WESMARK FUNDS

WesMark Small Company Growth Fund (WMKSX)
WesMark Growth Fund (WMKGX)
WesMark Balanced Fund (WMBLX)
WesMark Government Bond Fund (WMBDX)
WesMark West Virginia Municipal Bond Fund (WMKMX)
WesMark Tactical Opportunity Fund (WMKTX)

Statement of Additional Information

February 28, 2018

This Statement of Additional Information (SAI) is not a prospectus. Read this SAI in conjunction with the prospectus of the WesMark Funds dated February 28, 2018.

This SAI incorporates by reference the Funds' Annual Report. Obtain the Prospectus and the Annual Report without charge by calling 1-800-864-1013 or by going to the Funds' website at www.wesmarkfunds.com.

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ALPS Distributors, Inc., Distributor

FUND ORGANIZATION AND HISTORY

HOW ARE THE FUNDS ORGANIZED?

WesMark Funds (Trust) is an open-end, management investment company that was established under the laws of the Commonwealth of Massachusetts on March 1, 1996. The Trust may offer separate series of shares representing interests in separate portfolios of securities. The Trust currently offers six diversified portfolios: WesMark Small Company Growth Fund (Small Company Growth Fund), WesMark Growth Fund (Growth Fund), WesMark Balanced Fund (Balanced Fund), WesMark Government Bond Fund (Government Bond Fund), which prior to March 14, 2006 was known as the WesMark Bond Fund, and WesMark Tactical Opportunity Fund (Tactical Opportunity Fund); and one non-diversified portfolio, WesMark West Virginia Municipal Bond Fund (West Virginia Municipal Bond Fund). The Funds' investment adviser is WesBanco Investment Department, a division of WesBanco Bank, Inc. (Adviser).

INVESTMENT STRATEGIES AND RISKS

SECURITIES IN WHICH THE FUNDS INVEST

In pursuing their investment strategy, one or more of the Funds may invest in the following securities for any purpose that is consistent with their investment objective. Investments in which a Fund can principally invest are described in the Prospectus. The following table indicates which types of securities are a:

P = *Principal* investment of a Fund;
A = *Acceptable* (but not principal) investment of a Fund; or
N = *Not an acceptable* investment of a Fund.

Securities	Small Company Growth Fund	Growth Fund	Balanced Fund	Government Bond Fund	West Virginia Municipal Bond Fund	Tactical Opportunity Fund
Common Stocks	**P**	**P**	**P**	**N**	**N**	**P**
Preferred Stocks	**A**	**A**	**P**	**N**	**N**	**P**
REITs	**A**	**A**	**P**	**N**	**N**	**P**
Warrants and Rights	**A**	**A**	**A**	**N**	**N**	**A**
Treasury Securities	**A**	**A**	**P**	**P**	**A**	**P**
Agency Securities	**A**	**A**	**P**	**P**	**A**	**P**
Corporate Debt Securities	**A**	**A**	**P**	**P**	**N**	**P**
Commercial Paper	**A**	**A**	**A**	**A**	**A**	**A**
Bank Instruments	**A**	**A**	**A**	**A**	**A**	**A**
Mortgage-Backed Securities	**N**	**N**	**P**	**P**	**N**	**P**
Collateralized Mortgage Obligations (CMO)	**N**	**N**	**P**	**P**	**N**	**P**
Sequential CMOs	**N**	**N**	**A**	**A**	**N**	**A**
PACs, TACs and Companion Classes	**N**	**N**	**A**	**A**	**N**	**A**

IOs and POs	**N**	**N**	**A**	**A**	**N**	**A**
Floaters and Inverse Floaters	**N**	**N**	**A**	**A**	**A**	**A**
Z Classes and Residual Classes	**N**	**N**	**A**	**A**	**N**	**A**
Asset-Backed Securities	**N**	**N**	**P**	**P**	**N**	**P**
Zero Coupon Securities	**A**	**A**	**A**	**A**	**A**	**A**
Credit Enhancement	**A**	**A**	**A**	**A**	**P**	**A**
Convertible Securities	**A**	**A**	**A**	**A**	**N**	**A**
Tax-Exempt Securities	**N**	**N**	**A**	**A**	**P**	**A**
Taxable Municipal Securities	**N**	**N**	**P**	**P**	**P**	**A**

Securities	**Small Company Growth Fund**	**Growth Fund**	**Balanced Fund**	**Government Bond Fund**	**West Virginia Municipal Bond Fund**	**Tactical Opportunity Fund**
Tax Increment Financing Bonds	**N**	**N**	**A**	**P**	**P**	**A**
Municipal Notes	**N**	**N**	**A**	**A**	**A**	**A**
Variable Rate Demand Instruments	**N**	**N**	**A**	**A**	**A**	**A**
Municipal Leases	**N**	**N**	**A**	**A**	**A**	**A**
Foreign Securities	**P**	**P**	**P**	**A**	**N**	**P**
Depositary Receipts	**A**	**A**	**A**	**A**	**N**	**A**
Foreign Exchange Contract	**A**	**A**	**A**	**A**	**N**	**A**
Derivative Contracts	**A**	**A**	**A**	**A**	**A**	**A**
Futures	**A**	**A**	**A**	**A**	**A**	**A**
Options	**A**	**A**	**A**	**A**	**A**	**A**
Swap	**A**	**A**	**A**	**A**	**A**	**A**
Repurchase Agreements	**A**	**A**	**A**	**A**	**A**	**A**
Reverse Repurchase Agreements	**A**	**A**	**A**	**A**	**A**	**A**
Delayed Delivery Transactions	**A**	**A**	**A**	**A**	**A**	**A**
To Be Announced Securities	**A**	**A**	**A**	**A**	**N**	**A**
Dollar Rolls	**A**	**A**	**A**	**A**	**N**	**A**
Hybrid Instruments	**A**	**A**	**A**	**A**	**A**	**A**
Securities Lending	**A**	**A**	**A**	**A**	**A**	**A**
Other Investment Companies	**P**	**P**	**P**	**P**	**P**	**P**
Exchange-Traded Funds	**P**	**P**	**P**	**A**	**A**	**P**
Emerging Markets	**P**	**P**	**P**	**A**	**N**	**P**

EQUITY SECURITIES

Common Stocks

Common stocks represent a proportional ownership interest in a company and are the most typical form of equity security. Holders of common stocks may receive a portion of the issuer's earnings in the form of dividends which are generally only paid after the issuer pays its creditors and any preferred stockholders, and generally at the issuer's discretion, making the receipt of income unpredictable. Common stocks are usually regarded as offering greater potential for appreciation than many other types of securities because their value may increase with the value of the issuer's business. As a result, changes in an issuer's earnings may directly influence the value of its common stock.

Preferred Stocks

Preferred stocks have the right to receive specified dividends or distributions before the issuer makes payments on its common stock. Some preferred stocks may also participate in dividends and distributions paid on common stock. Preferred stocks may also permit the issuer to redeem the stock and the Funds may treat redeemable preferred stock as a fixed-income security. Because preferred stock dividends usually must be paid before common stock dividends, preferred stocks generally entail less risk than common stocks. However, preferred stocks are not a liability of the issuer and do not offer as much protection of capital or assurance of continued income as investments in a corporation's debt securities.

Real Estate Investment Trusts (REITs)

REITs are companies that own, and usually operate income-producing real estate, or finance commercial real estate. Income is generally not taxed at the corporate level, but passed through to shareholders. Such tax requirements limit a REIT's ability to respond to changes in the real estate market. Distributions to shareholders may be taxable.

Warrants and Rights

Warrants and rights give a Fund the option to buy the issuer's equity securities at a specified price (the exercise price) before a specified future date (the expiration date). Both may become worthless if the price of the stock does not exceed the exercise price by the expiration date. This increases the market risks of warrants as compared to the underlying security. Rights and warrants are very similar, except companies typically issue rights to existing stockholders.

FIXED-INCOME SECURITIES

A fixed-income security is a company's or government's promise to pay a certain amount (interest or dividends) to borrow a certain amount (principal) and to repay the principal at a future date (maturity date). The value of a fixed income security will vary with the fluctuation of current interest rates; if interest rates rise, the value of a fixed income security will decline; if interest rates decline the value of a fixed income security will rise. Current yield is the ratio of annual income divided by the current value, and yield to maturity additionally takes into consideration the length of time to maturity and the amortization of any discount or premium to face value at maturity. Fixed income securities may be "called" or redeemed prior to the stated maturity date and securities issued by less well capitalized companies or governments will generally have a higher interest rate.

The following describes the different types of fixed-income securities not described in the Prospectus or expands on the description provided in the Prospectus.

Treasury Securities

Treasury securities are direct obligations of the federal government of the United States. Treasury securities are generally regarded as having the lowest credit risks.

Agency Securities

Agency securities are issued or guaranteed by a federal agency or other government sponsored entity (GSE) acting under federal authority. Some GSE securities are supported by the full faith and credit of the United States. These include, but are not limited to, the Government National Mortgage Association ("Ginnie Mae"), Small Business Administration, Farm Credit System Financial Assistance Corporation, Farmer's Home Administration, Federal Financing Bank, General Services Administration, Department of Housing and Urban Development, Export-Import Bank, Overseas Private Investment Corporation, and Washington Metropolitan Area Transit Authority Bonds. Investors generally regard agency securities as having low credit risks, but not as low as Treasury securities.

Other GSE securities receive support through federal subsidies, loans or other benefits. For example, the U.S. Treasury is authorized to purchase specified amounts of securities issued by (or otherwise make funds available to) the Federal Home Loan Bank System, Federal Home Loan Mortgage Corporation ("Freddie Mac"), Federal National Mortgage Association ("Fannie Mae"), and Tennessee Valley Authority in support of such obligations.

Since 2008, Fannie Mae and Freddie Mac have operated under a conservatorship administered by the Federal Housing Finance Agency (FHFA).

Additional Information Related to Freddie Mac and Fannie Mae. The extreme and unprecedented volatility and disruption that impacted the capital and credit markets beginning in 2008 led to market concerns regarding the ability of Freddie Mac and Fannie Mae to withstand future credit losses associated with securities held in their investment portfolios, and on which they provide guarantees, without the direct support of the federal government. On September 7, 2008 both Freddie Mac and Fannie Mae were placed under the conservatorship of the Federal Housing Finance Agency (FHFA), a newly created independent regulator. Under the plan of conservatorship, the FHFA assumed control of, and generally has the power to direct, the operations of Freddie Mac and Fannie Mae, and is empowered to exercise all powers collectively held by their respective shareholders, directors and officers, including the power to: (1) take over the assets of and operate Freddie Mac and Fannie Mae with all the powers of the shareholders, the directors and the officers of Freddie Mac and Fannie Mae and conduct all business of Freddie Mac and Fannie Mae; (2) collect all obligations and money due to Freddie Mac and Fannie Mae; (3) perform all functions of Freddie Mac and Fannie Mae which are consistent with the conservator's appointment; (4) preserve and conserve the assets and property of Freddie Mac and Fannie Mae; and (5) contract for assistance in fulfilling any function, activity, action or duty of the conservator.

In connection with the actions taken by the FHFA, the Treasury has entered into certain preferred stock purchase agreements (SPAs) with each of Freddie Mac and Fannie Mae which establish the Treasury as the holder of a new class of senior preferred stock in each of Freddie Mac and Fannie Mae. The senior preferred stock was issued in connection with financial contributions from the Treasury to Freddie Mac and Fannie Mae. Although the SPAs are subject to amendment from time to time, currently the Treasury is obligated to provide such financial contributions up to an aggregate maximum amount determined by a formula set forth in the SPAs, and until such aggregate maximum amount is reached, there is not a specific end date to the Treasury's obligations.

The future status and role of Freddie Mac and Fannie Mae could be impacted by (among other things) the actions taken and restrictions placed on Freddie Mac and Fannie Mae by the FHFA in its role as conservator, the restrictions placed on Freddie Mac's and Fannie Mae's operations and activities under the SPAs, market responses to developments at Freddie Mac and Fannie Mae, downgrades or upgrades in the credit ratings assigned to Freddie Mac and Fannie Mae, downgrades or upgrades in the credit ratings assigned to Freddie Mac and Fannie Mae by nationally recognized statistical rating organizations (NRSROs) or rating services, and future legislative and regulatory action that alters the operations, ownership, structure and/or mission of these institutions, each of which may, in turn, impact the value of, and cash flows on, any securities guaranteed by Freddie Mac and Fannie Mae.

Corporate Debt Securities
Corporate fixed-income securities are issued by corporations. Notes, bonds, debentures and commercial paper are the most prevalent types of corporate debt securities. A Fund may also purchase interests in bank loans to companies. The credit risks of corporate debt securities vary widely among issuers based on a company's financial circumstances.

Credit risk of an issuer's debt security may also vary based on its priority for repayment. This means that the issuer might not make payments on lower ranking or subordinated securities while continuing to make payments on higher ranking or senior securities. In the event of bankruptcy, holders of senior securities may receive payments whereas holders of subordinated securities may not. Some subordinated securities permit the issuer to defer payments under certain circumstances.

Commercial Paper
Commercial paper is an issuer's obligation to repay a principal amount within less than nine months, and is used to pay for current expenditures. Most issuers constantly reissue or rollover their commercial paper and use the proceeds (or bank loans) to repay maturing paper. If the issuer cannot continue to obtain liquidity in this fashion, its commercial paper may default. The short maturity of commercial paper reduces both the market and credit risks as compared to other debt securities of the same issuer.

Bank Instruments
Bank instruments are unsecured interest bearing deposits with banks. Bank instruments include, but are not limited to, bank accounts, time deposits, certificates of deposit and bankers' acceptances.

Mortgage-Backed Securities (MBS)
Mortgage-backed securities represent interests in pools or groups of mortgages with similar interest rates, maturity dates, and other terms. The mortgages may carry fixed interest rates or may be adjustable rate mortgages (ARM). The simplest form of a MBS is the pass-through certificate, whereby certificate holders receive a pro rata share of all principal and interest payments, as well as any principal prepayments on the pool of underlying mortgages.

Collateralized Mortgage Obligations (CMOs)
CMOs are more complicated mortgage backed securities that allocate payments and prepayments from an underlying mortgage pool among holders of different classes or tranches of the CMO. This creates different prepayment and interest rate risks for each CMO class. The degree of increased or decreased prepayment risks depends upon the structure of the CMOs. However, the actual returns on any type of mortgage-backed security depend upon the performance of the underlying pool of mortgages, which no one can predict and will vary among pools.

Sequential CMO
In a sequential pay CMO, one class of CMOs receives all principal payments and prepayments. The next class of CMOs receives all principal payments after the first class is paid off. This process repeats for each sequential class of CMO. As a result, each class of sequential pay CMOs reduces the prepayment risks of subsequent classes.

PACs, TACs and Companion Classes
More sophisticated CMOs include planned amortization classes ("PACs") and targeted amortization classes (TAC). PACs and TACs are issued with companion classes. PACs and TACs receive principal payments and prepayments at a specified rate. The companion classes receive principal payments and prepayments in excess of the specified rate. In addition, PACs will receive the companion classes' share of principal payments, if necessary, to cover a shortfall in the prepayment rate. This helps PACs and TACs to control prepayment risks by increasing the risks to their companion classes.

IOs and POs
As discussed in the Prospectus, CMOs may allocate interest payments to one class (Interest Only or IO)

and principal payments to another class (Principal Only or PO). POs increase in value when prepayment rates increase. In contrast, IOs decrease in value when prepayments increase, because the underlying mortgages generate less interest payments. However, IOs tend to increase in value when interest rates rise (and prepayments decrease), making IOs a useful hedge against interest rate risks.

Floaters and Inverse Floaters
Another variant allocates interest payments between two additional classes of CMOs. One class (Floaters) receives a share of interest payments based upon a market index such as the London Interbank Offered Rate (LIBOR). The other class (Inverse Floaters) receives any remaining interest payments from the underlying mortgages. Floater classes receive more interest (and Inverse Floater classes receive correspondingly less interest) as interest rates rise. This shifts prepayment and interest rate risks from the Floater to the Inverse Floater class, reducing the price volatility of the Floater class and increasing the price volatility of the Inverse Floater class.

