unsubscribe at any time)*

Use this email: ________________________________

☐ You have my permission to publicly list my name with other CFNE investors. (If not selected we will keep your name confidential)

Consent to Electronic Delivery

☐ By checking this box, the Applicant certifies that Applicant has reviewed the Terms of Electronic Delivery of Documents and consents to Electronic Communications consents to the electronic delivery of the Prospectus, financial statements, investor statements and reports, other information that we may be required to deliver to you from time to time under applicable law, general correspondence and other materials pertaining to us and our Notes. To notify us of a change in your email address or withdraw your consent to receive Electronic Communications call us at (800) 818-7833 or email us at cfne@cooperativefund.org.

1. TYPE OF OWNERSHIP: *(choose one)*

☐ Individual ☐ Joint Tenants ☐ Tenants in Common ☐ Trust ☐ Partnership

☐ For-profit corporation ☐ Nonprofit corporation ☐ Foundation ☐ Limited Liability Company ☐ Other

Note: For revocable trusts, the grantor or maker of the trust should complete this Agreement as an individual. For self-directed IRAs, the owner of the self-directed IRA should complete this Agreement as an individual.

---

2. OWNER INFORMATION: *If more than one Investor is listed above, complete the following for the first Investor listed above and complete Section 2a for the second Investor listed above. For joint investors, this is the SSN or Taxpayer ID that will be used for tax reporting.*

Address in Principal State of Residence:

____

____

____

Preferred Mailing Address (if different):

____

____

____

Telephone: ______________________________ **Email**: ______________________________

SSN or Taxpayer ID: ______________________________ **Date of Birth (for individuals)**: ______________________

2a. Co-Owner Information: *(if applicable) Please attach a separate sheet for additional co-owners.*

Address in Principal State of Residence:

____

____

____

Preferred Mailing Address (if different):

____

____

____

Telephone: ______________________________ **Email**: ______________________________

SSN or Taxpayer ID: ______________________________ **Date of Birth (for individuals)**: ______________________

Relationship to Owner: ____

2b. Information for Trusts and Other Entities: *(if applicable)*

☐ Please attach a completed Form W-9 and, if available, an investment resolution.

☐ If the Applicant is a trust, please attach a copy of the trust document or certificate of trust showing (i) the name of the trust, (ii) the date of the trust, (iii) the trust's taxpayer identification number, and (iv) the trustee's authority to invest the trust's assets.

2c. State Specific Information: *(Please complete if applicable)*

Prospective individual investors located in the **State of California** must complete the certification below.

☐ I am located in the State of California and, by checking the box to the left and signing this Subscription Agreement, I certify to CFNE that my investment in the Notes does not exceed 10% of my net worth <u>and</u> either (a) I have an annual gross income of at least $50,000 and liquid net worth, exclusive of home, home furnishings, and automobiles, of at least $75,000, or (b) I have liquid net worth, exclusive of home, home furnishings, and automobiles, of at least $150,000.

---

3. PLACE OF PAYMENT: *Please indicate where CFNE should send payments of principal and, if applicable, interest.*

☐ Send check to Address in Principal State of Residence

☐ Send check to Preferred Mailing Address (above)

☐ Send check to other address:

____

____

____

☐ Send electronic payment to the following account:

Bank Name: _________________________________

Name on Account: ________________________

Routing No.: _________________________________

Account No.: _________________________________

Account Type:

☐ Personal ☐ Corporate

☐ Checking ☐ Savings ☐ Other: ___________

---

4. AUTHORIZATION TO SHARE INFORMATION WITH THIRD-PARTY(<u>OPTIONAL</u>):

For investors who are represented by a third party (for example: investment advisor, wealth manager, broker-dealer, attorney, custodian, or accountant)

☐ By checking this box, the Applicant authorizes the following investment advisor, wealth manager, broker-dealer, attorney, custodian, or accountant to receive and transmit information to and from CFNE on the Applicant's behalf:

Firm Name: ____

Primary Contact at Firm: ____

Address: ____

Telephone: ____

Email: ____

CRD/IARD #: ____

Names and Emails of any other authorized contacts at Firm:

____

____

Please attach a separate sheet for additional authorized third parties.

5. INVESTMENT-RELATED COMMUNICATIONS PREFERENCES:

Only for investors represented by third parties (investment advisor, wealth manager, broker-dealer, attorney, custodian, or accountant).

Please indicate where CFNE should direct communications regarding your investment.

