



ANNUAL REPORT 2012

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COMMUNITY DEVELOPMENT
FINANCIAL INSTITUTION

CLEARINGHOUSE CDFI 2012 ANNUAL REPORT

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BUILDING **HEALTHY**
COMMUNITIES

PROVIDING
INNOVATIVE SOLUTIONS

CREATING FINANCIAL
STRENGTH

FUNDING **DREAMS**
FOR TOMORROW

DEAR SHAREHOLDERS & FRIENDS:

We are excited to share with you our most significant accomplishments over the past year and our optimism about the future. Clearinghouse CDFI funded a record-level of community development loans in 2012, including our first loans in the state of Nevada. We were honored to win the prestigious Wells Fargo NEXT Award recognizing our commitment to impactful lending and recent geographic expansion into Nevada. Clearinghouse CDFI attained our thirteenth consecutive year of profitability while continuing to fulfill unmet credit needs and improve the lives of low-income families.

Fifty-seven loans, totaling over \$70 million, were funded in 2012. These loans included affordable housing, special needs housing, economic opportunity projects and community facilities. Each of these provided an important service and/or addressed an unmet credit need in a low-income or distressed community. We continued our partnership with AHC, and other nonprofits, to purchase and rehabilitate foreclosed homes in some of the hardest hit neighborhoods throughout our service area. We funded \$9.8 million in New Markets Tax Credit projects located in Oakland and the San Francisco Bay area.

We had another strong financial performance in 2012 with pre-tax profit of \$2.64 million and continued to build our loan portfolio to provide a stable source of interest income. For the eighth consecutive year, we paid a dividend to all "Class A" shareholders providing a consistent and reliable return on their equity investment. We continued a strong partnership with the Federal Home Loan Bank of San Francisco, increasing our line of credit and successfully sponsoring three AHEAD grants benefiting nonprofit applicants in our two-state service area.

In March of 2012, we opened our Nevada office in Las Vegas, and immediately began responding to lending needs in the community. We funded several loans in Nevada, including; a senior affordable housing project, a faith-based project and a culinary service industry job-training center. Royal Business Bank became the first new shareholder to invest in Clearinghouse CDFI as a result of our expansion into Nevada. We have a healthy pipeline of loans and are working to attract additional equity investments from Nevada-based entities.

We continue our focus on excellent customer service, and promote a culture that allows us to "step outside the box" and make a real difference in the communities we serve. We look forward to new opportunities to fund impactful loans addressing unmet credit needs in our two-state service area. Thank you, again, for your continued assistance and support.