Z Classes and Residual Classes
CMOs must allocate all payments received from the underlying mortgages to some class. To capture any unallocated payments, CMOs generally have an accrual (Z) class. Z classes do not receive any payments from the underlying mortgages until all other CMO classes have been paid off. Once this happens, holders of Z class CMOs receive all payments and prepayments. Similarly, real estate mortgage investment conduits (REMIC) have residual interests that receive any mortgage payments not allocated to another REMIC class.

The degree of increased or decreased prepayment risks depends upon the structure of the CMOs. However, the actual returns on any type of mortgage-backed security depend upon the performance of the underlying pool of mortgages, which no one can predict and will vary among pools.

Asset-Backed Securities
Asset-backed securities are payable from pools of obligations other than mortgages, such as consumer or commercial debts. Asset-backed securities may take the form of commercial paper, notes, or pass through certificates. Asset-backed securities may have credit, interest rate, and prepayment risks. Like CMOs, asset-backed securities may be structured like Floaters, Inverse Floaters, IOs and POs.

Zero Coupon Securities

Zero coupon securities do not pay interest or principal until final maturity unlike debt securities that provide periodic payments of interest (referred to as a coupon payment). Instead zero coupon securities are purchased at a price below the amount payable at maturity With the difference between the purchase price and maturity value representing the interest earned on the zero coupon security. The value of a zero coupon security will fluctuate in value based on current interest rates and the length of time to maturity.

Credit Enhancement
Credit enhancement occurs when a company agrees to pay amounts due on a fixed-income security if the issuer of the security defaults. Common types of credit enhancement include guarantees, letters of credit, bond insurance and surety bonds. Credit enhancement also includes arrangements where securities or other liquid assets secure payment of a fixed-income security. The Adviser evaluates both the company providing the credit enhancement as well as the underlying issuer when considering a security with some form of credit enhancement. Generally, some form of credit enhancement reduces credit risks by providing another source of payment for a fixed-income security. Downgrading the rating of, or a financial crisis experienced by, a credit enhancement provider can negatively affect the market value of an issuer’s securities.

Convertible Securities
Convertible securities (either stock or bonds) are securities that may be exchanged for a certain number of shares of the underlying company at a specified conversion price, possibly realizing additional returns if

the market price of the equity securities exceeds the conversion price.

Convertible securities generally have lower yields than comparable fixed-income securities, and are usually issued with a conversion price that exceeds the market value of the underlying equity securities at the time of issuance. Thus, convertible securities may provide lower returns than non-convertible fixed-income securities or equity securities depending upon changes in the price of the underlying equity securities. However, convertible securities permit a Fund to realize some of the potential appreciation of the underlying equity securities with less risk of losing its initial investment.

Tax-Exempt Securities
Tax-exempt securities are fixed-income securities that, in the opinion of bond counsel to the issuer or on the basis of another authority believed by the Adviser to be reliable, pay interest that is not subject to federal regular income taxes. Typically, states, counties, cities, and other political subdivisions and authorities issue tax-exempt securities. The market categorizes tax-exempt securities by their source of repayment.

Taxable Municipal Securities
Although many Municipal Securities are exempt from federal income tax, the Funds may invest in taxable municipal securities, such as Build America Bonds. Build America Bonds are taxable bonds issued by state and local governments to fund capital projects for which they otherwise could issue tax-exempt bonds. Issuers of these bonds receive a direct federal subsidy payment for a portion of their borrowing costs equal to 35 percent of the coupon interest paid to investors.

General Obligation Bonds
General obligation bonds are supported by the issuer's power to exact property or other taxes. The issuer must impose and collect taxes sufficient to pay principal and interest on the bonds. However, the issuer's authority to impose additional taxes may be limited by its charter or state law.

Special Revenue Bonds

Special revenue bonds are payable solely from specific revenues received by the issuer such as specific taxes, assessments, tolls, or fees. Bondholders may not collect from the municipality's general taxes or revenues. For example, a municipality may issue bonds to build a toll road, and pledge the tolls to repay the bonds. Therefore, a shortfall in the tolls normally would result in a default on the bonds.

Tax Increment Financing Bonds
Tax increment financing (TIF) bonds are payable from increases in taxes or other revenues attributable to projects within the TIF district. For example, a municipality may issue TIF bonds to redevelop a commercial area. The TIF bonds would be payable solely from any increase in sales taxes collected from the merchants in the area. The bonds could fail to pay principal or interest if merchants' sales, and related tax collections, failed to increase as anticipated.

Municipal Notes
Municipal notes are short-term tax-exempt securities. Many municipalities issue such notes to fund their current operations before collecting taxes or other municipal revenues. Municipalities may also issue notes to fund capital projects prior to issuing long-term bonds. The issuers typically repay the notes at the end of their fiscal year, either with taxes, other revenues or proceeds from newly issued notes or bonds.

Variable Rate Demand Instruments
Variable rate demand instruments are tax-exempt securities that require the issuer or a third party, such as a dealer or bank, to repurchase the security for its face value upon demand. The securities also pay interest at a variable rate intended to cause the securities to trade at their face value. A Fund treats variable rate demand instruments as short-term securities even though their stated maturity may extend beyond 397 days because, within 397 days, their variable interest rate adjusts in response to changes in

market rates and the repayment of their principal amount can be demanded.

Municipal Leases

Municipalities may enter into leases for equipment or facilities. In order to comply with state public financing laws, these leases are typically subject to annual appropriation. In other words, a municipality may end a lease, without penalty, by not providing for the lease payments in its annual budget. After the lease ends, the lessor can resell the equipment or facility but may lose money on the sale.

The Funds may invest in securities supported by pools of municipal leases. The most common type of lease backed securities are certificates of participation (COP). However, the Funds may also invest directly in individual leases.

FOREIGN SECURITIES

Foreign securities are securities of issuers based outside the United States. The Funds consider an issuer to be based outside the United States if:

- its principal office is located in another country; or
- the principal trading market for its securities is in another country.

Foreign securities are primarily denominated in foreign currencies. Along with the risks normally associated with domestic securities of the same type, foreign securities are subject to currency risks and risks of foreign investing. Trading in certain foreign markets is also subject to liquidity risks.

Depositary Receipts

Depositary receipts represent interests in underlying shares issued by a foreign company. Depositary receipts are not traded in the same market as the underlying security. American Depositary Receipts (ADR) are also traded in U.S. dollars, eliminating the need for foreign exchange transactions. The foreign securities underlying European Depositary Receipts (EDR), Global Depositary Receipts (GDR), and International Depositary Receipts (IDR), are traded globally or outside the United States. Depositary receipts involve many of the same risks of investing directly in foreign securities, including currency risks and risks of foreign investing.

Foreign Exchange Contracts

In order to convert U.S. dollars into the currency needed to buy a foreign security, or to convert foreign currency received from the sale of a foreign security into U.S. dollars, the Funds may enter into spot currency trades. In a spot trade, a Fund agrees to exchange one currency for another at the current exchange rate. The Funds may also enter into derivative contracts in which a foreign currency is an underlying asset. The exchange rate for currency derivative contracts may be higher or lower than the spot exchange rate. Use of these derivative contracts may increase or decrease a Fund's exposure to currency risks.

DERIVATIVE CONTRACTS

To the extent permitted by its investment objectives and policies, each Fund may invest in securities that are commonly referred to as derivative securities. Generally, a derivative security is a financial arrangement, the value of which is based on, or derived from, a designated security, commodity, currency, index, or other asset or instrument (collectively a "Reference Instrument").

FUTURES CONTRACTS

Futures contracts provide for the future sale by one party and purchase by another party of a specified amount of a Reference Instrument at a specified price, date and time. Entering into a contract to buy a Reference Instrument is commonly referred to as buying a contract or holding a long position in the Reference Asset. Entering into a contract to sell a Reference Instrument is commonly referred to as selling a contract or holding a short position in the Reference Instrument. Futures contracts are considered to be commodity contracts. The Funds have claimed an exclusion from the definition of the term "commodity pool operator" under the Commodity Exchange Act and, therefore, is not subject to registration or regulation as a commodity pool operator under that Act. Futures contracts traded OTC are frequently referred to as forward contracts. The Funds can buy or sell financial futures (such as interest rate futures, index futures and security futures) as well as currency futures and currency forward contracts.

OPTION CONTRACTS

Option contracts (options) are rights to buy or sell a Reference Asset usually a stock for a specified price within a specified period. The seller of the option receives a payment, or premium, from the buyer, which the seller keeps regardless of whether the buyer uses (or exercises) the option. Options can trade on exchanges or in the over the counter (OTC) market and may be bought or sold on a wide variety of stocks.

A Fund may buy and/or sell the following types of options:

Call Options

A call option gives the holder (buyer) the right to buy the underlying security from the seller (writer) of the option. A Fund may use call options in the following ways:

- Buy call options on a Reference Asset in anticipation of an increase in the value of the stock; and
- Sell call options on a Reference Asset to generate income from premiums, and in anticipation of a decrease or only limited increase in the value of the underlying Reference Asset. If a Fund writes a call option on a Reference Asset that it owns and that call option is exercised, a Fund must deliver the Reference Asset to the buyer and foregoes any possible profit from an increase in the market price of the Reference Asset over the exercise price plus the premium received.

Put Options

A put option gives the holder the right to sell the Reference Asset to the writer of the option. A Fund may use put options in the following ways:

- Buy put options on a Reference Asset in anticipation of a decrease in the value of the Reference Instrument; and
- Write put options on a Reference Asset to generate income from premiums, and in anticipation of an increase or only limited decrease in the value of the Reference Asset. In writing puts, there is a risk that a Fund may be required to take delivery of the Reference Asset when its current market price is lower than the exercise price.

A Fund may also buy or write options, as needed, to close out existing option positions. Finally, a Fund may enter into combinations of options contracts in an attempt to benefit from changes in the prices of those options contracts (without regard to changes in the value of the Reference Instrument).

SWAP CONTRACTS

A swap contract (swap) is a type of derivative contract in which two parties agree to pay each other (swap) the returns derived from and underlying Reference Asset. Most swaps do not involve the delivery of the underlying assets by either party, and the parties might not own the underlying Reference Asset. The payments are usually made on a net basis so that, on any given day, a Fund would receive (or pay) only the amount by which its payment under the contract is less than (or exceeds) the amount of the other party's payment. Swap agreements are sophisticated instruments that can take many different forms and are known by a variety of names. Common swap agreements that a Fund may use include interest rate swaps, cap and floor swaps, total return swaps, credit default swaps, and currency swaps.

MUNICIPAL BOND INSURANCE

The Funds may purchase municipal securities covered by insurance which guarantees the timely payment of principal at maturity and interest on such securities (Policy or Policies). These insured municipal securities are either (1) covered by an insurance policy applicable to a particular security, whether obtained by the issuer of the security or by a third party (Issuer-Obtained Insurance) or (2) insured under master insurance policies issued by municipal bond insurers, which may be purchased by a Fund. The premiums for the Policies may be paid by the Funds and the yield on the Fund's portfolio may be reduced thereby.

Each Policy guarantees the payment of principal and interest on the municipal securities it insures. In the event interest or principal on an insured municipal security is not paid when due, the insurer covering the security will be obligated under its Policy to make the missing payment after being notified by the Fund. The issuer of the Policy will not have the right to withdraw coverage on securities insured by their Policies so long as such securities remain in the Fund's portfolio, nor may the issuer of the Policy cancel their Policies for any reason except failure to pay premiums when due.

Rating agencies evaluating the ratings on bonds held in a Fund's portfolio take the credit quality of the insurance company into consideration when determining the rating of a bond. If an insurance company experiences a negative financial event, such as bankruptcy, the rating of the insurance company is adversely affected and the rating of any bond insured by the company is downgraded as well.

SPECIAL TRANSACTIONS

Repurchase Agreements (Repo)

Repurchase agreements are transactions in which a Fund buys a security from a dealer or bank and agrees to sell the security back at a mutually agreed upon time and price. The repurchase price exceeds the sale price, reflecting a Fund's return on the transaction. This return is unrelated to the interest rate on the underlying security. A Fund will enter into repurchase agreements only with banks and other recognized financial institutions, such as securities dealers, deemed creditworthy by the Adviser. Repurchase agreements are subject to credit risks.

The Funds' custodian or subcustodian will take possession of the securities subject to repurchase agreements. The Adviser or custodian will monitor the value of the underlying security each day to ensure that the value of the security always equals or exceeds the repurchase price.

Reverse Repurchase Agreements (Reverse Repo)

Reverse repurchase agreements are repurchase agreements in which a Fund is the seller (rather than the buyer) of the securities, and agrees to repurchase them at an agreed upon time and price. A reverse repurchase agreement may be viewed as a type of borrowing by a Fund. Reverse repurchase agreements are subject to credit risks. In addition, reverse repurchase agreements create leverage risks because a Fund must repurchase the underlying security at a higher price, regardless of the market value of the security at the time of repurchase.

Delayed Delivery Transactions

Delayed delivery transactions, including when issued transactions, are arrangements in which a Fund buys securities for a set price, with payment and delivery of the securities scheduled for a future time. During the period between purchase and settlement, no payment is made by a Fund to the issuer and no interest accrues to a Fund. A Fund records the transaction when it agrees to buy the securities and reflects their value in determining the price of its shares. Settlement dates may be a month or more after entering into these transactions so that the market values of the securities bought may vary from the purchase prices. Therefore, delayed delivery transactions create interest rate risks for a Fund. Delayed delivery transactions also involve credit risks in the event of a counterparty default. These transactions create leverage risks.

To Be Announced Securities (TBA)

As with other delayed delivery transactions, a seller agrees to issue a TBA security at a future date. However, the seller does not specify the particular securities to be delivered. Instead, a Fund agrees to accept any security that meets specified terms. For example, in a TBA mortgage-backed transaction, a Fund and the seller would agree upon the issuer, interest rate and terms of the underlying mortgages. The seller would not identify the specific underlying mortgages until it issues the security. TBA mortgage-backed securities increase interest rate risks because the underlying mortgages may be less favorable than anticipated by a Fund.

Dollar Rolls

Dollar rolls are transactions where a Fund sells mortgage-backed securities with a commitment to buy similar, but not identical, mortgage-backed securities on a future date at a lower price. Normally, one or both securities involved are TBA mortgage-backed securities. Dollar rolls are subject to interest rate risks and credit risks.

Hybrid Instruments

Hybrid instruments combine elements of two different kinds of securities or financial instruments (such as a derivative contract). Frequently, the value of a hybrid instrument is determined by reference to changes in the value of a Reference Instrument (that is a designated security, commodity, currency, index or other asset or instrument including a derivative contract). The Fund may use hybrid instruments only in connection with permissible investment activities. Depending on the type and terms of the hybrid instrument, its risks may reflect a combination of the risks of investing in the Reference Instrument with the risks of investing in other securities, currencies and derivative contracts. Thus, an investment in a hybrid instrument may entail significant risks in addition to those associated with traditional investments or the Reference Instrument. Hybrid instruments are also potentially more volatile than traditional securities or the Reference Instrument. Moreover, depending on the structure of the particular hybrid, it may expose the Fund to leverage risks or carry liquidity risks.

Securities Lending

A Fund may lend portfolio securities to borrowers that the Adviser deems creditworthy. In return, a Fund receives cash or liquid securities from the borrower as collateral. The borrower must furnish additional collateral if the market value of the loaned securities increases. Also, the borrower must pay the Funds the equivalent of any dividends or interest received on the loaned securities.

The Funds will reinvest cash collateral in securities that qualify as an acceptable investment for the Funds. However, the Funds must pay interest to the borrower for the use of cash collateral.