Primary Contact:	☐ Investor	☐ Third Party Primary Contact from Section 4	☐ Other	Please select only one.
Original Promissory Note (if applicable)	☐ Investor	☐ Third Party Primary Contact from Section 4	☐ Other	Please select only one.
IRS Form 1099-INT (if applicable)	☐ Investor	☐ Third Party Primary Contact from Section 4	☐ Other	Please select only one.
Reporting (if applicable)	☐ Investor	☐ Third Party Primary Contact Advisor from Section 4	☐ Other	You may select multiple.

---

6. BENEFICIARY DESIGNATION (OPTIONAL):

If you wish to have CFNE transfer your ownership interest in the Note to a designated beneficiary in the event of your death before the maturity date of your Note, please select one of the options below.

☐ Make CFNE part of my legacy by converting my ownership interest in the Note to a gift to CFNE in the event of my death before the maturity date.

☐ Please send me a form to designate an individual beneficiary.

☐ In the event of my death before the maturity date, transfer my ownership interest in the Note to the following organization:

Name:____________________________________

Address:______________________________

City/State/ZIP:______________________________

6a. Spousal Consent to beneficiary designation: *(for investors located in AZ, CA, NV, NM, TX, and WA only) If you are married, reside in a community property or marital property state (listed above) and designate someone other than your spouse as your sole primary beneficiary, your spouse must sign below.*

I am the spouse of the Applicant named above. I give to the Applicant any interest I have in the Note. Therefore, I agree to my spouse's naming of a primary beneficiary other than myself. I acknowledge that I have received a fair and reasonable disclosure of my spouse's property and financial obligations. I also acknowledge that I shall have no claim whatsoever against CFNE for any payment to my spouse's named beneficiary(ies).

Signature:________________________________ **Date**:____________ **Spouse of**:______________

TERMS OF INVESTMENT

1. Representations and Warranties. The Applicant represents, warrants and agrees as follows:

(a) The Applicant, if an individual, is a resident of the state identified in this Agreement and is located in the state identified in this Agreement at the time of investment.

(b) The Applicant has received and reviewed a copy of the Prospectus, including any documents that are incorporated into and made part of the Prospectus, which summarizes the terms, risks and other information regarding the Notes. The Notes have the terms as set forth in the Prospectus. The Applicant has been provided the opportunity to (i) ask questions and receive satisfactory answers concerning the terms and conditions of the offering and (ii) obtain additional information in order to evaluate the merits and risks of an investment in the Notes. No statement or other information that is contrary to the information contained in the Prospectus has been given or made by or on behalf of CFNE to the Applicant.

(c) The Notes are not registered under the Securities Act of 1933, as amended. The Notes also may not be registered under state securities laws and may be offered and sold in reliance upon exemptions from registration. No federal, state, local or foreign agency has passed upon the Notes or made any finding or determination as to the fairness of this investment. The Notes will be acquired by the Applicant solely for the account of the Applicant, for investment purposes only and not with a view to the distribution thereof. The Applicant recognizes that the Notes will be subject to certain restrictions on transferability as described in the Prospectus. The Applicant is able to bear the risk of loss of its investment in the Notes.

(d) If the Applicant is a trust, corporation, or other entity, the undersigned is duly authorized to purchase the Note and execute this Agreement on behalf of such entity. The Applicant authorizes CFNE to act upon the instructions and directions of any authorized signer in all matters, including renewals, reinvestments, redemptions, and transfer requests.

2. Acceptance. CFNE may, in its sole discretion, determine whether to accept this Agreement. Acceptance will be given to the Applicant by CFNE's delivery of a confirmation of issuance of the Note to the Applicant. If so accepted, this Agreement (i) will be binding upon the Applicant's heirs, successors, legal representatives and assigns, (ii) may not be canceled, terminated or revoked by the Applicant, except as provided under applicable law, and (iii) will be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts (without giving effect to any choice of law or conflict of law rules or provisions that would cause the application of the laws of any jurisdiction other than the Commonwealth of Massachusetts). If this Agreement is not accepted by CFNE, this Agreement will be null and void and of no further force and effect, and no party shall have any rights against any other party hereunder.

3. Successors. Except as otherwise provided herein, this Agreement and all of the terms and provisions hereof shall be binding upon and inure to the benefit of the parties and their respective heirs, executors, administrators, successors, trustees and legal representatives. If the Applicant is more than one person, the obligation of the Applicant shall be joint and several and the acknowledgements, representations, warranties, covenants, and agreements herein contained shall be deemed to be made by and be binding upon each such person and such person's heirs, executors, administrators, successors, trustees and legal representatives.