Sincerely,

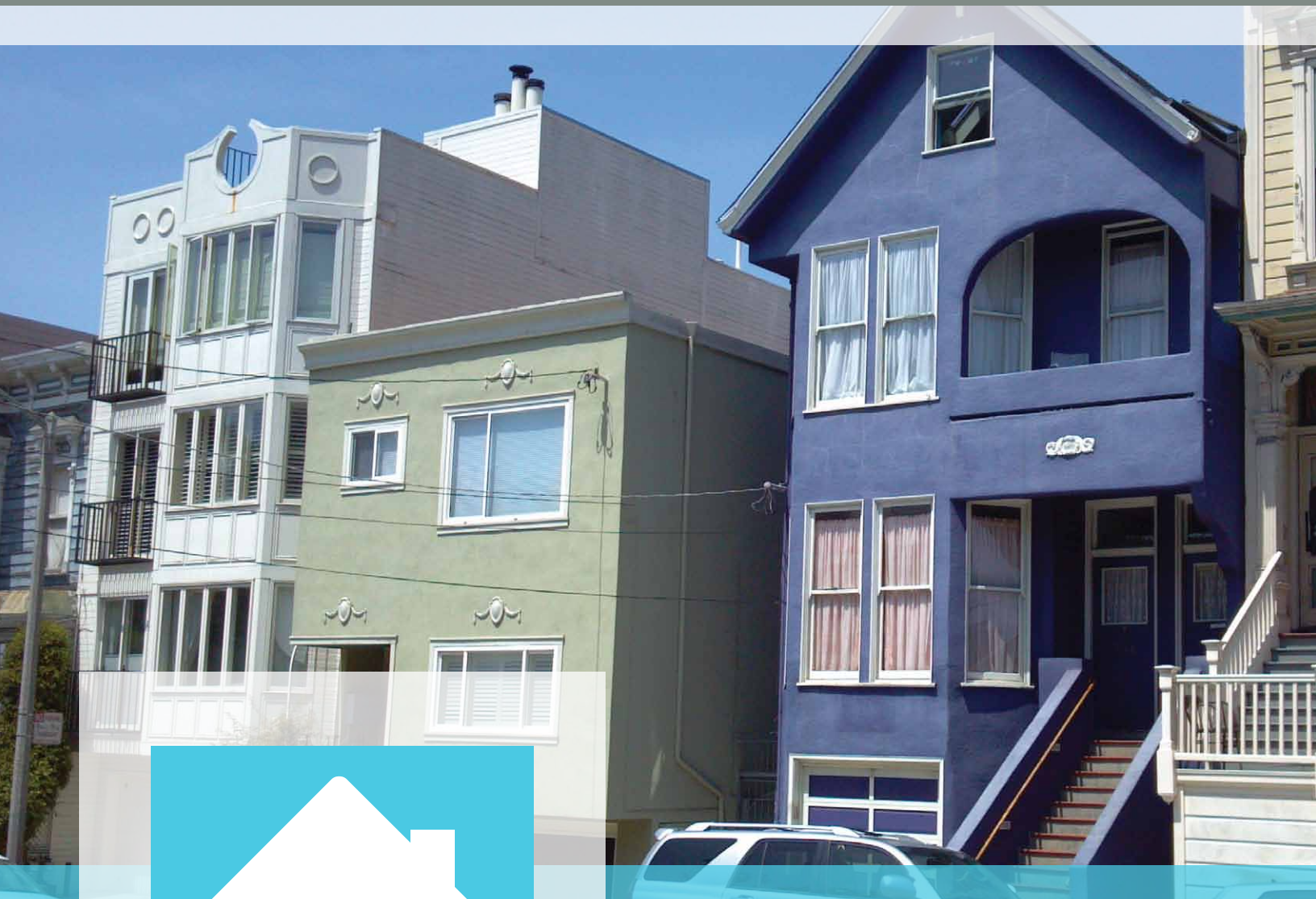


Douglas J. Bystry
President / CEO



Alan Orechwa
Chairman of the Board





AFFORDABLE HOUSING

Access to quality, affordable housing is critical to community stabilization. It generates the financial security required to build healthy living environments. Clearinghouse CDFI finances the development of rental, for-sale and

supportive housing for low-income families and individuals throughout California and Nevada.

Clearinghouse CDFI financed \$29 million in 2012 for affordable housing development. Our 2012 borrowers created 468 units of affordable housing. These housing units served low-income individuals, first-time home buyers, seniors, developmentally disabled individuals and other disadvantaged populations.

SAN FRANCISCO COMMUNITY LAND TRUST (SFCLT) \$700,000 - San Francisco, CA

Clearinghouse CDFI funded a \$700,000 acquisition loan to SFCLT for the stabilization of rent-controlled apartments for families earning less than 55% of area median income. SFCLT creates permanently affordable housing by facilitating community ownership of land. By creating housing cooperatives, SFCLT allows each member to control costs of rent and property management. Clearinghouse CDFI's loan helped this nonprofit acquire a 10-unit complex to be owned and operated by tenants who would have otherwise been displaced.



**LOAN DOLLARS
PROVIDED SINCE INCEPTION:**

\$220 Million

Multi-Family Housing: \$88 Million

Supportive Housing: \$47 Million

For-Sale Housing: \$84 Million

GLENNWOOD HOUSING FOUNDATION \$4.5 Million - Laguna Beach, CA

Glennwood Housing Foundation received a \$4.5 million loan to establish an independent living facility for 50 special needs adults. Residents who are unable to provide for their own daily needs will receive 24-hour non-medical care and food. Services include education, physical exercise and socialization to help these individuals take steps toward assisted independence.

Future Residents with
Renowned Marine Life
Artist Wyland



Purchase / Rehabilitation / Resale Program (PRR)

Clearinghouse CDFI's Purchase / Rehab / Resale (PRR) program saw significant growth in 2012. In partnership with the National Community Stabilization Trust, 10 foreclosed, single-family homes were purchased, rehabilitated and sold at a discount to low- and moderate-income home buyers in California. The PRR program also reached a new milestone with our expansion into Nevada and the acquisition of our first home in Las Vegas. Clearinghouse CDFI will continue to stabilize neighborhoods suffering from foreclosures, abandonment and blight throughout California and Nevada.

BEFORE



AFTER



JOINT VENTURE PARTNERSHIPS

In a continued lending/equity partnership with our nonprofit affiliate, Affordable Housing Clearinghouse, and Mary Erickson Community Housing, Clearinghouse CDFI rehabilitated many foreclosed properties throughout California. The joint venture made homeownership a reality for eight low-and moderate-income families.

**AFFORDABLE
HOUSING**
UNITS CREATED SINCE INCEPTION:

4,330

Multi-Family Housing: 2,820
Supportive Housing: 1,085
For-Sale Housing: 111



COMMUNITY DEVELOPMENT

The provision of community services in low-income areas is essential to improving economic and social well-being. Community facilities powerfully impact neighborhoods by fostering socialization and vitality. Clearinghouse

CDFI finances community-based projects in low-income communities throughout California and Nevada, including schools, cultural centers and faith-based facilities.