Loans are subject to termination at the option of the Funds or the borrower. The Funds will not have the right to vote on securities while they are on loan, but it will terminate a loan in anticipation of any important vote. The Funds may pay administrative and custodial fees in connection with a loan and may pay a negotiated portion of the interest earned on the cash collateral to a securities lending agent or broker.

Securities lending activities are subject to interest rate risks and credit risks. These transactions create leverage risks.

Asset Segregation

Should the Funds engage in any transactions with respect to derivatives that create a future payment obligation of a Fund, the Fund will comply with all rules and regulations of the Investment Company Act of 1940 (the “1940 Act”) with regard to asset segregation. Such rules and regulations may require the Fund to set aside cash or readily marketable securities equal to its future net payment obligation.

OTHER INVESTMENT COMPANIES

The Funds may invest its assets in securities of other investment companies, including the securities of money market funds, as an efficient means of implementing its investment strategies and/or managing its uninvested cash. These other investment companies are managed independently of the Fund and incur additional fees and/or expenses which would, therefore, be borne indirectly by the Fund in connection with these investments. However, the Adviser believes that the benefits and efficiencies of this approach should outweigh the potential additional fees and/or expenses. The Fund may invest in money market securities directly.

Certain of the Funds may also invest in exchange traded funds (ETF). As with traditional mutual funds, ETFs charge asset-based fees, although these fees tend to be relatively low. ETFs are generally traded on a stock exchange. ETFs do not charge initial sales charges or redemption fees and investors pay only customary brokerage commissions to buy and sell ETF shares.

HEDGING

Hedging transactions are intended to reduce specific risks. To protect the Fund against circumstances that would normally cause the Fund's portfolio securities to decline in value, the Fund may be allowed to buy or sell a derivative contract that would normally increase in value under the same circumstances. The Funds may also attempt to hedge by using combinations of different derivative contracts, or derivative contracts and securities. The Fund's ability to hedge may be limited by the costs of the derivative contracts. The Funds may attempt to lower the cost of hedging by entering into transactions that provide only limited protection, including transactions that (1) hedge only a portion of its portfolio, (2) use derivative contracts that cover a narrow range of circumstances or (3) involve the sale of derivative contracts with different terms. Consequently, hedging transactions will not eliminate risk even if they work as intended. In addition, hedging strategies are not always successful, and could result in increased expenses and losses to the Fund.

INVESTMENT RATINGS FOR INVESTMENT-GRADE SECURITIES

The Adviser will determine whether a security is investment-grade based upon the credit ratings given by one or more nationally recognized statistical rating services (NRSRO). For example, Standard and Poor's, a rating service, assigns ratings to investment-grade securities (AAA, AA, A, and BBB) based on their assessment of the likelihood of the issuer's inability to pay interest or principal (default) when due on each security. Lower credit ratings correspond to higher credit risk. If a security has not received a rating, a Fund must rely entirely upon the Adviser's credit assessment that the security is comparable to investment-grade. See the Appendix for the rating agency definitions.

INVESTMENT RISKS

There are many factors which may affect an investment in the Funds. The Funds' principal risks are described in its prospectus. Additional risk factors are outlined below.

Risks	Small Company Growth Fund	Growth Fund	Balanced Fund	Government Bond Fund	West Virginia Municipal Bond Fund	Tactical Opportunity Fund
Active Management Risk	X	X	X	X	X	X
Interest Rate Risks	X	X	X	X	X	X
Credit Risks	X	X	X	X	X	X
Call Risks			X	X	X	X
Commodity Risk						X
Leverage Risks	X	X	X	X	X	X
Risks Related to Company Size	X	X	X			X
Risks of Foreign Investing	X	X	X	X		X

Currency Risks	X	X	X	X		X
Risks of Investing in Derivative Contracts and Hybrid Instruments	X	X	X	X	X	X
Liquidity Risks	X	X	X	X	X	X
Exchange-Traded Funds Risks	X	X	X	X	X	X
Tax Risks			X	X	X	
West Virginia Risks					X	

Active Management Risks

- The Fund portfolios are actively managed by portfolio managers and portfolio investment decisions may be biased or affected by non-market related factors, for example choosing to overweight a sector that subsequently underperforms.

Interest Rate Risks

- Prices of fixed-income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise, prices of fixed-income securities fall. The opposite is true when interest rates decline.
- Interest rate changes have a greater effect on the price of fixed-income securities with longer durations. Duration measures the price sensitivity of a fixed-income security to changes in interest rates.

Credit Risks

- Credit risk is the possibility that an issuer will default on a security by failing to pay interest or principal when due. If an issuer defaults, a Fund will lose money.
- Many fixed-income securities receive credit ratings from services such as Standard & Poor's and Moody's Investors Service. These services assign ratings to securities by assessing the likelihood of issuer default. Lower credit ratings correspond to higher credit risk. If a security has not received a rating, a Fund must rely entirely upon the Adviser's credit assessment.
- Fixed-income securities generally compensate for greater credit risk by paying interest at a higher rate. The difference between the yield of a security and the yield of a U.S. Treasury security with a comparable maturity (the spread) measures the additional interest paid for risk. Spreads may increase generally in response to adverse economic or market conditions. A security's spread may also increase if the security's rating is lowered, or the security is perceived to have an increased credit risk. An increase in the spread will cause the price of the security to decline.
- Credit risk includes the possibility that a party to a transaction, such as a derivative transaction, involving a Fund will fail to meet its obligations. This could cause a Fund to lose the benefit of the transaction or prevent a Fund from selling or buying other securities to implement its investment strategy.

Call Risks

- Call risk is the possibility that an issuer may redeem a fixed-income security before maturity (a call) at a price below its current market price. An increase in the likelihood of a call may reduce the security's price.
- If a fixed-income security is called, a Fund may have to reinvest the proceeds in other fixed-income securities with lower interest rates, higher credit risks, or other less favorable characteristics.

Commodity Risk

- Because the Fund may invest in instruments (including ETFs) whose performance is linked to the price of an underlying commodity (including precious metals such as gold) or commodity index, the Fund may be subject to the risks of investing in physical commodities. These types of risks include regulatory, economic and political developments, weather events and natural disasters, pestilence, market disruptions, and the fact that commodity prices may have greater volatility than investments in traditional securities.

- The Fund's investment in commodities could cause the Fund to fail to qualify as a regulated investment company (RIC) under Subchapter M of the Internal Revenue Code. It is the intent of the Fund to maintain its RIC status, and as such, the Fund will seek to manage its investment in commodities in an effort to continue to qualify as a RIC. However, there are no assurances it will be successful in doing so.

Leverage Risks

- Leverage risk is created when an investment, which includes, for example, an investment in a derivative contract, exposes the Fund to a level of risk that exceeds the amount invested. Changes in the value of such an investment magnify the Fund's risk of loss and potential for gain.

Risks Related to Company Size

- Generally, the smaller the market capitalization of a company, the fewer the number of shares traded daily, the less liquid its stock and the more volatile its price. Market capitalization is determined by multiplying the number of its outstanding shares by the current market price per share.
- Companies with smaller market capitalizations also tend to have unproven track records, a limited product or service base, and limited access to capital. These factors also increase risks and make these companies more likely to fail than larger, well capitalized companies.

Risks of Foreign Investing

- Foreign securities pose additional risks because foreign economic or political conditions may be less favorable than those of the United States. Securities in foreign markets may also be subject to taxation policies that reduce returns for U.S. investors.
- Foreign companies may not provide information (including financial statements) as frequently or to as great an extent as companies in the United States. Foreign companies may also receive less coverage than United States companies by market analysts and the financial press. In addition, foreign countries may lack uniform accounting, auditing and financial reporting standards or regulatory requirements comparable to those applicable to U.S. companies. These factors may prevent a Fund and its Adviser from obtaining information concerning foreign companies that is as frequent, extensive, and reliable as the information available concerning companies in the United States.
- Foreign countries may have restrictions on foreign ownership of securities or may impose exchange controls, capital flow restrictions or repatriation restrictions which could adversely affect the liquidity of a Fund's investments.

Currency Risks

- Exchange rates for currencies fluctuate daily. The combination of currency risk and market risk tends to make securities traded in foreign markets more volatile than securities traded exclusively in the U.S.
- The Adviser attempts to manage currency risk by limiting the amount a Fund invests in securities denominated in a particular currency. However, diversification will not protect a Fund against a general increase in the value of the U.S. dollar relative to other currencies.

Risks of Investing in Derivative Contracts and Hybrid Instruments

- The Funds' exposure to derivative contracts and hybrid instruments, either directly or indirectly through another investment company, may involve risks different from or possibly greater than the risk associated with investing directly in a security instead of the derivative. Risks include: 1) the value of the derivative may not correlate with the value of the underlying security or may correlate inversely; 2) any potential risk reduction may be offset with gain limitations; 3) derivatives may be difficult to price, thus involving additional payments by the Funds; 4) possible adverse tax consequences; 5) possible unforeseen redemption request by a derivative counter party increasing possible portfolio losses or costs, or preventing a Fund from implementing its investment strategy; and 6) other risks, such as but not limited to, stock market, interest rate, credit, currency, liquidity, and leverage risks.

Liquidity Risks

- Trading opportunities are more limited for fixed-income securities that have not received any credit ratings, have received ratings below investment-grade, have CMOs with complex terms, or are not widely held.
- These features may make it more difficult to sell or buy a security at a favorable price or time. Consequently, the Funds may have to accept a lower price to sell a security, sell other securities to raise cash, or give up an investment opportunity, any of which could have a negative effect on a Fund's performance. Infrequent trading of securities may also lead to an increase in their price volatility.
- Liquidity risk also refers to the possibility that a Fund may not be able to sell a security or close out a derivative contract when it wants to. If this happens, a Fund will be required to continue to hold the security or keep the position open, and the Fund could incur losses.
- OTC derivative contracts generally carry greater liquidity risk than exchange-traded contracts. This risk may be increased in times of financial stress, if the trading market for OTC derivative contracts becomes restricted.

Exchange-Traded Funds (ETF) Risks

- An investment in an ETF generally presents the same primary risks as an investment in a conventional fund (i.e., one that is not exchange traded) that has the same investment objectives, strategies, and policies. The price of an ETF can fluctuate up or down, and the Fund could lose money investing in an ETF if the prices of the securities owned by the ETF go down. In addition, ETFs may be subject to the following risks that do not apply to conventional funds: (i) the market price of an ETF's shares may trade above or below their net asset value; (ii) an active trading market for an ETF's shares may not develop or be maintained; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally.

West Virginia Investment Risks

Because it is invested primarily in securities issued by the State of West Virginia, its local governments and their agencies, the West Virginia Municipal Bond Fund is subject to the risks of West Virginia's economy and the financial conditions of the state and local government and agencies.

In 2016, West Virginia had approximately 1,815,857 citizens, a 2.0% decrease from 1,853,006 in 2010, compared to a 5.5 % increase nationally. The 65+ age group made up 18.8% of the state's population in 2016, making it the third oldest in the nation behind Florida and Maine. In 2016, of the state's citizens over 25 years old, 85.3% had completed high school or an equivalency program, and 19.6% had obtained bachelor degrees, compared to national figures of 87% and 30.3%, respectively. The state's median household income in 2016 was $42,644, compared to a national median household income of $55,322. Nationally, West Virginia ranks ahead of Arkansas and Mississippi for median household income.

In 2016, West Virginia ranked second in the nation in coal production, and its coal was mined across the state. The state collected $321 million in severance taxes for the fiscal year 2017 (up from $276.4 million collected during the fiscal year 2016). It is estimated that for fiscal years 2018 and 2019, West Virginia will collect $361 million and $361.7 million, respectively, in severance taxes. West Virginia's coal production fell roughly 16% in 2016. The state is one of the largest producers of oil and natural gas east of the Mississippi River. In 2016, West Virginia ranked 9th nationally in natural gas production. Natural gas production in 2016 was more than 1.4 trillion cubic feet, and oil production in 2016 was over 8 million barrels, a significant rise from 2.5 million in 2012. As of October 2017, West Virginia ranked 15th nationally in oil production. Lower natural gas prices have more than offset an increase in the state's natural gas production, resulting in lower natural gas severance tax receipts as well. West Virginia historically maintains a surplus of power, generating more electricity than it consumes. West Virginia remains a net supplier of electricity to the regional grid, ranking 22nd in net electrical generation in October 2017. West Virginia produces nearly 4.7% of the nation's total energy, and ranks 10th in total energy consumption per capita in 2015.

West Virginia is an energy state due to its abundant natural resources and business climate for energy-related companies. When economically feasible, the natural gas industry has potential for growth resulting from increased industry interest in the Marcellus Shale, a deep natural gas play running from southwestern New York through western Pennsylvania, north central West Virginia and parts of Ohio, made more accessible in recent years due to the development of enhanced drilling technologies. Current crude oil prices have reduced the cost for traditional sources of energy and, consequently, reduced the profitability of natural gas sourced from hydraulic fracturing, the primary method for extracting natural gas in the Marcellus Shale. While the state has seen job growth from natural gas extraction, such growth has slowed as a result of low gas prices. The coal industry faces regulatory risks related to concerns about climate change and water quality. Additionally, the coal industry currently faces production challenges stemming from judicial interpretations of existing laws and scientific contentions regarding the toxicity of previously thought benign materials. In particular, the industry is facing the prospect of increased restrictions on surface mining techniques that are intended to protect water quality. Concerns about climate change have translated into efforts to pass cap-and-trade legislation designed to reduce carbon emissions. As a result, West Virginia has seen lower levels of coal production and reduction in jobs and income growth over the past few years. While production for the state as a whole declined in that time period, coal production in West Virginia rebounded in the first two quarters of 2017, resulting in a more than 21% production increase from 2016. According to the West Virginia University Bureau of Business and Economic Research, coal production is forecasted to decline slightly over the next few quarters, but production levels will soon flatten and remain moderately stable for the next few years.

West Virginia's forest products industry employs approximately 30,000 persons and contributes $3.2 billion, directly and indirectly, to the state's economy. West Virginia has 20,600 primarily family-owned and operated farms, leading the nation in its percentage of family-owned farms at just over 95%. In 2016, the state ranked 9th in apple production, 15th in peach production, 14th in turkey production, and 10th for trout production nationally.

The state's economic base also includes technology-based businesses, including a growing number of companies operating in aerospace, biometrics, biotechnology, chemical and polymers, and information technology. The state is also dependent on governmental, health and similar service industries; in many rural counties in the state, the area hospital and the local school board are the primary employers. Tourism is a significant industry in the state, a major portion of which is represented by outdoor-related recreational opportunities including hunting, fishing, state parks and forests, wildlife viewing, whitewater rafting, climbing, and recreational boating. Hotel occupancy and room demand figures available for 2016 indicate a solid year for the state's tourism industry. In 2016, it is estimated that $4.1 billion was spent in West Virginia on travel and hospitality, resulting in employment of approximately 45,000 people earning a combined estimate of $1.1 billion dollars.

Between early-2012 and late-2016, the state of West Virginia saw a decline in employment of nearly 26,000 jobs. However, the total employment increased during the first two quarters of 2017, and the unemployment rate in the state decreased from 5.8% in December 2016 to 5.5% in December 2017. The state’s unemployment rate as of December 2017 was 5.5%, which is higher than the national average of 4.1%. Personal income in West Virginia increased 0.2% from 2015 to 2016, compared to the national change of 1.6%.

Of the total wages in West Virginia in 2016, manufacturing accounted for 9.2%, natural resources and mining accounted for 5.3%, construction accounted for 5.5%, trade, transportation and utilities accounted for 16.6%, professional and business services accounted for 10.4%, financial activities accounted for 4.1%, leisure and hospitality accounted for 4.4%, education and health services accounted for 18.6%, total government accounted for 21.9%, information accounted for 1.7 %, and other services accounted for 2.1%.