4. Survival. The acknowledgements, representations, warranties, covenants, and agreements herein contained shall survive the acceptance of this Agreement and the issuance of the Note to the Applicant.

5. No Waiver. No provision of this Agreement shall be deemed to have been waived, unless such waiver is contained in a written notice given to the party claiming such waiver has occurred, and no such waiver shall be deemed to be a waiver of any other or further obligation or liability of the party or parties in whose favor the waiver was given.

Under penalty of perjury, the Applicant further certifies that: (1) the taxpayer identification number (TIN) indicated on this Agreement is correct, (2) Applicant is not subject to backup withholding, and (3) each Applicant is a U.S. citizen or a U.S. resident alien. If the correct TIN is not supplied, CFNE is required to withhold 24% of interest and/or redemption funds.

Pennsylvania Applicants: The Applicant has the right to withdraw from this Agreement and receive a full refund of all funds paid by the Applicant, provided the Applicant exercises the right within two business days according to the procedure set forth in the Offering Circular.

The Applicant hereby executes this Agreement as of the date specified below.

FOR INDIVIDUAL INVESTORS:

____	____
(Print Name)	(Signature)

Date: _____________________________________

(If jointly held, also complete below for joint tenant, joint noteholder, or tenant in common)

____	____
(Print Name)	(Signature)

Date: _____________________________________

FOR CORPORATIONS, PARTNERSHIPS, LIMITED LIABILITY COMPANIES, TRUSTS OR OTHER ENTITIES:

____

(Print Name of Entity)

____	____
(Print Name of Authorized Representative)	(Signature)
____	Date: ___________________________________
(Title of Authorized Representative)	

APPENDIX D

Borrower List as of March 31, 2026

Borrower Name	Type of Business	State (Primary Address)
A Yard and a Half Landscaping Co-op, Inc.	Worker Co-ops	Massachusetts
Abundance Cooperative Market	Food Co-ops	New York
Adventure Pups Cooperative Inc.	Worker Co-ops	Massachusetts
ANDCO	Housing Co-ops	Vermont
AORTA, Inc.	Worker Co-ops	Vermont
ArtsPool Services, Inc.	Other Co-ops	New York
Assabet Village Coop	Food Co-ops	Massachusetts
Associates for Training and Development	Nonprofits	Vermont
Aurora Pocket Neighborhood	Housing Co-ops	New York
Austin Design Cooperative, Inc	Worker Co-ops	Vermont
Bally Fox Farm Housing Cooperative	Housing Co-ops	Maine
Belfast Cooperative Store	Food Co-ops	Maine
Bell Street Builders	Worker Co-ops	Maine
Belmont Chambers Housing Co-op	Housing Co-ops	Massachusetts
Berkshire Co-op Market	Food Co-ops	Massachusetts
Blue Hill Co-op	Food Co-ops	Maine
Boston Building Materials Co-op	Other Co-ops	Massachusetts
Boston Cleaning Collective	Worker Co-ops	Massachusetts
Brattleboro Food Co-op	Food Co-ops	Vermont
Breezy Acres Cooperative, Inc.	Resident-Owned Communities	Vermont
Buffalo Mountain Food Co-op	Food Co-ops	Vermont
Building Performance Cooperative, Inc.	Worker Co-ops	Connecticut
Caledonia Food Co-op	Food Co-ops	Vermont
Capital Bookkeeping Cooperative	Worker Co-ops	New York
Catamount Solar, LLC	Worker Co-ops	Vermont
Cedar Falls Residents Cooperative	Housing Co-ops	Maine
Celebration Tree Farm & Wellness Center, LLC	Worker Co-ops	Maine
CERO Cooperative, Inc.	Worker Co-ops	Massachusetts
Charter Oaks Village Cooperative	Resident-Owned Communities	Maine
Chatham Real Food Market	Food Co-ops	New York
Circus Cooperative Cafe, Inc.	Worker Co-ops	Massachusetts
Coco Housing, LLC	Housing Co-ops	Maine
Cold Pond	Land Trusts	New Hampshire
Collective Copies	Worker Co-ops	Massachusetts
Common Fire	Housing Co-ops	New York
Community Purchasing Alliance of MA	Other Co-ops	Massachusetts
Concord Food Co-op	Food Co-ops	New Hampshire
Conway Street LLC	Housing Co-ops	Massachusetts
Cultivating Community	Nonprofits	Maine
CUPS Cooperative	Worker Co-ops	Rhode Island
Dean's Beans Organic Coffee Co.	Worker Co-ops	Massachusetts
Democracy Brewing	Worker Co-ops	Maine
Diggers Cooperative	Worker Co-ops	Maine
Dorchester Community Food Co-op	Food Co-ops	Massachusetts
Downtown Sounds Worker Cooperative, Inc.	Worker Co-ops	Massachusetts
Dunroamin Beach Club Association, Inc.	Resident-Owned Communities	Massachusetts
Earth Designs	Worker Co-ops	New York
Eastern Garage Door, Inc.	Worker Co-ops	Massachusetts
Energia, LLC	Worker Co-ops	Massachusetts
Evergreen Community Association, Inc.	Resident-Owned Communities	Massachusetts