Clearinghouse CDFI financed \$32 million in 2012 for the construction and development of community facilities which serve over 39,000 individuals annually. These individuals will receive needed services, such as healthcare, and supplemental services that contribute to overall well-being, such as religious services.

BICYCLE KITCHEN

\$238,000 - Los Angeles, CA

Clearinghouse CDFI provided an acquisition loan for Bicycle Kitchen to establish a larger, permanent location and expand services. The Bicycle Kitchen is a nonprofit organization that holds workshops for youth, day laborers and women to teach them how to repair and build bicycles. The Bicycle Kitchen is entirely volunteer-run and serves approximately 7,600 individuals annually.



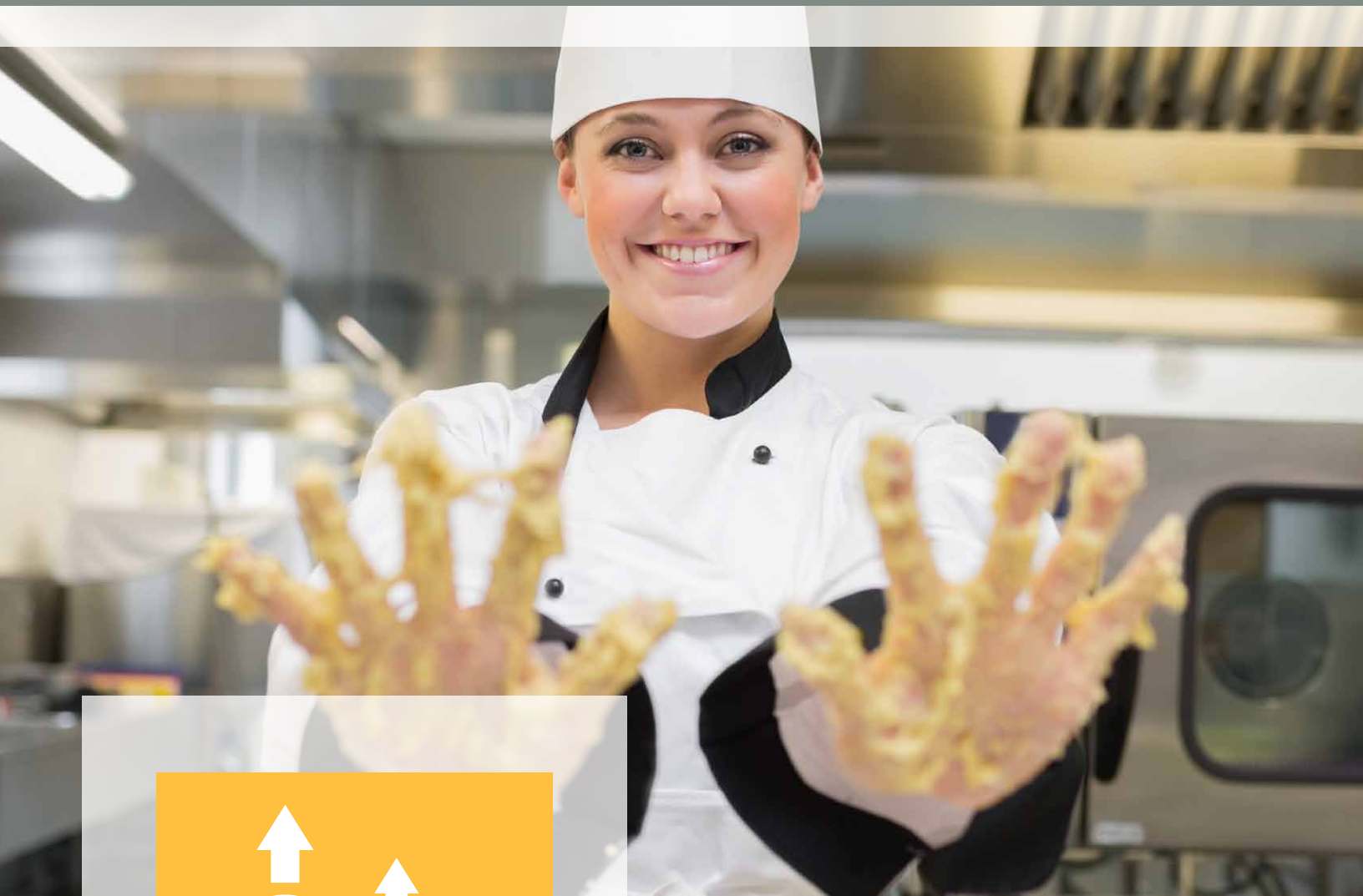
INDIVIDUALS
SERVED ANNUALLY:

760,000

Faith-Based Facilities:
5,260 Individuals

Cultural Centers:
125,520 Individuals

Educational Facilities:
8,223 Student Spaces



ECONOMIC OPPORTUNITY

Economic opportunity is the power to end poverty. Business development in low-income communities creates new jobs and helps residents build futures for themselves and their children.