According to the West Virginia University Bureau of Business and Economic Research, the forecast for the state calls for employment growth over the next five years, ending in 2022, at a rate of 0.7%, compared to the forecasted average rate of 0.9% employment growth for the United States. The state’s unemployment rate was 5.3% as of December 2017. The service producing sector, led by professional and business services, are expected to produce stronger gains related to the increase hiring of contract labor by the coal and natural gas industries.

Generally, the state continues to work toward diversification of its economy and improvement of its roads and other infrastructure. Both efforts have yielded some success in recent years. The West Virginia Development Office is responsible for strengthening current industries and recruiting new industries to the state. Such target industries include energy and environmental technology, shared services and biotechnology and information technology, which have established a strong presence in the north-central portion of the state. Through the efforts of the Development Office, the state attracted the placement of a Macy’s fulfillment center in Berkeley County which created 1,100 permanent jobs plus an estimated 2,000 seasonal jobs. In 2013, the Development Office was able to attract additional commercial and industrial projects, including the expansion of Allevard Sogefi’s and Gestamp’s manufacturing operations in West Virginia, which have created over 500 new jobs. In 2015, Proctor & Gamble announced the construction of a manufacturing facility in Berkeley County, which will bring an estimated 1,000 construction jobs and 700 permanent jobs for skilled workers by the end of 2019.

West Virginia has focused considerable efforts on infrastructure, including roads, schools, water and sewer. For fiscal year 2017, the West Virginia Department of Transportation budgeted approximately $100 million for the construction of interstates and approximately $369 million for road maintenance. During fiscal year 2017, the West Virginia Water Development Authority closed 60 loans and grants, totaling $115 million to communities for water, wastewater and economic development projects. Since 1990, the state has issued over $1 billion in bonds for school buildings and improvements, higher education improvements and for economic development, to be repaid from lottery proceeds. Prior to the passage of a bill during the 2017 legislative session increasing the amount of Surface Transportation Improvements Special Obligation Notes (GARVEEs) for interstate and highway construction that may be outstanding from $200 million to $500 million, the state had issued over $230 million in federal GARVEEs for highway construction in West Virginia, of which over $185 million has been repaid and about $45 million remain outstanding as of January 1, 2018. In October 2017, West Virginia voters approved a $1.6 billion general obligation bond to provide funding for new construction and road improvements in the state.

West Virginia made tax reductions in the past decade through state legislative action or by incorporation of federal law include income deductions for bonus depreciation, including the elimination of the sales tax on food, and a reduction in the Corporation Net Income Tax rate to 6.5%. Furthermore, in 2015, West Virginia eliminated its Business Franchise Tax and implemented an indexed family tax credit based upon family size and federal poverty guidelines to eliminate the Personal Income Tax on families with income below the federal poverty guideline. In 2003, the Legislature enacted changes to the workers' compensation and medical professional liability laws in order to alleviate the strain that these two matters place on the state's economy. On January 1, 2006, the state workers’ compensation program became a privatized entity, BrickStreet Mutual Insurance Co. Moreover, in July 2008, the State opened up the workers' compensation market for full competition with other insurance carriers. The state's liabilities stemming from the government workers' compensation program were reduced to approximately $29 million as of June 30, 2017, and are projected to be fully actuarially funded in the next few years.

West Virginia has seen declining general revenue collections. Personal income tax revenue and consumer sales and use tax revenue have remained sluggish for the past four fiscal years. Personal income taxes provided $1.84 billion in revenue for fiscal year 2015, $1.8 billion for fiscal year 2016, and $1.84 billion for fiscal year 2017. The consumer sales and use taxes provided $1.253 billion for fiscal year 2015, $1.231 billion for fiscal year 2016, and $1.31 billion for fiscal year 2017. For fiscal year 2017, approximately 37.1% of the total revenues came from personal income taxes, consumer sales and use taxes, business taxes, and transportation taxes. Property tax revenue collection, which primarily funds local government, has slowly grown from approximately $6 million in 2010-2011 to $7.2 million in 2016-2017. Severance tax revenue collections have dropped due to the decline in coal and natural gas extraction in West Virginia. A decrease in coal severance tax collections has been linked to changes in the market and regulatory changes. Lottery revenues have decreased due to increased competition from surrounding states, such as the opening of casinos in Maryland, Ohio, and Pennsylvania. West Virginia gross lottery revenues declined $57.1 million or 5.0% from 2016 to 2017. The general revenue budget totaled approximately $4.321 billion for fiscal year 2016, $4.327 billion for fiscal year 2017, and $4.379 billion for fiscal year 2018.

West Virginia's main expenditures are education and social services. For fiscal year 2015, West Virginia spent $11,359 per pupil for kindergarten through high school from state funds, compared to the national average of $11,392 per student. Since expanding Medicaid in January 2014, Medicaid enrollment grew by 62% in West Virginia as of June 2016. West Virginia Medicaid enrollment grew by 201,555 enrollees—a West Virginia uninsured population decreased from 14% in 2013 to 5.3% in 2016, now falling well below the national average. To address a budget shortfall and declining revenues, during the first special session in 2016, the West Virginia Legislature passed a bill to increase the excise tax on cigarettes and wholesale excise taxes on other tobacco products, which generated approximately $93 million in new revenue.

The West Virginia Legislature has two Rainy Day Funds, which are each maintained in the West Virginia Treasury, to enable the State to address temporary revenue shortfalls or unforeseen expenses. The first fund, the Revenue Shortfall Reserve Fund, had a balance of approximately $208.5 million as of November 30, 2017 (down from $555.7 million as of December 31, 2013). The second fund, the Revenue Shortfall Reserve Fund - Part B, which was created to replace the West Virginia Tobacco Settlement Medical Trust Fund, had a balance of approximately $437.8 million as of November 30, 2017 (up from $362.5 million as of December 31, 2013). On June 16, 2017, the West Virginia Legislature approved the 2018 fiscal year budget, which uses no Rainy Day funding. In addition, the State Legislature has developed and is complying with a 40-year plan to eliminate the unfunded liability of certain state pension funds. On June 26, 2007, the state closed the sale of $911,141,502.60 of Tobacco Settlement Asset-Backed Bonds, Series 2007. The proceeds of the bonds were used, among other things, to pare down the long-term debt in the state Teachers' Retirement System, which as of the end of fiscal year 2017 was funded at 66.9%, with an unfunded liability of $3.5 billion. The state's other major pension plan, the Public Employees' Retirement System, was 91.3% funded at the end of fiscal year 2017, with an unfunded liability of approximately $587.8 million. In December 2011, the state's PEIA Board voted to cap retiree health insurance subsidy increases of no more than 3% per year. Based on West Virginia Retirement Health Benefit Trust report, the fiscal year 2017 per member monthly subsidy is capped at $523.51 for non-Medicare coverage and $240.31 for Medicare coverage. The action by the PEIA Board and legislation enacted in 2012 dedicating certain tax revenues to pay down OPEB liability is expected to reduce the state's OPEB $5 billion liability by 2036. As of fiscal year 2017, the Comprehensive Annual Financial Report reported a State Net OPEB Obligation of $1.9 billion.

FUNDAMENTAL INVESTMENT OBJECTIVES AND POLICIES

- **WesMark Small Company Growth Fund** seeks capital appreciation.
- **WesMark Growth Fund** seeks capital appreciation.
- **WesMark Balanced Fund** seeks capital appreciation and income.
- **WesMark Government Bond Fund** seeks high current income consistent with preservation of capital.
- **WesMark West Virginia Municipal Bond Fund** seeks current income which is exempt from federal income tax and the income taxes imposed by the State of West Virginia.
- **WesMark Tactical Opportunity Fund** seeks capital appreciation.

As a matter of fundamental policy, the WesMark West Virginia Municipal Bond Fund will invest its assets so that, under normal circumstances, at least 80% of its net assets are invested in obligations, the interest income from which is exempt from federal income tax and income taxes imposed by the State of West Virginia. For the purposes of this policy, the tax-free interest must not be a preference item for purposes of computing alternative minimum tax (AMT).

INVESTMENT LIMITATIONS

Borrowing Money and Issuing Senior Securities

The Funds may borrow money, directly or indirectly, and issue senior securities to the maximum extent permitted under the 1940 Act.

Diversification of Investments

With respect to securities comprising 75% of the value of their total assets, the Growth Fund, Balanced Fund, Government Bond Fund and Small Company Growth Fund will not purchase securities of any one issuer (other than cash; cash items; securities issued or guaranteed by the government of the United States or its agencies or instrumentalities and repurchase agreements collateralized by such U.S. government securities; and securities of other investment companies) if, as a result, more than 5% of the value of each Fund's total assets would be invested in the securities of that issuer, or each Fund would own more than 10% of the outstanding voting securities of that issuer.

Underwriting

The Funds may not underwrite the securities of other issuers, except that the Funds may engage in transactions involving the acquisition, disposition or resale of its portfolio securities, under circumstances where they may be considered to be an underwriter under the Securities Act of 1933.

Investing in Real Estate

The Funds may not purchase or sell real estate, provided that this restriction does not prevent the Funds from investing in issuers which invest, deal, or otherwise engage in transactions in real estate or interests therein, or investing in securities that are secured by real estate or interests therein. The Funds may exercise their rights under agreements relating to such securities, including the right to enforce security interests and to hold real estate acquired by reason of such enforcement until that real estate can be liquidated in an orderly manner.

Investing in Commodities

The Funds may not purchase or sell physical commodities, provided that the Funds may purchase securities of companies that deal in commodities.

Tactical Opportunity Fund Only: The Fund may invest in commodities to the maximum extent permitted under the Investment Company Act of 1940.

Lending Cash or Securities
The Funds may not make loans, provided that this restriction does not prevent the Funds from purchasing debt obligations, entering into repurchase agreements, lending its assets to broker/dealers or institutional investors, and investing in loans, including assignments and participation interests.

Concentration of Investments
The Funds will not make investments that will result in the concentration of their investments in the securities of issuers primarily engaged in the same industry. Government securities, municipal securities and bank instruments will not be deemed to constitute an industry. The investment of more than 25% of the value of the Fund’s total assets in any one industry will constitute a concentration.

The above investment limitations cannot be changed unless authorized by the Board of Trustees (Board) and by the “vote of a majority of its outstanding voting securities,” as defined by the 1940 Act. The following investment limitations, however, may be changed by the Board without shareholder approval. Shareholders will be notified before any material change in these limitations becomes effective.

Buying on Margin
The Funds will not purchase securities on margin, provided that the Funds may obtain short-term credits necessary for the clearance of purchases and sales of securities, and further provided that the Funds may make margin deposits in connection with their use of financial options and futures, forward and spot currency contracts, swap transactions, and other financial contracts or derivative instruments.

Pledging Assets
The Funds will not mortgage, pledge, or hypothecate any of their assets, provided that this shall not apply to the transfer of securities in connection with any permissible borrowing or to collateral arrangements in connection with permissible activities.

Investing in Illiquid Securities
The Funds will not purchase securities for which there is no readily available market, or enter into repurchase agreements or purchase time deposits maturing in more than seven days, if immediately after and as a result, the value of such securities would exceed, in the aggregate, 15% of each Fund’s net assets.

Writing Covered Call Options and Purchasing Put Options
The Fund's will not write call options on securities unless the securities are held in the Fund's portfolio or unless the Fund is entitled to them in deliverable form without further payment or after segregating cash in the amount of any further payment. The Funds will not purchase put options on securities unless the securities are held in the Fund's portfolio.

Except with respect to borrowing money, if a percentage limitation is adhered to at the time of investment, a later increase or decrease in percentage resulting from any change in value, or net assets will not result in a violation of such restriction.

Concentration Policy
As a matter of non-fundamental policy, for purposes of concentration policy, (a) utility companies will be divided according to their services (for example, gas, gas transmission, electric and telephone will be considered separate industries); (b) financial service companies will be classified according to the end users of their services (for example, automobile finance, bank finance and diversified finance will each be considered a separate industry); and (c) asset-backed securities will be classified according to the underlying assets securing such securities. To conform to the current view of the Securities & Exchange Commission (“SEC”) staff that only domestic bank instruments may be excluded from industry concentration limitations, as a matter of non-fundamental policy, the Funds will not exclude foreign bank instruments from industry concentration limitation tests so long as the policy of the SEC remains in

effect. In addition, investments in bank instruments, and investments in certain industrial development bonds funded by activities in a single industry, will be deemed to constitute investment in an industry, except when held for temporary defensive purposes. The investment of more than 25% of the value of each Fund's total assets in any one industry will constitute a concentration.

As a matter of non-fundamental policy, for purposes of the commodities policy, investments in transactions involving futures contracts and options, forward currency contracts, swap transactions, and other financial contracts that settle by payment of cash, are not deemed to be investments in commodities. Additionally, the 1940 Act does not directly limit a Fund's investment in commodities. However, the 1940 Act does require a fund to either hold itself out as being engaged primarily in the business of investing, reinvesting, or trading in securities, or own or propose to acquire investment securities having a value exceeding 40% of the value of such funds total assets (exclusive of Government securities and cash items).

For purposes of its policies and limitations, the Funds consider certificates of deposit and demand and time deposits issued by a U.S. branch of a domestic bank or savings association having capital, surplus, and undivided profits in excess of $100,000,000 at the time of investment to be "cash items" and "bank instruments".

TEMPORARY DEFENSIVE POSITION

The Funds may temporarily depart from their principal investment strategies by investing their assets in shorter-term debt securities and similar obligations or holding cash. The Funds may do this in response to unusual circumstances, such as: adverse market, economic, or other conditions (for example, to help avoid potential losses, or during periods when there is a shortage of appropriate securities); to maintain liquidity to meet shareholder redemptions; or to accommodate cash inflows. It is possible that such investments could affect the Funds' investment returns and/or the ability to achieve the Funds' investment objectives.

PORTFOLIO TURNOVER

Portfolio turnover is a factor of a Fund's investment adviser's reaction to financial market conditions, expectations concerning the economy, factors within the various sectors of the stock market, and changing asset flows from new subscriptions and redemptions.

WHAT DO SHARES COST?

Each Fund's net asset value (NAV) per Share fluctuates and is based on the market value of all securities and other assets of each Fund. A Share's NAV is determined as of the end of regular trading on the NYSE (normally 4:00 p.m. Eastern time) each day the NYSE is open. The Fund calculates the NAV by valuing its assets, subtracting its liabilities, and dividing the balance by the number of Shares outstanding. The NAV is calculated to the nearest whole cent per Share.

DETERMINING MARKET VALUE OF SECURITIES

Market values of each Fund's portfolio securities are determined as follows:

- for equity securities, according to the last sale price in the market in which they are primarily traded (either a national securities exchange or the over-the-counter market), if available;
- in the absence of recorded sales for equity securities, according to the mean between the last closing bid and asked prices;
- futures contracts and options are generally valued at market values established by the exchanges on which they are traded at the close of trading on such exchanges. Options traded in the over-

the-counter (OTC) market are generally valued according to the mean between the last bid and the last asked price for the option as provided by an investment dealer or other financial institution that deals in the option. The Board may determine in good faith that another method of valuing such investments is necessary to appraise their fair market value;

- OTC derivative contracts are fair valued using price evaluations provided by various pricing services approved by the Board. The methods used by pricing services to determine such price evaluations are described below. If a price evaluation is not readily available, such derivative contracts are fair valued based upon price evaluations from one or more dealers or using a recognized pricing model for the contract;
- for fixed income securities, according to the mean between bid and asked prices as furnished by an independent pricing service, except that fixed income securities with remaining maturities of less than 60 days at the time of purchase may be valued at amortized cost;
- shares of other mutual funds are valued based upon their reported NAVs. The prospectuses for these mutual funds explain the circumstances under which they will use fair value pricing and the effects of using fair value pricing; and
- for all other securities at fair value as determined in accordance with procedures established by and under the general supervision of the Board.

Prices provided by independent pricing services may be determined without relying exclusively on quoted prices and may consider institutional trading in similar groups of securities, yield, quality, stability, risk, coupon rate, maturity, type of issue, trading characteristics, and other market data or factors. From time to time, when prices cannot be obtained from an independent pricing service, securities may be valued based on quotes from broker-dealers or other financial institutions that trade the securities.