Ewing Controls	Worker Co-ops	Massachusetts
Fare Share Co-op	Food Co-ops	Maine
Farming Artists	Housing Co-ops	Maine
Fedco Inc.	Other Co-ops	Maine
Fiddleheads Food Cooperative	Food Co-ops	Connecticut
Firehouse Housing Cooperative	Housing Co-ops	Massachusetts
Fledglings Montessori School	Worker Co-ops	Maine
Flo-op Cooperative, Inc.	Housing Co-ops	Massachusetts
Forest Glen Cooperative Housing Corporation	Housing Co-ops	Massachusetts
Fork Food Lab	Nonprofits	Maine
Four Buds Floral Collective	Worker Co-ops	Rhode Island
Franklin Square Homeowners' Association	Housing Co-ops	Vermont
Fuerza Laboral	Nonprofits	Rhode Island
Good Tern Co-op, Inc.	Food Co-ops	Maine
Green Mountain Spinnery, Inc.	Worker Co-ops	Vermont
GreenStar Cooperative Market	Food Co-ops	New York
Grove Street Cooperative	Housing Co-ops	Rhode Island
Hamden Hampshire Housing Partnership	Nonprofits	Massachusetts
Happy Little Paradise Daycare	Worker Co-ops	Maine
Heartleaf Books	Worker Co-ops	Rhode Island
Hillcrest Mobile Home Tenants Association	Resident-Owned Communities	Massachusetts
Hillcrest Resident Owned Community, Inc.	Resident-Owned Communities	Vermont
Hunger Mountain Food Co-op	Food Co-ops	Vermont
Intervale Community Farm Cooperative	Other Co-ops	Vermont
Island Employee Cooperative	Worker Co-ops	Maine
Ithaca Literary Ltd	Nonprofits	New York
Kevin Browne Architecture, LLC	Worker Co-ops	Maine
Kindred CRAFT	Worker Co-ops	Vermont
Kingstown Green, Inc.	Worker Co-ops	Connecticut
Land In Common, Inc.	Land Trusts	Maine
Liberty Graphics Employee Cooperative, Inc.	Worker Co-ops	Maine
Maine Camp Outfitters	Worker Co-ops	Maine
Maine Community Power Cooperative, Inc.	Other Co-ops	Maine
Maine Flower Collective, Inc.	Other Co-ops	Maine
Maine Passive House Construction, Inc.	Worker Co-ops	Maine
Marsh River Cooperative	Food Co-ops	Maine
Midcoast Fishermen's co-op	Other Co-ops	Maine
More Trees Arborist Collective	Worker Co-ops	New York
Morrisville Food Co-op	Food Co-ops	Vermont
New Frameworks Natural Design/Build, LLC	Worker Co-ops	Vermont
Nextstage Design, Inc	Worker Co-ops	Connecticut
North Country Food Co-op	Food Co-ops	New York
November Collective Cooperative Corp.	Housing Co-ops	Massachusetts
O'Donal's Nursery Employee Cooperative, Inc.	Worker Co-ops	Maine
Park View Cooperative	Housing Co-ops	Massachusetts
Pioneer Valley Growers Association, Inc.	Other Co-ops	Massachusetts
Pioneer Valley Photovoltaics	Worker Co-ops	Massachusetts
Plainfield Food	Food Co-ops	Vermont
Portland Food Co-op	Food Co-ops	Maine
Putnam & Western Cooperative Corporation	Housing Co-ops	Massachusetts
Putney Food Coop	Food Co-ops	Vermont
Putney Mountain Wine & Spirits	Worker Co-ops	Vermont
Rabbit Hole Housing, LLC	Housing Co-ops	Maine
Railroad Avenue Supply Co., Inc	Worker Co-ops	New York
Raise Op- Faire Bande	Housing Co-ops	Maine
Real Pickles Cooperative, Inc.	Worker Co-ops	Massachusetts