Clearinghouse CDFI finances small

businesses in low-income areas to promote financial strength and economic growth.

Clearinghouse CDFI funded \$9 million in 2012 to businesses in low-income communities for working capital or business expansion. Our borrowers created or retained more than 465 permanent and construction jobs and rehabilitated 930,000 square feet of under-utilized space. These projects spark additional economic development and create jobs to provide living wages for local residents.

CULINARY TRAINING ACADEMY

\$1 Million Loan / Grant - Las Vegas, NV

Clearinghouse CDFI provided our first loan/grant financing package to the Culinary Training Academy (CTA) for working capital to support service expansion. CTA is a nonprofit organization that reduces poverty and unemployment by providing employability and vocational skills to youth, adults and displaced workers. The training programs offered by CTA help entry-level workers obtain quality jobs. CTA will hire 200 additional employees as a result of this business expansion.



JOBS
CREATED OR RETAINED
SINCE INCEPTION:

9,360

SQUARE FEET
DEVELOPED OR REHABILITATED
SINCE INCEPTION:

8.5 Million



MARKET EXPANSION - NV

2012 marked a significant milestone in Clearinghouse CDFI's history: our expansion into Nevada.

The decision to fully expand our service area came as a response to the economic

distress and lack of CDFI and NMTC activity in the state. Clearinghouse CDFI established a committed presence in Nevada by opening a new office in Las Vegas and welcoming new Director of Nevada Operations, Brian Maddox.

Our mission to provide innovative financing will create affordable housing, community facilities and business growth throughout Nevada. To date, Clearinghouse CDFI has funded three loans in Nevada, totaling \$7.1 million.

VIRGINIA LAKE SENIOR PARTNERS \$4.2 Million - Reno, NV

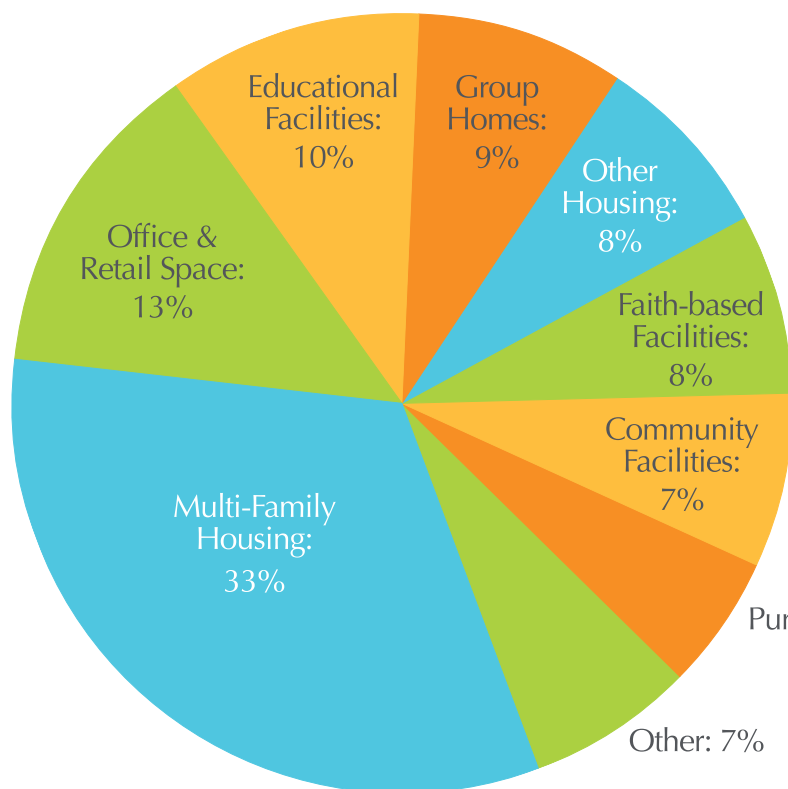
Clearinghouse CDFI funded \$4.2 million for new senior housing in Reno. Upon completion, the 66,000 sq. ft. Victorian-style building will offer a community room with kitchen, computer room, library, fitness center, wellness center, and a community garden. Individual units will be equipped with central heat/air and standard amenities. The 66-unit Arbor Cove will benefit low-income seniors earning below 50% of area median income.