Non-investment assets and liabilities are valued in accordance with Generally Accepted Accounting Principles (GAAP). The NAV calculation includes expenses, dividend income, interest income and other income through the date of the calculation. Changes in holdings of investments and in the number of outstanding Shares are included in the calculation not later than the first business day following such change. Any assets or liabilities denominated in foreign currencies are converted into U.S. dollars using an exchange rate obtained from one or more currency dealers.

The Funds follow procedures that are common in the mutual fund industry regarding errors made in the calculation of its NAV. This means that, generally, the Fund will not correct errors of less than one cent per Share or errors that did not result in net dilution to the Fund.

Where a last sale price or market quotation for a portfolio security is not readily available, and no independent pricing service furnishes a price, the value of the security used in computing NAV is its fair value as determined in good faith under procedures approved by the Funds' Board. The Funds may use the fair value of a security to calculate its NAV when, for example, (1) a portfolio security is not traded in a public market or the principal market in which the security trades is closed, (2) trading in a portfolio security is suspended and not resumed prior to the normal market close, (3) a portfolio security is not traded in significant volume for a substantial period, or (4) the Funds' Adviser determines that the quotation or price for a portfolio security provided by a dealer or independent pricing service is inaccurate.

Fair valuation procedures are also used where a significant event affecting the value of a portfolio security is determined to have occurred between the time as of which the price of the portfolio security is determined and the NYSE closing time as of which a Fund's NAV is computed. An event is considered significant if there is both an affirmative expectation that the security's value will change in response to the event and a reasonable basis for quantifying the resulting change in value. Significant events include significant general securities market movements occurring between the time as of which the price of the portfolio security is determined and the close of trading on the NYSE. For domestic fixed-income securities, such events may occur where the cut-off time for the market information used by the independent pricing service is earlier than the end of regular trading on the NYSE. In such cases, use of fair valuation can reduce an investor's ability to seek to profit by estimating a Fund's NAV in advance of the time as of which NAV is calculated.

In some cases, events affecting the issuer of a portfolio security may be considered significant events. Announcements concerning earnings, acquisitions, new products, management changes, litigation developments, a strike or natural disaster affecting the company's operations or regulatory changes or market developments affecting the issuer's industry occurring between the time as of which the price of the portfolio security is determined and the close of trading on the NYSE are examples of potentially significant events. There can be no assurance that the Fund could purchase or sell a portfolio security at the price used to calculate the Fund's NAV. In the case of fair valued portfolio securities, lack of information and uncertainty as to the significance of information may lead to a conclusion that a prior valuation is the best indication of a portfolio security's present value. Fair valuations generally remain unchanged until new information becomes available. Consequently, changes in the fair valuation of portfolio securities may be less frequent and of greater magnitude than changes in the price of portfolio securities valued at their last sale price, by an independent pricing service, or based on market quotations.

Trading in Foreign Securities
Trading in foreign securities may be completed at times which vary from the closing of the New York Stock Exchange (NYSE). In computing its NAV, a Fund values foreign securities at the latest closing price on the exchange on which they are traded immediately prior to the closing of the NYSE. Certain foreign currency exchange rates may also be determined at the latest rate prior to the closing of the NYSE. Foreign securities quoted in foreign currencies are translated into U.S. dollars at current rates. Occasionally, events that affect these values and exchange rates may occur between the times at which they are determined and the closing of the NYSE. If such events materially affect the value of portfolio securities, these securities may be valued at their fair value as determined in good faith by a Fund's Board, although the actual calculation may be done by others.

HOW ARE THE FUNDS SOLD?

Under the Distributor's contract with the Funds, the Distributor offers Shares on a continuous, best-efforts basis.

SERVICE FEES

The Funds may pay fees not to exceed 0.25% of average daily net assets (Service Fees) to investment professionals or WesBanco Bank, Inc., for providing certain non-distribution-related services to shareholders. These shareholder services can include, but are not limited to: (i) responding to customer inquiries regarding, among other things, share prices, account balances, dividend amounts and dividend payment dates; (ii) processing transactions including purchase, redemptions, and exchanges; (iii) establishing new customer accounts; (iv) maintaining separate accounts and records with respect to the Funds for each underlying customer; (v) reconciling amounts posted to each applicable customer account with the amount recorded for the account on the applicable Fund's records; (vi) providing, upon request or pursuant to a schedule agreed to between the parties, a summary of the number of underlying customer accounts by Fund maintained by intermediary in connection with the applicable shareholder services agreement; (vii) maintaining files, i.e., processing change of addresses, adding/changing wiring instructions or systematic investment/withdrawal plans; (viii) Maintaining and distributing current copies of prospectuses, shareholder reports, proxy statements and other required communications to current shareholders; (ix) responding to customer questions about the Funds and/or Classes; (x) preparing and transmitting to customers periodic consolidated account statements; (xi) distributing to customers dividends, capital gains or other payments authorized by each Fund; and (xii) providing other administrative services that the Funds reasonably may request, to the extent permitted by applicable statute, rule, or regulation.

RECORDKEEPING FEES

The Fund may pay Recordkeeping Fees on an average net assets basis or on a per account per year basis to financial intermediaries for providing recordkeeping services to the Funds and shareholders.

ADDITIONAL PAYMENTS TO FINANCIAL INSTITUTIONS

The Adviser may pay out of its own resources amounts (including items of material value) to certain financial institutions that support the sale of Shares or provide services to Fund shareholders. The amounts of these payments could be significant, and may create an incentive for the financial institution or its employees or associated persons to recommend or sell Shares of the Funds to you. In some cases, such payments may be made by or funded from the resources of companies affiliated with the Adviser. These payments are not reflected in the fees and expenses listed in the fee table section of the Funds' prospectus because they are not paid by the Funds.

These payments are negotiated and may be based on such factors as the number or value of Shares that the financial institution sells or may sell; the value of client assets invested; or the type and nature of services or support furnished by the financial institution. These payments may be in addition to payments made by the Funds to the financial institution under the Service Fees or Recordkeeping arrangement. You can ask your financial institution for information about any payments it receives from the Adviser or the Funds and any services provided.

PURCHASES IN-KIND

You may contact the Distributor to request a purchase of Shares using securities you own. The Funds reserve the right to determine whether to accept your securities and the minimum market value to accept. The Funds will value your securities in the same manner as it values its assets. An in-kind purchase may be treated as a sale of your securities for federal tax purposes; please consult your tax adviser regarding potential tax liability.

SUBACCOUNTING SERVICES

Certain investment professionals may wish to use the transfer agent's subaccounting system to minimize their internal recordkeeping requirements. The transfer agent may charge a fee based on the level of subaccounting services rendered. Investment professionals holding shares in a fiduciary, agency, custodial, or similar capacity may charge or pass through subaccounting fees as part of or in addition to normal trust or agency account fees. They may also charge fees for other services that may be related to the ownership of shares. This information should, therefore, be read together with any agreement between the customer and the investment professional about the services provided, the fees charged for those services, and any restrictions and limitations imposed.

REDEMPTION IN KIND

Although the Funds intend to pay Share redemptions in cash, they reserve the right, as described below, to pay the redemption price in whole or in part by a distribution of the Funds' portfolio securities. Because the Funds have elected to be governed by Rule 18f-1 under the 1940 Act, the Funds are obligated to pay Share redemptions to any one shareholder in cash only up to the lesser of $250,000 or 1% of the net assets represented by such Share class during any 90-day period.

Any Share redemption payment greater than this amount will also be in cash unless the Funds' Board determines that payment should be in kind. In such a case, the Funds will pay all or a portion of the remainder of the redemption in portfolio securities, valued in the same way as each Fund determines its

NAV. The portfolio securities will be selected in a manner that the Funds' Board deems fair and equitable and, to the extent available, such securities will be readily marketable.

Redemption in kind is not as liquid as a cash redemption. If redemption is made in kind, shareholders receiving the portfolio securities and selling them before their maturity could receive less than the redemption value of the securities and could incur certain transaction costs.

MASSACHUSETTS PARTNERSHIP LAW

Under certain circumstances, shareholders may be held personally liable as partners under Massachusetts law for obligations of the Trust. To protect its shareholders, the Trust has filed legal documents with Massachusetts that expressly disclaim the liability of its shareholders for acts or obligations of the Trust.

In the unlikely event a shareholder is held personally liable for the Trust's obligations, the Trust is required by the Declaration of Trust to use its property to protect or compensate the shareholder. On request, the Trust will defend any claim made and pay any judgment against a shareholder for any act or obligation of the Trust. Therefore, financial loss resulting from liability as a shareholder will occur only if the Trust itself cannot meet its obligations to indemnify shareholders and pay judgments against them.

ACCOUNT AND SHARE INFORMATION

VOTING RIGHTS

Each Share of each Fund gives the shareholder one vote in Trustee elections and other matters submitted to shareholders for vote. All Shares of the Trust have equal voting rights, except that in matters affecting only a particular Fund, only Shares of that Fund are entitled to vote.

Trustees may be removed by the Board or by shareholders at a special meeting of shareholders called by the Board upon the written request of shareholders who own at least 10% of the Trust's outstanding shares of all series entitled to vote.

The following table shows shareholders of record who held 5% or more of a Fund's outstanding shares as of January 31, 2018.

SHAREHOLDER OF RECORD, BENEFICIALLY, OR BOTH
AS OF JANUARY 31, 2018

National Financial Services LLC
FBO Customers of WesBanco Trust and Investment Services
82 Devonshire St., Mail Zone ZE7F
Boston, MA 02109

Fund Name	Shares	% of Outstanding Shares
WesMark Small Company Growth Fund	6,758,899	93.18%
WesMark Growth Fund	15,590,342	89.71%
WesMark Balanced Fund	7,868,008	88.05%
WesMark Government Bond Fund	24,054,543	93.88%
WesMark West Virginia Municipal Bond Fund	10,106,219	91.45%
WesMark Tactical Opportunity Fund	2,652,239	98.86%

Shareholders owning 25% or more of outstanding shares may be in control and be able to affect the outcome of certain matters presented for a vote of shareholders.

WesBanco Trust and Investment Services is a division of WesBanco Bank, Inc. WesBanco Bank, Inc. is a subsidiary of WesBanco, Inc., a bank holding company organized in the state of West Virginia.

TAX INFORMATION

FEDERAL INCOME TAX

The Funds intend to meet the requirements of Subchapter M of the Internal Revenue Code (Code) applicable to regulated investment companies. If these requirements are not met, they will not receive special tax treatment and will be subject to federal corporate income tax.

Each Fund will be treated as a single, separate entity for federal income tax purposes so that income earned and capital gains and losses realized by the Trust's other portfolios will be separate from those realized by the Fund.

A Fund entitled to a loss carry-forward, may reduce the taxable income or gain that a Fund would realize, and to which the shareholder would be subject, in the future.

For taxable years beginning after December 31, 2012, an additional 3.8% Medicare tax will be imposed on certain net investment income (including ordinary dividends and capital gain distributions received from the Fund and net gains from redemptions or other taxable dispositions of Fund shares) of U.S. individuals, estates and trusts to the extent that such person's "modified adjusted gross income" (in the case of an individual) or "adjusted gross income" (in the case of an estate or trust) exceeds a threshold amount.

FOREIGN INVESTMENTS

If the Small Company Growth Fund, Growth Fund, Balanced Fund, Government Bond Fund, or Tactical Opportunity Fund purchase foreign securities, their investment income may be subject to foreign withholding or other taxes that could reduce the return on these securities. Tax treaties between the United States and foreign countries, however, may reduce or eliminate the amount of foreign taxes to which the Funds would be subject. The effective rate of foreign tax cannot be predicted since the amount of Fund assets to be invested within various countries is uncertain. However, the Funds intend to operate so as to qualify for treaty-reduced tax rates when applicable.

Distributions from a Fund may be based on estimates of book income for the year. Book income generally consists solely of the coupon income generated by the portfolio, whereas tax-basis income includes gains or losses attributable to currency fluctuation. Due to differences in the book and tax treatment of fixed-income securities denominated in foreign currencies, it is difficult to project currency effects on an interim basis. Therefore, to the extent that currency fluctuations cannot be anticipated, a portion of distributions to shareholders could later be designated as a return of capital, rather than income, for income tax purposes, which may be of particular concern to simple trusts.

If a Fund invests in the stock of certain foreign corporations, they may constitute Passive Foreign Investment Companies (PFIC), and the Funds may be subject to federal income taxes upon disposition of PFIC investments.

If more than 50% of the value of a Fund's assets at the end of the tax year is represented by stock or securities of foreign corporations, the Fund intends to qualify for certain Code stipulations that would allow shareholders to claim a foreign tax credit or deduction on their U.S. income tax returns. The Code may limit a shareholder's ability to claim a foreign tax credit. Shareholders who elect to deduct their portion of a Fund's foreign taxes rather than take the foreign tax credit must itemize deductions on their income tax returns.

WEST VIRGINIA TAXES

Under existing West Virginia laws, distributions made by the West Virginia Municipal Bond Fund will not be subject to the West Virginia personal income tax to the extent that such distributions qualify as exempt under the Internal Revenue Code of 1986, as amended, and represent (i) interest income from obligations of the United States and its possessions; or (ii) interest or dividend income from obligations of any authority, commission or instrumentality of the United States or the State of West Virginia exempt from state income taxes under the laws of the United States or of the State of West Virginia. For purposes of the West Virginia corporate income tax, a special formula is used to compute the extent to which Fund distributions are exempt.

Intangible personal property such as the Fund shares should be exempt from West Virginia personal property taxes pursuant to W. Va. Code § 11-1C-1b.

COST BASIS REPORTING

Legislation passed by Congress in 2008 requires a fund (or its administrative agent) to report to the IRS and furnish to fund shareholders the cost basis information for fund shares purchased on or after January 1, 2012, and sold on or after that date. In addition to the present law requirement to report the gross proceeds from the sale of Fund shares, a Fund will also be required to report the cost basis information for such shares and indicate whether these shares had a short-term or long-term holding period. In the absence of an election by a shareholder to elect from available IRS accepted cost basis methods, the Fund will use a default cost basis method. The cost basis method elected or applied may not be changed after the settlement date of a sale of Fund shares. Fund shareholders should consult with their tax advisers concerning the most desirable IRS-accepted cost basis method for their tax situation and to obtain more information about how the new cost basis reporting law applies to them. The current law requirement to report only the gross proceeds from the sale of Fund shares will continue to apply to all fund shares acquired through December 31, 2011, and sold on and after that date.

You should consult with your tax adviser regarding the U.S. federal, foreign, state and local tax consequences of an investment in the Funds.

MANAGEMENT OF THE FUNDS

WHO MANAGES AND PROVIDES SERVICES TO THE FUNDS?

BOARD OF TRUSTEES

The Board is responsible for managing the Trust's business affairs and for exercising all the Trust's powers except those reserved for the shareholders. The following tables give information about each Board member and the senior officers of the Funds. Where required, the tables separately list Board members who are "interested persons" of the Funds (i.e., "Interested" Board members) and those who are not (i.e., "Independent" Board members). The WesMark Fund Complex consists of one Investment Company (comprising six portfolios). Unless otherwise noted, each Officer is elected annually; each Board member oversees all portfolios in the WesMark Fund Complex; and serves for an indefinite term.

As of January 31, 2018, the Funds' Board and Officers as a group owned approximately less than 1% of the Funds' outstanding Shares.