Red Hill Co-op	Housing Co-ops	Massachusetts
Regenerative Design Group, LLC	Worker Co-ops	Massachusetts
Richard Lewis Media Group, Inc.	Worker Co-ops	Massachusetts
Riverside Electric, Inc.	Worker Co-ops	Maine
River Valley Market LLC	Food Co-ops	Massachusetts
Rock City Employee Cooperative	Worker Co-ops	Maine
Royal Crest Residents Association, Inc.	Housing Co-ops	Massachusetts
Rutland Area Food Co-op	Food Co-ops	Vermont
Soundmirror, Inc.	Worker Co-ops	Massachusetts
South Royalton Food Cooperative	Food Co-ops	Vermont
Spark Makerspace	Nonprofits	Connecticut
Spirit of 76	Housing Co-ops	Massachusetts
Spice & Grain: The Fryeburg Co-op	Food Co-ops	Maine
Springfield Co-op	Food Co-ops	Vermont
Starship Housing Co-op	Housing Co-ops	Massachusetts
Stone Soup/The Village	Nonprofits	Massachusetts
Syracuse Cooperative Market	Food Co-ops	New York
System Integrators, Inc.	Worker Co-ops	Vermont
TEC Projects, LLC d/b/a Small Format	Worker Co-ops	Rhode Island
Tenants Harbor Fisherman’s Co-op	Worker Co-ops	Maine
The Boston TechCollective	Worker Co-ops	Massachusetts
The Drivers Cooperative	Worker Co-ops	New York
The New School	Worker Co-ops	Vermont
The Wooden Co-op	Other Co-ops	Massachusetts
Ticonderoga Natural Foods Co-op	Food Co-ops	New York
TimberHomes, LLC	Worker Co-ops	Vermont
Tool Box for Education and Social Action	Worker Co-ops	Vermont
Tootie's Tempeh, Inc.	Worker Co-ops	Maine
Tortilleria Semilla Co-op	Worker Co-ops	Connecticut
Trillium Architects Cooperative, Inc.	Worker Co-ops	Connecticut
Turnpike Mfg. Housing Co-op	Resident-Owned Communities	Massachusetts
Unitarian Universalist Community Cooperatives	Housing Co-ops	Massachusetts
Urban Greens Community Co-op	Food Co-ops	Rhode Island
Valley Housing Cooperative	Housing Co-ops	Massachusetts
Ward Lumber Worker Cooperative, Inc.	Worker Co-ops	New York
Warrenstreet Architects	Worker Co-ops	New Hampshire
Westbury Homeowners Association, Inc.	Resident-Owned Communities	Vermont
Whispering Meadows Cooperative, Inc.	Housing Co-ops	Massachusetts
Windy Hollow Mobile Home Cooperative, Inc.	Resident-Owned Communities	Vermont
WJW Coop, Inc.	Worker Co-ops	Maine
Wolfeboro Community Food Coop	Food Co-ops	New Hampshire
Wolfworks, Inc.	Worker Co-ops	Connecticut
Wood Street Cooperative	Housing Co-ops	Rhode Island
Woodbelly Pizza and Catering	Worker Co-ops	Vermont
Worx Printing LLC	Worker Co-ops	Massachusetts

APPENDIX E

Form of Note

THIS NOTE HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**") AND MAY NOT BE SOLD, ASSIGNED, PLEDGED, HYPOTHECATED, OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, OR AN OPINION OF COUNSEL SATISFACTORY TO THE MAKER THAT REGISTRATION IS NOT REQUIRED UNDER SUCH ACT.

UNSECURED PROMISSORY NOTE

Investor: __________ **Note No.**:
US $____________________ **Issuance Date**:

FOR VALUE RECEIVED, the Cooperative Fund of the Northeast, Inc., a Massachusetts nonprofit corporation having its mailing address at P.O. Box 970, Watertown, MA 02471 ("**CFNE**") promises to pay to the order of the above-named "**Investor**" the principal sum set forth above, with annual interest thereon at the fixed rate of interest and in accordance with the manner of payment indicated below.