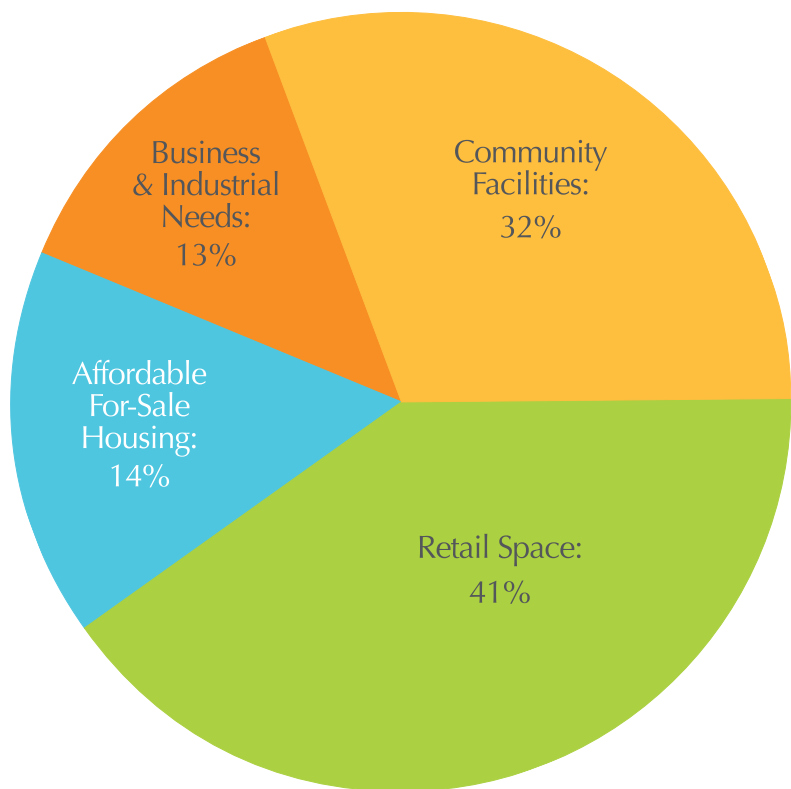
Clearinghouse CDFI Welcomes Brian Maddox

Brian L. Maddox is the Director of Operations for the Clearinghouse CDFI Nevada office. He has over 17 years of community development finance and nonprofit management experience, with expertise in Low Income Housing Tax Credits (LIHTC) financing.





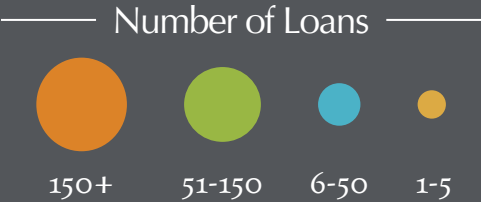
CORE
LENDING
PORTFOLIO
AT DECEMBER 31, 2012