Name **Age** **Address** **Date Service Began**	**Principal Occupations in Past Five Years,** **other Directorships Held and Previous Positions**
<u>INDEPENDENT TRUSTEES</u>	
Lawrence E. Bandi Age: 63 WesMark Funds Attn: Secretary One Bank Plaza Wheeling, WV 26003 <u>TRUSTEE</u> Began serving September 2004	**Principal Occupations:** President, Central Catholic High School, Wheeling, WV **Other Directorships**: Special Wish Foundation, Catholic Charities Health Care West Virginia, Inc. (Charity), and Welty Corporation, New City (Property Development). **Previous Positions:** President and Chief Executive Officer, Valley National Gases, Inc. (Gas Supplier); Chief Financial Officer & Vice President, West Virginia Northern Community College (Education); VP & CFO MPD Corporation (Hospitality), Director, Wheeling Convention and Visitors Bureau (Economic Development), Director, MPD Corporation (Property Management).
Mark M. Gleason Age: 67 WesMark Funds Attn: Secretary One Bank Plaza Wheeling, WV 26003 <u>TRUSTEE</u> Began serving January 2011	**Principal Occupation:** Managing Director, Gleason & Associates (Certified Public Accounting and Consulting Firm). **Other Directorships:** Trustee, Various Asbestos Trusts (Investment of Assets and Claim Payment).
Richard A. Hay Age: 71 WesMark Funds Attn: Secretary One Bank Plaza Wheeling, WV 26003 <u>TRUSTEE</u> Began serving December 2008	**Principal Occupation:** Retired **Previous Occupation:** Senior Vice President, UBS Financial Services (Financial Services).

INTERESTED TRUSTEE	
Robert E. Kirkbride* Age: 78 WesMark Funds Attn: Secretary One Bank Plaza Wheeling, WV 26003	**Principal Occupations and Other Directorships:** Paid Consultant to the Executive Loan Committee of WesBanco Bank, Inc.(Financial Services); Vice President and Director, Ohio Valley Land Company (Real Estate Development); Director, The Mountain Company (Holding Company); Director, The Laurel Management Group (Holding Company); President and Director, Thunder Corporation (Oil and Gas Production); Member and

CHAIRMAN AND TRUSTEE Began serving September 2004	Manager, Marietta Ventures LLC (real estate development and related consulting); Vice President and Director, Spartan Foundation (private foundation).
J. Christopher Gardill** Age: 41 WesMark Funds Attn: Secretary One Bank Plaza Wheeling, WV 26003 TRUSTEE Began serving August 2015	**Principal Occupations:** Member, Phillips, Gardill, Kaiser & Altmeyer, PLLC (private law firm). **Other Directorships:** Board Member, Wheeling Vintage Raceboat Regatta (Private Organization); Board Member, Our Lady of Peace School; Director, The Kings' Daughters Childcare Center, Inc.; Director, OVConnect, Inc. (Private Organization); Director, Appalachian Outreach, Inc. (Non-Profit).

* *Mr. Kirkbride is an interested person due to his security holdings in WesBanco, Inc. The Funds' investment adviser, WesBanco Investment Department, is a division of WesBanco Bank, Inc., a wholly owned subsidiary of WesBanco, Inc. Mr. Kirkbride previously served as a Director for WesBanco, Inc. and WesBanco Bank, Inc., and currently serves as a paid consultant to the Executive Loan Committee of WesBanco Bank, Inc.*

** *Mr. Gardill is an interested person due to his affiliation with Phillips, Gardill, Kaiser & Altmeyer, PLLC who serves as legal counsel to Wesbanco Inc. and Wesbanco Bank. The Funds' investment adviser, WesBanco Investment Department, is a division of WesBanco Bank, Inc., a wholly owned subsidiary of WesBanco, Inc. Mr. Gardill was also an independent consultant to the Trust Committee of WesBanco Bank, Inc.*

The name, address, age and principal occupations for the past five years of the officers of the Trust are listed below. Each officer serves as an officer of the six fund portfolios that comprise the Trust.

OFFICERS

Name Age Address	**Positions Held with Fund Date Service Began**	**Principal Occupation(s) and Previous Position(s)**
David B. Ellwood Age: 61 WesBanco Trust and Investment Services One Bank Plaza Wheeling, WV 26003	CHIEF EXECUTIVE OFFICER, PRESIDENT Began Serving: January 2013	**Principal Occupations:** Co-Portfolio Manager of the WesMark Funds; Executive Vice President, WesBanco Trust and Investment Services.
Deborah Ferdon Age: 65 WesBanco Trust and Investment Services One Bank Plaza Wheeling, WV 26003	CHIEF COMPLIANCE OFFICER Began Serving: September 2004	**Principal Occupations:** Chief Compliance Officer of the WesMark Funds; Chief Compliance Officer and Executive Vice President of WesBanco Investment Department and WesBanco Trust and Investment Services, Registered Principal WesBanco Securities, Inc.
Steven Kellas Age: 51	CHIEF FINANCIAL OFFICER, TREASURER	**Principal Occupation**: Co-Portfolio Manager, Treasurer and Chief Financial

WesBanco Trust and Investment Services One Bank Plaza Wheeling, WV 26003	Began Serving: January 2013	Officer of the WesMark Funds, Senior Vice President WesBanco Trust and Investment Services.
Scott Love Age: 41 WesBanco Trust and Investment Services One Bank Plaza Wheeling, WV 26003	VICE PRESIDENT Began Serving: February 2013	**Principal Occupation**: Co-Portfolio Manager and Vice President of the WesMark Funds, Senior Vice President WesBanco Trust and Investment Services.
Todd P. Zerega Age: 43 700 13th Street, N.W. Washington, D.C. 20005	SECRETARY Began Serving: September 2004	**Principal Occupations:** Partner, Perkins Coie LLP. **Previous Positions:** Partner, Reed Smith LLP.
Karen Gilomen Age: 48 1290 Broadway, Suite 1100 Denver, CO 80203	ASSISTANT SECRETARY Began Serving: November 2016	Principal Occupation: Vice President, Senior Counsel, ALPS Fund Services, Inc. Previous Positions: Vice President – General Counsel & Chief Compliance Officer, Monticello Associates, Inc., January 2010 – August 2016
Pete Greenly Age: 49 1290 Broadway, Suite 1100 Denver, CO 80203	ASSISTANT TREASURER Began Serving: August 2012	Principal Occupation: Fund Controller, ALPS Fund Services, Inc. since June 2012.

No officer, director or employee of the adviser or any of its affiliates receives any compensation from the Funds.

Committees of the Board

The Board has an Audit Committee that considers such matters pertaining to the Trust's books of account, financial records, internal accounting controls and changes in accounting principles or practices as the Trustees may from time to time determine. The Audit Committee also considers the engagement and compensation of the independent registered public accounting firm (Audit Firm). The Audit Committee also meets with the representatives of the Audit Firm to review the scope and results of audits and other duties as set forth in the Audit Committee's Charter. The Audit Committee members, each of whom is an Independent Trustee, are: Mr. Bandi, Mr. Hay and Mr. Gleason. The Audit Committee met four times during the fiscal year ended December 31, 2017.

The Board has a Nominating Committee that meets periodically to advise and assist the Board in nominating candidates to serve as trustees of the Trust. The Nominating Committee has adopted a Nominating Committee Charter to govern its operation. The members of the Nominating Committee, each of whom is an Independent Trustee, are: Mr. Bandi, Mr. Hay and Mr. Gleason. The Nominating Committee of the Board did not meet during the fiscal year ended December 31, 2017.

The Nominating Committee's Charter provides that the committee will consider shareholder nominees for

Trustees. All nominees must possess the appropriate characteristics, skills and experience for serving on the Board. In particular the Board and its Independent Trustees will consider factors, such as each nominee's integrity, intelligence, collegiality, judgment, skill, business and other experience, diversity, qualification as an Independent Trustee, financial or accounting knowledge, and experience, dedication and commitment to devote the time and attention necessary to fulfill a Trustee's duties. All shareholders who wish to recommend nominees for consideration as Trustees shall submit the names and qualifications of the candidates to the Secretary of the Trust by writing to: WesMark Funds, c/o Perkins Coie LLP, 700 13th Street, N.W., Washington, D.C. 20005-3690.

Board Oversight of Risk Management

Consistent with its general oversight responsibilities, the Board oversees risk management of each Fund. As part of its oversight of risks, the Board or its Committees receive and consider reports from a number of parties, such as the Funds' investment adviser, officers of the Trust and Trust service providers. For example, the Trust's independent registered public accounting firm reports annually to the Audit Committee on internal control and accounting and financial reporting matters. The Board also meets with the Trust's Chief Compliance Officer at least quarterly to discuss compliance issues, and the Board receives a written report from the Chief Compliance Officer at least annually that addresses the compliance policies and procedures of the Trust, the Adviser, the Distributor, the Funds' Administrator and the Funds' Transfer Agent. In addition, the Independent Trustees meet with the Chief Compliance Officer at least annually in executive session.

The Board also adopts and periodically reviews policies and procedures intended to address risks and monitors efforts to assess the effectiveness of the implementation of the policies and procedures in addressing risks. It is possible, that despite the Board's oversight of risk, not all risks will be identified, mitigated, or addressed. Further, certain risks may arise that were unforeseen.

Board Leadership Structure

The Chairman of the Board, Mr. Kirkbride, is an Interested Trustee. The Chairman presides at all meetings of the Board at which the Chairman is present. The Chairman exercises such powers as are assigned to him by the Trust's organizational and operating documents and by the Board of Trustees, which may include acting as a liaison with service providers, Trust officers, attorneys and other Trustees between meetings. The Independent Trustees have appointed Mr. Bandi as the lead Independent Trustee. In his role as lead Independent Trustee, Mr. Bandi presides at the meetings of Independent Trustees. As previously disclosed, Mr. Kirkbride is an Interested Trustee due to his security holdings in WesBanco, Inc., the ultimate parent company of the Funds' investment adviser. Mr. Kirkbride is not an employee or officer of the Funds' investment adviser. The members of the Board believe that Mr. Kirkbride has served as an effective liaison between the Board and the Funds' various service providers, including the Funds' investment adviser, and accordingly believe he serves as an effective Chairman of the Board.

The Board utilizes a committee structure to assist the Board in administering its oversight function that includes an Audit Committee and a Nominating Committee. The Audit Committee and the Nominating Committee are comprised exclusively of Independent Trustees. The committee structure facilitates orderly and efficient communication among the Independent Trustees, Trust management, services providers and the full Board.

The Board has determined it that the Board's leadership structure is appropriate given the characteristics and circumstances of the Trust, including such matters as the independence of a majority of Trustees, the independence of all members of the Audit and Nominating Committees, the number of Funds that comprise the Trust, the net assets of the Trust and the Trust's business and structure.

Compensation of Trustees

The Trustees of the Trust receive a quarterly retainer fee in the amount of $3,750 and an additional $3,750 for attending each Board meeting. The Trustees are also reimbursed for all reasonable out-of-pocket expenses relating to attendance at meetings. None of the Trustees is entitled to receive any retirement, pension plans or deferred compensation benefits from the Trust. Interested Trustees receive the same compensation as Independent Trustees.

For the fiscal year ended December 31, 2017, the Trustees received the following compensation:

Name of the Trustee	**Aggregate Compensation from the Trust**	**Pension or Retirement Benefits Accrued as Part of Fund Expenses**	**Estimated Annual Benefits Upon Retirement**	**Aggregate Compensation From The Trust Paid to Trustees**
Independent Trustee				
Lawrence E. Bandi	$30,000	None	None	$30,000
Mark M. Gleason	$30,000	None	None	$30,000
Richard A. Hay	$30,000	None	None	$30,000
Interested Trustee				
Robert E. Kirkbride	$30,000	None	None	$30,000
J. Christopher Gardill	$30,000	None	None	$30,000

As previously noted, Mr. Kirkbride serves as a paid consultant to an affiliate of the Adviser in addition to receiving compensation from the Trust for serving as a Trustee.

BOARD OWNERSHIP OF SHARES IN THE FUNDS AS OF DECEMBER 31, 2017

	Independent Trustees			**Interested Trustees**	
	Lawrence E. Bandi	Mark M. Gleason	Richard A. Hay	Robert E. Kirkbride	J. Christopher Gardill
Small Company Growth Fund	None	None	None	None	$10,000 - $50,000
Growth Fund	$50,000 - $100,000	over $100,000	$50,000 - $100,000	$10,000 - $50,000	over $100,000
Balanced Fund	None	None	None	None	None
Government Bond Fund	None	None	None	None	None
West Virginia Municipal Bond Fund	None	None	None	None	None
WesMark Tactical Opportunity Fund	None	None	None	None	$1 - $10,000
Aggregate Dollar Range of Securities in the Trust	$50,000 - $100,000	over $100,000	$50,000 - $100,000	$10,000 - $50,000	over $100,000

INVESTMENT ADVISER

The Adviser conducts investment research and makes investment decisions for the Funds.

The Adviser is a separately identifiable department or division (SIDD) of WesBanco Bank, Inc., which is a wholly owned subsidiary of WesBanco, Inc. (WesBanco), a registered bank holding company. WesBanco and its subsidiaries provide a broad range of financial services to individuals and businesses in West Virginia, Pennsylvania,Ohio, Indiana and Kentucky. The Adviser is a division of a state chartered bank, which offers financial services that include commercial and consumer loans, corporate, institutional and personal trust services. Internal controls maintained by the Adviser restrict the flow of non-public information, and as a result Fund investments are typically made by the Adviser without any knowledge of WesBanco Bank or its affiliates' lending relationships with an issuer.

The Adviser shall not be liable to the Trust, the Funds, or any Fund shareholder for any losses that may be sustained in the purchase, holding, or sale of any security or for anything done or omitted by it, except acts or omissions involving willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties imposed upon it by its contract with the Trust.

PORTFOLIO MANAGER INFORMATION

The following information is provided as of December 31, 2017:

Other Accounts Managed by David B. Ellwood*	Total Number of Other Accounts Managed / Total Assets**
Registered Investment Companies	None
Other Pooled Investment Vehicles	None
Other Accounts	103/$659,114,301

* *Mr. Ellwood is the head of the investment team for the Balanced Fund and Growth Fund.*

** *None of the Accounts has an advisory fee that is based on the performance of the account.*

Other Accounts Managed by Steven Kellas*	Total Number of Other Accounts Managed / Total Assets**
Registered Investment Companies	None
Other Pooled Investment Companies	None
Other Accounts	300/$1,447,177,354

* *Mr. Kellas is the head of the investment team for the West Virginia Municipal Bond Fund and Government Bond Fund.*

** *None of the accounts has an advisory fee that is based on the performance of the account.*

Other Accounts Managed by Scott Love*	Total Number of Other Accounts Managed / Total Assets**
Registered Investment Companies	None
Other Pooled Investment Vehicles	None
Other Accounts	156/$339,518,291

* *Mr. Love is the head of the investment team for the Small Company Growth Fund and Tactical Opportunity Fund.*

** *None of the Accounts has an advisory fee that is based on the performance of the account.*

Portfolio managers use similar investment strategies to manage both the Funds and other accounts. Material conflicts may arise in the allocation of investment opportunities between the Funds and other accounts managed by the portfolio manager. The Adviser has policies and procedures in place to address conflicts of interest if they arise in the allocation of investment opportunities. Conflicts may arise relating to the use of commissions to purchase research related services. The Funds have policies and procedures in place to ensure security transactions in the Funds are executed at the best prices available under prevailing market conditions without taking into consideration any use of commissions to purchase research related services.

DOLLAR VALUE RANGE OF SHARES OWNED IN THE WESMARK FUNDS AS OF DECEMBER 31, 2017

Fund	David B. Ellwood	Steven Kellas	Scott Love
WesMark Small Company Growth Fund	Over $100,000	None	$10,000 - $50,000
WesMark Growth Fund	Over $100,000	Over $100,000	$1 - $10,000
WesMark Balanced Fund	$10,000 - $50,000	None	$1 - $10,000
WesMark Government Bond Fund	Over $100,000	None	$1 - $10,000
WesMark West Virginia Municipal Bond Fund	$10,000 - $50,000	None	None
WesMark Tactical Opportunity Fund	$10,000 - $50,000	None	$10,000 - $50,000

Compensation
The Funds pay an advisory fee to the Adviser. The Adviser is a separately identifiable department or division (SIDD) of WesBanco Bank, Inc. (WesBanco). Each Portfolio Manager is compensated in the form of salary and bonus from WesBanco.