1. Interest Rate. The unpaid principal balance of this Note shall bear interest at an annual rate equal to x percent (x%), subject to the following:

☐ *Demand Note*: the initial interest rate set forth above is **variable** and may be adjusted at any time during the term of the Note by CFNE upon at least 30 days' advance written notice to Investor.
☐ *Term Note*: the interest rate set forth above is **fixed** for the term of the Note.

2. Payment of Interest. Interest shall commence with the date hereof and shall continue on the outstanding principal balance hereof until paid in full. Interest accruing under this Note is calculated on the basis of a 360-day year of twelve 30-day months and shall be due and payable annually on the anniversary of the issuance date, unless reinvested by Investor, as shown below:

☐ Pay interest annually
☐ Reinvest interest into principal annually
☐ Interest rate is 0%

3. Repayment of Principal. The unpaid principal amount of this Note shall be due and payable on:

☐ *Demand Note*: 30 days' prior written request by Investor; *provided*, *however*, that its discretion, CFNE may limit repayment to any Demand Note holder to $50,000 in principal repayments in any 30-day period.
☐ *Term Note*:

4. Manner of Payment. CFNE shall make all principal and interest payments in the manner and in accordance with the directions set forth by on the Subscription Agreement or as otherwise instructed by Investor in writing. If any payments on this Note become due on a Saturday, Sunday or a public holiday under the laws of the Commonwealth of Massachusetts, such payment shall be made on the next succeeding business day and such extension of time shall be included in computing Interest in connection with such payment.

5. CFNE Right of Prepayment. CFNE shall have the right to prepay the principal in whole or in part at any time, and from time to time, without penalty. All pre-payments received by Investor are to be applied first to any fees or charges due hereunder, and then to interest accrued to the date of payment, and thereafter toward payment of the principal.

6. Default. Any nonpayment of principal or interest on a Note when due, and failure to cure such nonpayment no later than ten (10) business days after receiving notice of such nonpayment, shall constitute an event of default (an "**Event of Default**") under this Note. Upon the occurrence and continuance of an Event of Default with respect to the nonpayment of interest only, Investor may declare all or any portion of the accrued but unpaid Interest due and payable, in increments not to exceed Fifty Thousand Dollars ($50,000) per thirty (30) day period beginning immediately upon such notice. Upon the occurrence and continuance of any other Event of Default, Investor may declare all or any portion of the outstanding Principal amount hereof (together with all accrued but unpaid Interest thereon and all other amounts due in

connection therewith) due and payable, in increments not to exceed Fifty Thousand Dollars ($50,000) per thirty (30) day period beginning immediately upon such notice. CFNE waives all other forms of notice, demand, presentment or protest to which it may otherwise be entitled. No waiver by Investor of any Event of Default shall operate as a waiver of any other Event of Default or of the same Event of Default on a future occasion.

7. Notice. Any notices, demands, requests, and other communications required under this Promissory Note will be deemed given upon personal delivery, three days after deposit in the certified mail (postage prepaid), one day after deposit with a national courier service for overnight delivery, or one day after transmission by email with confirmation of receipt, in accordance with the contact information set forth on the Subscription Agreement or otherwise designated in writing by the parties.

8. Amendment. This Note may be amended only by an instrument in writing signed by Investor and CFNE. The term "**Note**" and all references thereto, as used throughout this instrument, shall mean this instrument originally executed, or if later amended or supplemented, then as so amended and supplemented.

9. Assignment. Investor may not assign any of its rights or delegate any of its obligations under this Note without the prior written consent of CFNE, and any attempt to do so in contravention hereof will have no legal effect. This Promissory Note shall be binding upon the heirs, executors, administrators, and permitted assigns of the parties.

10. Governing Law; Jurisdiction. This Note shall be governed by and construed under the laws of the Commonwealth of Massachusetts, without giving effect to conflicts of laws principles, including those of the Commonwealth of Massachusetts. Investor and CFNE each irrevocably agrees and consents that any action under this Note shall be brought in the courts of the Commonwealth of Massachusetts or the U.S. District Court for the District of Massachusetts, which courts shall have exclusive jurisdiction over any disputes arising hereunder.

11. Severability. Any provision of this Note which is determined to be unenforceable shall be ineffective to the extent of such unenforceable provision without invalidating the remaining portions of this Note.

IN WITNESS WHEREOF, a duly authorized representative of CFNE has executed and delivered this Promissory Note as of the issuance date set forth above.

COOPERATIVE FUND OF THE NORTHEAST, INC.
a Massachusetts nonprofit corporation

By: ______________________________
Micha Josephy
Its: Executive Director