NMTC
LENDING
PORTFOLIO
AT DECEMBER 31, 2012

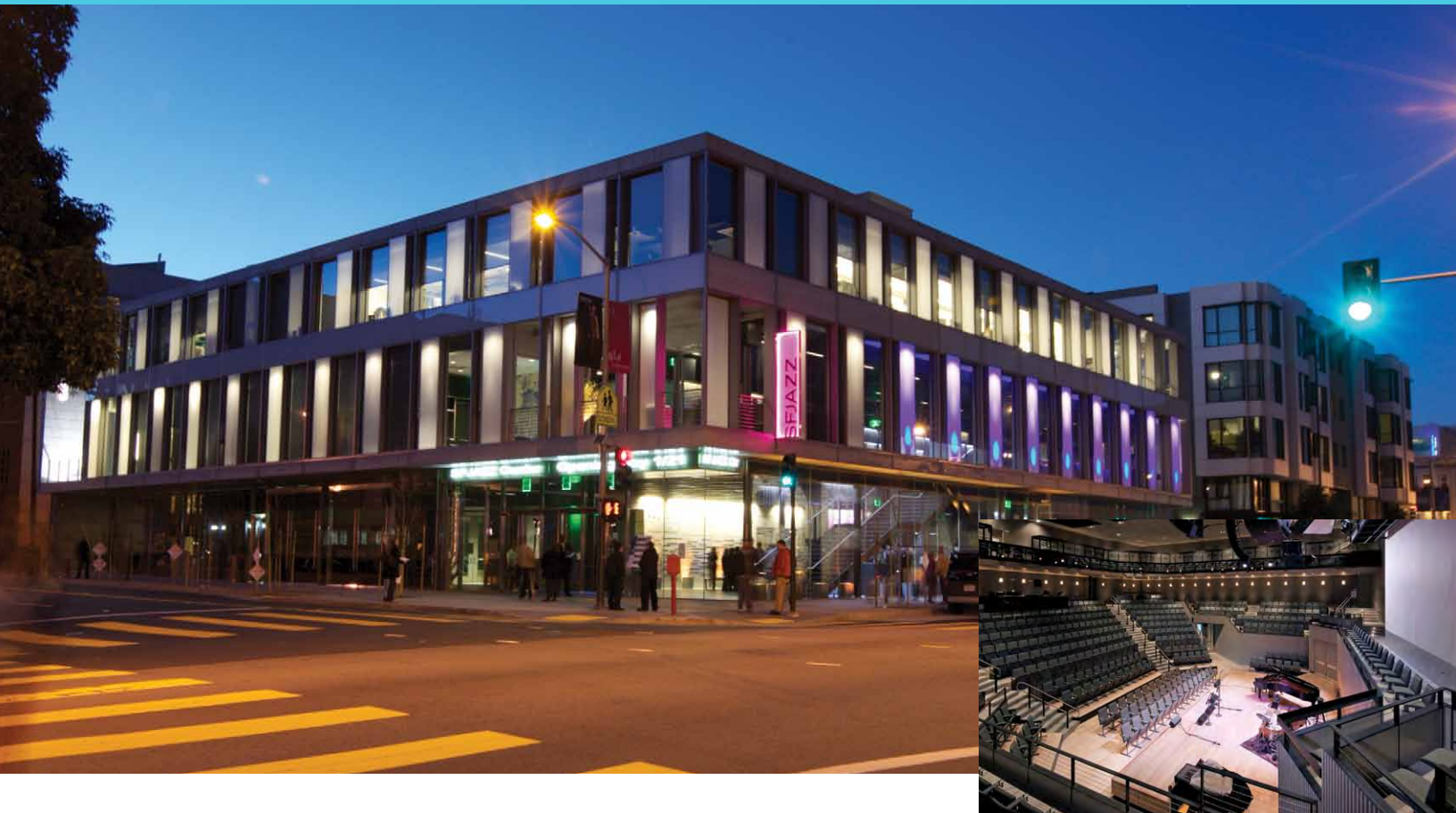
COUNTIES SERVED

IN CA & NV
SINCE INCEPTION



New Markets Tax Credit Program

Clearinghouse CDFI is one of the premier providers of New Markets Tax Credits in the nation, having deployed \$393 million of this valuable resource. NMTC projects are innovative, complex and tend to be larger in amount, allowing us to broaden our mission throughout California and Nevada.



SAN FRANCISCO JAZZ ORGANIZATION (SFJAZZ)

\$40.7 Million NMTC Transaction - San Francisco, CA

SF Jazz Center is the first West Coast facility fully dedicated to jazz music history, education and performance. The center will serve 10,000 children and adults annually through classes, exhibitions and rehearsals. In addition, the project will create job opportunities for over 250 local musicians and 200 independent contractors annually. Clearinghouse CDFI provided over \$13 million of NMTC allocation for the construction of this culture-enhancing community asset in a severely distressed area of San Francisco.

THE MONARCH SCHOOL

\$15.5 Million NMTC Transaction - San Diego, CA

Clearinghouse CDFI provided a \$3.8 million, upper-tier, leveraged loan and extensive technical assistance to make this project possible. Monarch Schools educates students impacted by homelessness. This transaction allowed Monarch Schools to expand its services from 150 to over 350 children in grades K-12. The new campus also includes a gymnasium and recreational facilities to help provide a more supportive environment where children can become more highly motivated, contributing members of society.



THE LAFAYETTE HOTEL

\$25 Million NMTC Transaction - San Diego, CA

The Lafayette Hotel was located in a distressed neighborhood with high crime rates and many building vacancies. Clearinghouse CDFI provided a \$15 million NMTC allocation and an additional investment of \$1.3 million in Historic Tax Credits to transform this classic hotel. Rehabilitation of this facility created a thriving boutique hotel, eliminated blight and encouraged new, local, start-up businesses. The Lafayette Hotel now hosts local community events, such as weddings and quinceñeras, and provides public access to its Olympic-size pool.



Clearinghouse CDFI Board of Directors and Executive Team



LEFT TO RIGHT Kristy Ollendorff - Clearinghouse CDFI; Jay Harrison - Clearinghouse CDFI; David Levy, Secretary - Fair Housing Council of Orange County; J. Chris Walsh - Sunwest Bank; Terrin Enssle - Opus Bank; Alan Orechwa, Chairman - Orechwa Consultants; Alva Diaz - Wells Fargo Bank; Gary Dunn - CapitalSource Bank; Susan Montoya, Treasurer - First Bank; Mark Rebal - California Republic Bank; Pat Neal - Neal Estate, Inc.; Glen Pacheco - US Bank; Ray Nayar - AOF/Pacific Affordable Housing Corp.; Douglas J. Bystry - Clearinghouse CDFI; Melissa DeMotte - Clearinghouse CDFI

LOAN COMMITTEE:

Glen Pacheco, Chair		US Bank
Alan Orechwa		Orechwa Consultants
Gary Dunn		CapitalSource Bank
Wesley Wolf		Wolf & Company, Inc.
Waheed Karim		US Bank
Laura Green		Sunwest Bank
Jeff Spinelli		Farmers & Merchants Bank
Michael Allison		Opus Bank
Ed Padilla		Opus Bank
Melody Winter Head		OCCHC Advisory Board
Douglas J. Bystry		Clearinghouse CDFI