Portfolio Manager compensation is fixed based on a salary scale paid to WesBanco executives with comparable experience and responsibility. Bonus compensation may be paid to Portfolio Managers based on the overall profitability of WesBanco, factors of which may include the profitability of WesBanco Trust and Investment Services, and Lipper rankings of the funds. Fees paid by the Funds to the Adviser may be a factor in the profitability of WesBanco Trust and Investment Services. Compensation is not directly based on the performance of any Fund.

CODE OF ETHICS RESTRICTIONS ON PERSONAL TRADING

As required by SEC rules, the Funds, the Adviser, and the Distributor have adopted codes of ethics. These codes govern securities trading activities of investment personnel, Fund Trustees, and certain other employees. Although they do permit these people to trade in securities, including those that the Funds could buy, as well as Shares of the Fund, they also contain significant safeguards designed to protect the Funds and their shareholders from abuses in this area, such as requirement for certain investment advisory personnel to obtain prior approval for, and to report, particular transactions.

VOTING PROXIES ON FUND PORTFOLIO SECURITIES

Proxy Policy and Proxy Procedures
The Funds have adopted the Adviser’s Proxy Policies and Procedures. The Adviser’s Proxy Policy provides guidance on how the Adviser should vote various proxy matters. On certain matters the Proxy Policy provides that the Adviser will vote for or against certain matters while other matters will be voted on a case by case basis.

The Adviser’s Proxy Procedures entails the use of Institutional Shareholder Services (ISS), owned by Vestar Capital Partners, is a leading provider of investment decision support tools to investors globally.

ISS is an organization that specializes in the analysis of corporate governance and compensation issues as they are presented to institutional shareholders. Client proxies will be delivered directly to ISS, who will vote the proxies according to the ISS Proxy Policy. The proxies will then be presented to the Adviser for approval at which time the Adviser may choose to over-ride the ISS vote if the Adviser’s Proxy Policy on a particular issue is different from that of ISS. Items identified in the Adviser’s Proxy Policy to be determined on a case by case basis will be voted in accordance with the recommendation of ISS. Any exceptions must be approved by the Senior Executive Officer of the Adviser.

Conflicts of Interests
The Proxy Policy of the Adviser states that, in the event of a conflict between the interests of the investment adviser and its clients (including the Funds), the Adviser will vote the proxy in the best interests of its clients. Specifically, the Proxy Policy provides that in the event of any potential or actual conflict of interest relating to a particular proxy proposal the proxy will be voted in accordance with the Proxy Policy to the extent the Proxy Policy provides that the Adviser will vote for or against such proposal. To the extent the Policy calls for the proposal to be voted on a case by case basis the Adviser, depending on the facts and circumstances, will either (1) vote the proxy in accordance with the recommendation of ISS; or (2) vote the proxy pursuant to client direction.

Proxy Voting Report
A description of the policies and procedures that the Funds use to determine how to vote proxies relating to securities held in a Fund's portfolio is available, without charge and upon request, by calling 1-800-864-1013. A report on Form N-PX of how the Funds voted any such proxies during the most recent 12-month period ended June 30 is available without charge and upon request by calling the Funds toll-free at 1-800-864-1013. Form N-PX is also available from the EDGAR database on the SEC's website at http://www.sec.gov.

DISCLOSURE OF PORTFOLIO HOLDINGS

The disclosure policy of the Funds and the Adviser prohibits the disclosure of portfolio holdings information to any investor or intermediary before the same information is made available to other investors. Employees of the Adviser or its affiliates who have access to nonpublic information concerning the Fund's portfolio holdings are prohibited from trading securities based on this information. Such persons must report all personal securities trades and obtain pre-clearance for all personal securities trades other than certain short term and U.S. Government securities and mutual fund shares.

Firms that provide administrative, custody, financial, accounting, legal, or other services to the Funds may receive nonpublic information about Fund portfolio holdings for purposes relating to their services. The Funds may also provide portfolio holdings information to publications that rate, rank or otherwise categorize investment companies. Traders or portfolio managers may provide "interest" lists to facilitate portfolio trading if the list reflects only that subset of the portfolio for which the trader or portfolio manager is seeking market interest.

The furnishing of nonpublic portfolio holdings information to any third party (other than authorized governmental or regulatory personnel) requires the prior approval of the Executive Vice President of the Adviser and of the Chief Compliance Officer of the Funds. The Executive Vice President of the Adviser and the Chief Compliance Officer will approve the furnishing of nonpublic portfolio holdings information to a third party only if they consider the furnishing of such information to be in the best interests of the Fund and its shareholders. In that regard, and to address possible conflicts between the interests of Fund shareholders and those of the Adviser and its affiliates, the following procedures apply. No consideration may be received by the Fund, the Adviser, any affiliate of the Adviser or any of their employees in connection with the disclosure of portfolio holdings information. Before information is furnished, the third party must agree that it will safeguard the confidentiality of the information. Persons approved to receive nonpublic portfolio holdings information will receive it as often as necessary for the purpose for which it is provided. Such information may be furnished as frequently as daily and often with no time lag between the date of the information and the date it is furnished. The Board receives and reviews annually a list of the persons who receive nonpublic portfolio holdings information and the purposes for which it is furnished.

The Funds' annual and semiannual reports, which contain complete listings of the Fund's portfolio holdings as of the end of the Funds' second and fourth fiscal quarters, may be accessed by calling 1-800-

864-1013 or on the internet at www.wesmarkfunds.com. Go to the section of the Home page titled "Recent Information" and select the appropriate document. Complete listings of the Funds' portfolio holdings as of the end of the Funds' first and third fiscal quarters may be accessed by calling 1-800-864-1013 or on the WesMark website at www.wesmarkfunds.com. Go to "Recent Information" on the Homepage and select the appropriate document. Fiscal quarter information is made available on the website within 70 days after the end of the fiscal quarter. This information is also available in reports filed with the SEC at the SEC's website at www.sec.gov. Additionally, summary portfolio information for each calendar quarter is posted on the Funds' website usually within 30 days after the end of the calendar quarter. The summary portfolio composition information can be found in the Funds' "Fact Sheets" and may include identification of a Fund's top ten holdings, and a percentage breakdown of the portfolio by sector, maturity range or credit quality. To access this information on the Funds' website click on "Recent Information," locate the "Fact Sheets" link and click on the Fund's name.

The following is a list of persons other than the Adviser and its affiliates that may receive nonpublic portfolio holdings information concerning the Funds:

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Cohen & Company, Ltd.

LEGAL COUNSEL
Perkins Coie LLP

SERVICE PROVIDERS
ALPS Fund Services, Inc.
ALPS Distributors, Inc.
Institutional Shareholder Services (ISS), Inc.
WesBanco, Inc.
WesBanco Bank, Inc.
WesBanco Investment Department
WesBanco Trust and Investment Services

RATINGS AGENCIES
S&P
Moody's
Fitch

PERFORMANCE REPORTING/PUBLICATIONS
Bloomberg
Morningstar
NASDAQ
Lipper, Inc.
Vickers
Thompson Financial

SECURITY PRICING SERVICES
Reuters
J.J. Kenny S&P
FT Interactive Data
FRI Corporation
Bloomberg

OTHER
Broadridge Financial Solutions
Investment Company Institute (ICI)
Electra Information Systems
PNC Financial Services Group, Inc.
SunGard Business Systems (FIS)
Investment Scorecard, Inc.

BROKERAGE TRANSACTIONS

When selecting brokers and dealers to handle the purchase and sale of portfolio instruments, the Adviser looks for prompt execution of the order at a favorable price. The Adviser will generally use those who are recognized dealers in specific portfolio instruments, except when a better price and execution of the order can be obtained elsewhere. The Adviser may select brokers and dealers based on whether they also offer research and brokerage services (as described below). The Adviser makes decisions on portfolio transactions and selects brokers and dealers subject to oversight by the Funds' Board.

Investment decisions for a Fund are made independently from those of other accounts managed by the Adviser. When a Fund and one or more of those accounts invests in, or disposes of, the same security, available investments or opportunities for sales will be allocated among the Funds and the account(s) in a manner believed by the Adviser to be equitable. While the coordination and ability to participate in volume transactions may benefit a Fund, it is possible that this procedure could adversely impact the price paid or received and/or the position obtained or disposed of by a Fund.

As of December 31, 2017, the Small Company Growth Fund owned shares of Stifel Financial Corp., $3,016,535; the Growth Fund owned shares of Morgan Stanley, $5,247,000; the Balanced Fund owned shares of JPMorgan Chase, $802,050, and PNC Financial Services Group, Inc., $1,154,320; and bonds issued by JPMorgan Char & Co, $1,056,600 and PNC Financial Services Group, Inc., $2,522,452.

Research and Brokerage Services
Research services may include advice as to the advisability of investing in securities; security analysis and reports; economic studies; industry studies; receipt of quotations for portfolio evaluations; and similar services. Research services may be used by the Adviser in advising other accounts. To the extent that receipt of these services may replace services for which the Adviser or its affiliates might otherwise have paid, it would tend to reduce their expenses. The Adviser and its affiliates exercise reasonable business judgment in selecting those brokers who offer brokerage and research services to execute securities transactions. They determine in good faith that commissions charged by such persons are reasonable in relationship to the value of the brokerage and research services provided.

For the fiscal year ended, December 31, 2017, the Small Company Growth Fund's Adviser directed brokerage transactions to certain brokers due to research services they provided. The total amount of these transactions was $84,123,992 for which the Fund paid $81,498 in brokerage commissions. The Growth Fund's Adviser directed brokerage transactions to certain brokers due to research services they provided. The total amount of these transactions was $197,976,420 for which the Fund paid $61,817 in brokerage commissions. The Balanced Fund's Adviser directed brokerage transactions to certain brokers due to research services they provided. The total amount of these transactions was $29,270,362 for which the Fund paid $20,863 in brokerage commissions. The Tactical Opportunity Fund's Adviser directed brokerage transactions to certain brokers due to research services they provided. The total amount of these transactions was $55,752,836 for which the Fund paid $21,208 in brokerage commissions.

SERVICE PROVIDERS

PRINCIPAL UNDERWRITER

ALPS Distributors, Inc., the Distributor, acts as the distributor of the Funds' shares pursuant to a Distribution Agreement with the Trust. Shares are sold on a continuous basis by the Distributor as agent of the Funds, and the Distributor has agreed to use its best efforts to solicit orders for the sale of Fund shares, although it is not obliged to sell any particular amount of shares. The Distributor is not entitled to any compensation for its services as distributor. For the fiscal years ended December 31, 2017, December 31, 2016 and December 31, 2015, the Distributor received $0 in underwriting commissions with respect to all the Funds offered by the Trust.

ADMINISTRATOR

ALPS Fund Services, Inc. (AFS) provides administrative personnel and services (including certain legal and financial reporting services) necessary to operate the Funds. For the fiscal years ended December 31, 2017, December 31, 2016 and December 31, 2015, AFS received $811,122, $760,781 and $766,791, respectively in administrative fees with respect to all the Funds offered by the Trust.

FUND COUNSEL

Perkins Coie, LLP serves as counsel to the Funds.

CUSTODIAN

WesBanco Bank, Inc. is custodian for the securities and cash of the Funds.

TRANSFER AGENT AND DIVIDEND DISBURSING AGENT

ALPS Fund Services, Inc. is the Transfer Agent and Dividend Disbursing Agent for the Funds.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Independent Registered Public Accounting Firm for the Funds, Cohen & Company, Ltd., conducts its audits in accordance with auditing standards in accordance with the standards established by the Public Company Accounting Oversight Board (PCAOB), which require it to plan and perform its audits to provide reasonable assurance about whether the Funds' financial statements and financial highlights are free of material misstatements.

FEES PAID BY THE FUNDS FOR SERVICES

Advisory Fee Paid/Advisory Fee Waived

Fiscal Year Ended:	Small Company Growth Fund	Growth Fund	Balanced Fund	Government Bond Fund	West Virginia Municipal Bond Fund	Tactical Opportunity Fund*
December 31, 2017	$742,029/$0	$2,540,415/$0	$840,505/$0	$1,489,136/$0	$699,373/$0	$117,558/$36,571
December 31, 2016	$687,289/$0	$2,379,876/$0	$767,058/$0	$1,544,875/$0	$725,591/$19,371	--*
December 31, 2015	$737,588/$0	$2,657,342/$0	$774,759/$0	$1,598,478/$0	$720,223/$120,037	--*
December 31, 2014	$704,480/$0	$2,637,181/$0	$717,798/$0	$1,621,690/$0	$695,195/115,866	--*

* The Tactical Opportunity Fund did not commence operation until March 1, 2017, therefore no fees have been paid.

Brokerage Commissions Paid

Fiscal Year Ended:	Small Company Growth Fund	Growth Fund	Balanced Fund	Government Bond Fund	West Virginia Municipal Bond Fund	Tactical Opportunity Fund*
December 31, 2017	$99,917	$92,906	$26,948	$0	$0	$21,944
December 31, 2016	$59,569	$189,093	$29,491	$0	$0	--*
December 31, 2015	$53,382	$84,164	$21,531	$0	$0	--*
December 31, 2014	$23,686	$63,563	$16,390	$0	$0	--*

* The Tactical Opportunity Fund did not commence operation until March 1, 2017, therefore no commissions have been paid.

Administrative Fee Paid						
Fiscal Year Ended:	Small Company Growth Fund	Growth Fund	Balanced Fund	Government Bond Fund	West Virginia Municipal Bond Fund	Tactical Opportunity Fund*
December 31, 2017	$98,037	$211,010	$113,903	$202,324	$133,411	$52,437
December 31, 2016	$76,614	$239,490	$93,084	$228,461	$123,132	--*
December 31, 2015	$79,372	$254,558	$91,973	$222,598	$118,290	--*
December 31, 2014	$76,102	$253,525	$84,297	$221,086	$111,224	--*

* The Tactical Opportunity Fund did not commence operation until March 1, 2017, therefore no fees have been paid.

Shareholder Services Fee Paid						
Fiscal Year Ended:	Small Company Growth Fund	Growth Fund	Balanced Fund	Government Bond Fund	West Virginia Municipal Bond Fund	Tactical Opportunity Fund*
December 31, 2017	$246,498	$842,012	$279,302	$619,777	$289,006	$39,186
December 31, 2016	$229,096	$793,292	$255,686	$643,698	$302,329	--*
December 31, 2015	$245,846	$885,726/$0	$258,558	$666,033	$300,093	--*
December 31, 2014	$234,827	$879,060	$239,266	$675,704	$289,664	--*

* The Tactical Opportunity Fund did not commence operation until March 1, 2017, therefore no fees have been paid.

HOW DO THE FUNDS MEASURE PERFORMANCE?

The Funds may advertise Share performance by using the SEC standard methods for calculating performance applicable to all mutual funds. The SEC also permits this standard performance information to be accompanied by non-standard performance information.

Unless otherwise stated, any quoted Share performance reflects the effect of non-recurring charges, which, if excluded, would increase the total return and yield. The performance of shares depends upon such variables as: portfolio quality; average portfolio maturity; type and value of portfolio securities; changes in interest rates; changes or differences in the Funds’ expenses; and various other factors.

Share performance fluctuates on a daily basis largely because net earnings and/or the value of portfolio holdings fluctuate daily. Both net earnings and offering price per Share are factors in the computation of yield and total return.

AVERAGE ANNUAL TOTAL RETURNS AND YIELD

Total returns are given for the one-year, five-year and ten-year periods ended December 31, 2017. Yield is given for the 30-day period ended December 31, 2017.

SMALL COMPANY GROWTH FUND	1 Year	5 Years	10 Years
Return Before Taxes	13.19%	12.06%	7.19%
Return After Taxes on Distributions	10.97%	10.79%	6.36%
Return After Taxes on Distributions and Sale of Shares	9.12%	9.50%	5.76%
Yield	N/A	N/A	N/A

GROWTH FUND	1 Year	5 Years	10 Years
Return Before Taxes	24.22%	12.82%	6.58%
Return After Taxes on Distributions	22.06%	11.66%	5.93%
Return After Taxes on Distributions and Sale of Shares	15.50%	10.14%	5.24%
Yield	N/A	N/A	N/A

BALANCED FUND	1 Year	5 Years	10 Years
Return Before Taxes	10.77%	7.78%	5.73%
Return After Taxes on Distributions	9.64%	6.71%	4.91%
Return After Taxes on Distributions and Sale of Shares	6.98%	5.98%	4.46%
Yield	1.51%	N/A	N/A

GOVERNMENT BOND FUND	1 Year	5 years	10 Years
Return Before Taxes	1.20%	0.71%	2.42%
Return After Taxes on Distributions	0.36%	(0.09)%	1.47%
Return After Taxes on Distributions and Sale of Shares	0.68%	0.18%	1.50%
Yield	1.53%	N/A	N/A

WEST VIRGINIA MUNICIPAL BOND FUND	1 Year	5 Years	10 Years
Return Before Taxes	3.90%	2.03%	3.10%
Return After Taxes on Distributions	3.86%	1.99%	3.07%
Return After Taxes on Distributions and Sale of Shares	3.10%	2.06%	3.02%
Yield	1.50%	N/A	N/A
Tax-Equivalent Yield (At the 25% Federal Joint Tax Rate)	1.13%	N/A	N/A

TACTICAL OPPORTUNITY FUND	Since Inception	5 years	10 Years
Return Before Taxes	8.33%	7.51%	4.82%
Return After Taxes on Distributions	N/A	N/A	N/A
Return After Taxes on Distributions and Sale of Shares	N/A	N/A	N/A
Yield	N/A	N/A	N/A

The WesMark Tactical Opportunity Fund commenced operations on March 1, 2017.

TOTAL RETURN

Total return represents the change (expressed as a percentage) in the value of shares over a specific period of time, and includes the reinvestment of income and capital gains distributions.

The average annual total return for shares is the average compounded rate of return for a given period that would equate a $10,000 initial investment to the ending redeemable value of that investment. The ending redeemable value is computed by multiplying the number of shares owned at the end of the period by the NAV per Share at the end of the period. The number of shares owned at the end of the period is based on the number of shares purchased at the beginning of the period with $10,000, adjusted over the period by any additional shares, assuming the annual reinvestment of all dividends and distributions. Total returns after taxes are calculated in a similar manner, but reflect additional standard assumptions required by the SEC.

When shares of a Fund are in existence for less than a year, a Fund may advertise cumulative total return for that specific period of time, rather than annualizing the total return.

YIELD

The yield of shares is calculated by dividing: (i) the net investment income per Share earned by the shares over a 30-day period; by (ii) the maximum offering price per Share on the last day of the period. This number is then annualized using semi-annual compounding. This means that the amount of income generated during the 30-day period is assumed to be generated each month over a 12-month period and is reinvested every six months. The yield does not necessarily reflect income actually earned by shares because of certain adjustments required by the SEC and, therefore, may not correlate to the dividends or other distributions paid to shareholders.

To the extent investment professional and broker/dealers charge fees in connection with services provided in conjunction with an investment in shares, the Share performance is lower for shareholders paying those fees.

TAX EQUIVALENCY TABLE

Set forth below are samples of tax-equivalency tables that may be used in advertising and sales literature. These tables are for illustrative purposes only and are not representative of past or future performance of the West Virginia Municipal Bond Fund. The interest earned by the municipal securities owned by the West Virginia Municipal Bond Fund generally remains free from federal regular income tax and is often free from West Virginia taxes as well. However, some of the West Virginia Municipal Bond Fund's income may be subject to the AMT and state and/or local taxes.

Taxable Yield Equivalent for 2017 State of West Virginia

Combined Federal & State:	**13.00%**	**19.50%**	**31.50%**	**34.50%**	**39.50%**	**41.50%**	**46.10%**
Single Return:	$0 - 9,375	$9,3 76 - 37,950	$37,951 - 90,900	$91,901 - 190,650	$190,651 - 416,700	$416,701- 418,400	Over $418,401
Tax-Exempt Yield			**Taxable Yield Equivalent**				
0.50%	0.57%	0.62%	0.73%	0.76%	0.83%	0.85%	0.93%
1.00%	1.15%	1.24%	1.46%	1.53%	1.65%	1.71%	1.86%
1.50%	1.72%	1.86%	2.19%	2.29%	2.48%	2.56%	2.78%
2.00%	2.30%	2.48%	2.92%	3.05%	3.31%	3.42%	3.71%
2.50%	2.87%	3.11%	3.65%	3.82%	4.13%	4.27%	4.64%
3.00%	3.45%	3.73%	4.38%	4.58%	4.96%	5.13%	5.57%
3.50%	4.02%	4.35%	5.11%	5.34%	5.79%	5.98%	6.49%

4.00%	4.60%	4.97%	5.84%	6.11%	6.61%	6.84%	7.42%
4.50%	5.17%	5.59%	6.57%	6.87%	7.44%	7.69%	8.35%
5.00%	5.75%	6.21%	7.30%	7.63%	8.26%	8.55%	9.28%
5.50%	6.32%	6.83%	8.03%	8.40%	9.09%	9.40%	10.20%
6.00%	6.90%	7.45%	8.76%	9.16%	9.92%	10.26%	11.13%
6.50%	7.47%	8.07%	9.49%	9.92%	10.74%	11.11%	12.06%
7.00%	8.05%	8.70%	10.22%	10.69%	11.57%	11.97%	12.99%
7.50%	8.62%	9.32%	10.95%	11.45%	12.40%	12.82%	13.91%
8.00%	9.20%	9.94%	11.68%	12.21%	13.22%	13.68%	14.84%
8.50%	9.77%	10.56%	12.41%	12.98%	14.05%	14.53%	15.77%
9.00%	10.34%	11.18%	13.14%	13.74%	14.88%	15.38%	16.70%

Note: The maximum marginal tax rate for each bracket was used in calculating the taxable yield equivalent.

Taxable Yield Equivalent for 2017 Combined Federal and State of West Virginia

Combined Federal & State:	**14.00%**	**21.50%**	**31.50%**	**34.50%**	**39.50%**	**41.50%**	**46.10%**
Joint Return:	$0 18,650 -	$18,651- 75,900 -	$75,901- 153,100 -	$153,101- 233,350 -	$233,351- 416,701 -	$416,701 -470,700	Over $470,701
Tax-Exempt Yield			**Taxable Yield Equivalent**				
0.50%	0.58%	0.64%	0.73%	0.76%	0.83%	0.85%	0.93%
1.00%	1.16%	1.27%	1.46%	1.53%	1.65%	1.71%	1.87%
1.50%	1.74%	1.91%	2.19%	2.29%	2.48%	2.56%	2.80%
2.00%	2.33%	2.55%	2.92%	3.05%	3.31%	3.42%	3.74%
2.50%	2.91%	3.18%	3.65%	3.82%	4.13%	4.27%	4.67%
3.00%	3.49%	3.82%	4.38%	4.58%	4.96%	5.13%	5.60%
3.50%	4.07%	4.46%	5.11%	5.34%	5.79%	5.98%	6.54%
4.00%	4.65%	5.10%	5.84%	6.11%	6.61%	6.84%	7.48%
4.50%	5.23%	5.73%	6.57%	6.87%	7.44%	7.69%	8.41%
5.00%	5.81%	6.37%	7.30%	7.63%	8.26%	8.55%	9.35%
5.50%	6.40%	7.01%	8.03%	8.40%	9.09%	9.40%	10.28%
6.00%	6.98%	7.64%	8.76%	9.16%	9.92%	10.26%	11.21%
6.50%	7.56%	8.28%	9.49%	9.92%	10.74%	11.11%	12.15%
7.00%	8.14%	8.92%	10.22%	10.69%	11.57%	11.97%	13.08%
7.50%	8.72%	9.55%	10.95%	11.45%	12.40%	12.82%	14.02%
8.00%	9.30%	10.19%	11.68%	12.21%	13.22%	13.68%	14.95%
8.50%	9.88%	10.83%	12.41%	12.98%	14.05%	14.53%	15.89%
9.00%	10.47%	11.46%	13.14%	13.74%	14.88%	15.38%	16.82%

Note: The maximum marginal tax rate for each bracket was used in calculating the taxable yield equivalent.

FINANCIAL INFORMATION

The Financial Statements for the Funds for the fiscal year ended December 31, 2017, have been audited by Cohen & Company, Ltd., the Funds' Independent Registered Public Accounting Firm, and are incorporated herein by reference to the Annual Report to Shareholders of the WesMark Funds dated December 31, 2017.

ADDRESSES

WESMARK FUNDS

WesMark Small Company Growth Fund
WesMark Growth Fund
WesMark Balanced Fund
WesMark Government Bond Fund
WesMark West Virginia Municipal Bond Fund
WesMark Tactical Opportunity Fund

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Custodian
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Transfer Agent and Dividend Disbursing Agent
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Denver, CO 80203

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Perkins Coie, LLP
700 13th Street, N.W.
Washington, D.C. 20005

APPENDIX: Investment Ratings

STANDARD AND POOR’S LONG-TERM DEBT RATING DEFINITIONS
AAA—Debt rated AAA has the highest rating assigned by Standard & Poor’s. Capacity to pay interest and repay principal is extremely strong.

AA—Debt rated AA has a very strong capacity to pay interest and repay principal and differs from the higher rated issues only in small degree.

A—Debt rated A has a strong capacity to pay interest and repay principal although it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than debt in higher rated categories.

BBB—Debt rated BBB is regarded as having an adequate capacity to pay interest and repay principal. Whereas it normally exhibits adequate protection parameters, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal for debt in this category than in higher rated categories.

BB—Debt rated BB has less near-term, vulnerability to default than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to inadequate capacity to meet timely interest and principal payments. The BB rating category is also used for debt subordinated to senior debt that is assigned an actual or implied BBB-rating.

B—Debt rated B has a greater vulnerability to default but currently has the capacity to meet interest payments and principal repayments. Adverse business, financial, or economic conditions will likely impair capacity or willingness to pay interest and repay principal. The B rating category is also used for debt subordinated to senior debt that is assigned an actual or implied BB or BB- rating.

CCC—Debt rated CCC has a currently identifiable vulnerability to default, and is dependent upon favorable business, financial, and economic conditions to meet timely payment of interest and repayment of principal. In the event of adverse business, financial, or economic conditions, it is not likely to have the capacity to pay interest and repay principal. The CCC rating category is also used for debt subordinated to senior debt that is assigned an actual or implied B or B-rating.

CC—The rating CC typically is applied to debt subordinated to senior debt that is assigned an actual or implied CCC debt rating.

C—The rating C typically is applied to debt subordinated to senior debt which is assigned an actual or implied CCC-debt rating. The C rating may be used to cover a situation where a bankruptcy petition has been filed, but debt service payments are continued.

MOODY’S INVESTORS SERVICE LONG-TERM BOND RATING DEFINITIONS
AAA—Bonds which are rated AAA are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as gilt edged. Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

AA—Bonds which are rated AA are judged to be of high quality by all standards. Together with the AAA group, they comprise what are generally known as high grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in AAA securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risks appear somewhat larger than in AAA securities.

A—Bonds which are rated A possess many favorable investment attributes and are to be considered as upper medium grade obligations. Factors giving security to principal and interest are considered adequate but elements may be present which suggest a susceptibility to impairment sometime in the future.

BAA—Bonds which are rated BAA are considered as medium grade obligations, (i.e., they are neither highly protected nor poorly secured). Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

BA—Bonds which are BA are judged to have speculative elements; their future cannot be considered as well assured. Often the protection of interest and principal payments may be very moderate and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

B—Bonds which are rated B generally lack characteristics of the desirable investment. Assurance of interest and principal payments or of maintenance of other terms of the contract over any long period of time may be small.

CAA—Bonds which are rated CAA are of poor standing. Such issues may be in default or there may be present elements of danger with respect to principal or interest.

CA—Bonds which are rated CA represent obligations which are speculative in a high degree. Such issues are often in default or have other marked shortcomings.

C—Bonds which are rated C are the lowest rated class of bonds, and issues so rated can be regarded as having extremely poor prospects of ever attaining any real investment standing.

FITCH RATINGS LONG-TERM DEBT RATING DEFINITIONS

AAA—Bonds considered to be investment-grade and of the highest credit quality. The obligor has an exceptionally strong ability to pay interest and repay principal, which is unlikely to be affected by reasonably foreseeable events.

AA—Bonds considered to be investment-grade and of very high credit quality. The obligor’s ability to pay interest and repay principal is very strong, although not quite as strong as bonds rated AAA. Because bonds rated in the AAA and AA categories are not significantly vulnerable to foreseeable future developments, short-term debt of these issuers is generally rated F-1+.

A—Bonds considered to be investment-grade and of high credit quality. The obligor’s ability to pay interest and repay principal is considered to be strong, but may be more vulnerable to adverse changes in economic conditions and circumstances than bonds with higher ratings.

BBB—Bonds considered to be investment-grade and of satisfactory credit quality. The obligor’s ability to pay interest and repay principal is considered to be adequate. Adverse changes in economic conditions and circumstances, however, are more likely to have adverse impact on these bonds, and therefore impair timely payment. The likelihood that the ratings of these bonds will fall below investment-grade is higher than for bonds with higher ratings.

BB—Bonds are considered speculative. The obligor’s ability to pay interest and repay principal may be affected over time by adverse economic changes. However, business and financial alternatives can be identified which could assist the obligor in satisfying its debt service requirements.

B—Bonds are considered highly speculative. While bonds in this class are currently meeting debt service requirements, the probability of continued timely payment of principal and interest reflects the obligor's limited margin of safety and the need for reasonable business and economic activity throughout the life of the issue.

CCC—Bonds have certain identifiable characteristics which, if not remedied, may lead to default. The ability to meet obligations requires an advantageous business and economic environment.

CC—Bonds are minimally protected. Default in payment of interest and/or principal seems probable over time.

C—Bonds are imminent default in payment of interest or principal.

MOODY'S INVESTORS SERVICE COMMERCIAL PAPER RATINGS

Prime-1—Issuers rated Prime-1 (or related supporting institutions) have a superior capacity for repayment of short-term promissory obligations. Prime-1 repayment capacity will normally be evidenced by the following characteristics:

- Leading market positions in well established industries.
- High rates of return on funds employed.
- Conservative capitalization structure with moderate reliance on debt and ample asset protection.
- Broad margins in earning coverage of fixed financial charges and high internal cash generation.
- Well established access to a range of financial markets and assured sources of alternate liquidity.

Prime-2—Issuers rated Prime-1 (or related supporting institutions) have a strong capacity for repayment of short-term promissory obligations. This will normally be evidenced by many of the characteristics cited above but to a lesser degree. Earnings trends and coverage ratios, while sound, will be more subject to variation. Capitalization characteristics, while still appropriate, may be more affected by external conditions. Ample alternate liquidity is maintained.

STANDARD AND POOR'S COMMERCIAL PAPER RATINGS

A-—This designation indicates that the degree of safety regarding timely payment is strong. Those issues determined to possess extremely strong safety characteristics are denoted with a plus sign (+) designation.

A-2—Capacity for timely payment on issues with this designation is satisfactory. However, the relative degree of safety is not as high as for issues designated A-1.

FITCH RATINGS COMMERCIAL PAPER RATING DEFINITIONS

FITCH-1—(Highest Grade) Commercial paper assigned this rating is regarded as having the strongest degree of assurance for timely payment.

FITCH-2—(Very Good Grade) Issues assigned this rating reflect an assurance of timely payment only slightly less in degree than the strongest issues.