ALCO COMMITTEE:

Terrin Enssle, Chair		Opus Bank
Alan Orechwa		Orechwa Consultants
David Levy		Fair Housing Council of Orange County
Susan Montoya		First Bank
Douglas J. Bystry		Clearinghouse CDFI

Community / New Markets Tax Credit Advisory Board



LEFT TO RIGHT Frank Hawkins, Jr. - Southern Nevada; Dr. Raymond Turner - Inland Empire; Alan Woo - Orange County; Tim Johnson - Sacramento-Northern California; Anne Griffith - San Francisco Bay Area; Stanley Tom - Central Valley-South; Delores Brown - Los Angeles County; Matthew Fleming - Northern Nevada; David Levy - Board of Directors Liaison; Mike McCraw - San Diego/Imperial County

ASSET REVIEW COMMITTEE:

Glen Pacheco, Chair	US Bank
Elsa Monte	Sunwest Bank
Sean Birney	JP Morgan Chase Bank
John Marder	First Bank
Lorena Mendez-Quezada	Wells Fargo Bank
David Sharp	CapitalSource Bank
Terrin Enssle	Opus Bank
Mark Rebal	California Republic Bank
Wilson Mach	First General Bank

PURCHASE / REHAB / RESALE BOARD:

Susan Montoya, Chair	First Bank
Gary Dunn	CapitalSource Bank
J. Chris Walsh	Sunwest Bank
Pat Neal	Neal Estate, Inc.
Ron Rohrer	NHS of OC
Toni Dwyer	Osher Lifelong Learning Institute
Kristy Ollendorff	Clearinghouse CDFI

CLEARINGHOUSE COMMUNITY DEVELOPMENT FINANCIAL INSTITUTION COMPANIES

CONSOLIDATED BALANCE SHEETS

December 31, 2012 and 2011

ASSETS	2012	2011
Cash and cash equivalents	\$ 28,884,000	\$ 9,807,000
Certificates of deposit	1,010,000	1,000,000
Loans receivable, net	96,375,000	76,287,000
Accrued interest receivable	433,000	372,000
Other receivables and prepaid expenses	666,000	521,000
Due from related parties	976,000	592,000
Deferred taxes	3,535,000	2,239,000
Fixed assets, net	270,000	86,000
Other real estate owned	51,000	97,000
Investment in distressed single family properties	2,041,000	654,000
Investment in other companies	2,613,000	2,682,000
Total Assets	\$ 136,854,000	\$ 94,337,000

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES

Accounts payable and accrued expenses	\$ 4,567,000	\$ 1,402,000
Accrued interest payable	268,000	289,000
Due to related parties	178,000	161,000
Lines of credit	6,450,000	2,733,000
Interest-bearing deposits	550,000	550,000
Non-interest-bearing deposits	2,050,000	1,950,000
Notes payable, Class A stockholders	37,927,000	37,927,000
Other notes payable	35,840,000	10,800,000
Advances from Federal Home Loan Bank of San Francisco	25,000,000	16,400,000
TOTAL LIABILITIES	112,830,000	72,212,000

STOCKHOLDERS' EQUITY

Common stock, no par value		
Class A	7,153,000	6,863,000
Class C	3,580,000	3,580,000
Retained earnings	13,291,000	11,682,000
TOTAL STOCKHOLDERS' EQUITY	24,024,000	22,125,000

Total Liabilities and Stockholders' Equity	\$ 136,854,000	\$ 94,337,000
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CLEARINGHOUSE COMMUNITY DEVELOPMENT FINANCIAL INSTITUTION COMPANIES

CONSOLIDATED STATEMENTS OF INCOME

For the years ended December 31, 2012 and 2011

	2012	2011
INTEREST INCOME		
Interest on loans receivable	\$ 6,532,000	\$ 4,286,000
Interest-bearing deposits	77,000	110,000
Total interest income	6,609,000	4,396,000
INTEREST EXPENSE	(2,265,000)	(1,793,000)
Net interest income	4,344,000	2,603,000
PROVISION FOR LOAN LOSSES		
Provision for loan losses	(1,385,000)	(1,145,000)
Net interest income after provision for loan losses	2,959,000	1,458,000
NON INTEREST INCOME		
Other loan fees	456,000	286,000
Grants and other income	296,000	1,554,000
Investment income	198,000	42,000
Income from investment in distressed single family properties	444,000	358,000
Management fees	2,902,000	3,236,000
Sponsor fees	461,000	1,406,000
Gain on sale of other real estate	-	684,000
Flow-through income from subsidiaries	458,000	816,000
Total non interest income	5,215,000	8,382,000
NON INTEREST EXPENSE		
Compensation and related benefits	3,176,000	3,095,000
Insurance	245,000	208,000
Professional fees	180,000	186,000
Depreciation	84,000	74,000
Rent	158,000	192,000
Charitable contributions	115,000	102,000
Historic tax credit investment amortization	396,000	815,000
Investment impairment	500,000	309,000
Other expenses	672,000	502,000
Total non interest expense	5,526,000	5,483,000
Income before provision for income taxes	2,648,000	4,357,000
Provision for Income Taxes	967,000	374,000
Net Income	\$ 1,681,000	\$ 3,983,000

CRA Investment Funds

In April 2008, Clearinghouse CDFI created The Clearinghouse CRA Investment Fund, LLC ("CRA Fund") to allow investors seeking CRA credit to participate in our quality community development loans. The fund secured commitments of \$40 million and deployed \$37.7 million before being closed to additional investment in August 2010. Since then, over \$11 million has been returned to investors through the amortization and repayment of the underlying loans. There have been no loan write-offs since inception as Clearinghouse CDFI strives to provide investors with quality investment alternatives.

The success of the CRA Fund led to the creation of the Clearinghouse CRA Investment Fund II, LLC ("CRA Fund II"). This fund is designed to replicate the CRA Fund while also including community development loans in our new service area of Nevada. The CRA Fund II, which began in May of 2012, remains open for additional investment, having secured \$13 million of commitments as of December 31, 2012.

SUPPLEMENTARY SCHEDULE I - December 31, 2012 COMBINED BALANCE SHEET

ASSETS	CRA Fund	CRA Fund II	Combined Balance
Cash and cash equivalents	\$ 752,637	\$ 6,550,541	\$ 7,303,178
Restricted cash	197,817	29,130	226,947
Loans receivable, net	26,037,960	2,030,535	28,068,495
Accrued interest receivable	107,471	1,581	109,052
Due from CDFI	2,487	31,103	33,590
Total Assets	\$ 27,098,372	\$ 8,642,890	\$ 35,741,262
LIABILITIES AND MEMBERS' EQUITY			
Liabilities			
Due to related party			
Management fee payable	\$ 143,228	\$ 65,604	\$ 208,832
Due to CDFI	34,750	-	34,750
Total Liabilities	177,978	65,604	243,582
Members' equity	26,920,394	8,577,286	35,497,680
Total Liabilities and Members' Equity	\$ 27,098,372	\$ 8,642,890	\$ 35,741,262

SUPPLEMENTARY SCHEDULE II - For the year ended December 31, 2012 COMBINED STATEMENT OF OPERATIONS

INTEREST INCOME	CRA Fund	CRA Fund II	Combined Balance
Interest income - loans receivable	\$ 2,367,078	\$ 291,533	\$ 2,658,611
NON-INTEREST INCOME			
Loan processing income	39,164	1,392	40,556
Investment capital income	-	31,103	31,103
Total non-interest income	39,164	32,495	71,659
EXPENSES			
Management fees	436,477	55,477	491,954
Income tax expense	6,800	-	6,800
Professional fees	6,000	-	6,000
Total expenses	449,277	55,477	504,754
Net Income	\$ 1,956,965	\$ 268,551	\$ 2,225,516

New Markets Tax Credits

Clearinghouse CDFI is one of the premier providers of New Markets Tax Credits in the nation. We have been participating in this program since its inaugural round in 2002. Since then, we've deployed \$393 million through 86 Qualified Low Income Community Investments (QLICIs) spanning the entire state of California.

According to the January 2013 NMTC QEI Report published by the CDFI Fund, Clearinghouse CDFI ranked second nationally under the category of the top percentage of deployment from all allocation rounds, 2002 through 2011.

We are proud of the scope of this activity and the significant impact it has had in the low-income and distressed communities we serve.

CLEARINGHOUSE CDFI COMMUNITY DEVELOPMENT SUBSIDIARY ENTITIES - December 31, 2012

NOTES TO COMBINED FINANCIAL STATEMENTS

CDFI was awarded the authority to issue the following qualified equity investments ("QEIs") to the Companies:

Allocation Year	QEI
2002	\$ 56,000,000
2005	75,000,000
2006	37,000,000
2008	90,000,000
2009	100,000,000
2010	35,000,000
Total	\$ 393,000,000



Clearinghouse CDFI Received the 2012 Wells Fargo NEXT Award for Opportunity Finance

CLASS A SHAREHOLDERS



CLASS C SHAREHOLDERS

U.S. Dept. of Treasury
CDFI Fund



NEW MARKETS TAX CREDIT INVESTORS



CRA INVESTMENT FUND



DEPOSITORS



Erich and Hannah
Sachs Foundation

OTHER INVESTORS / LENDERS





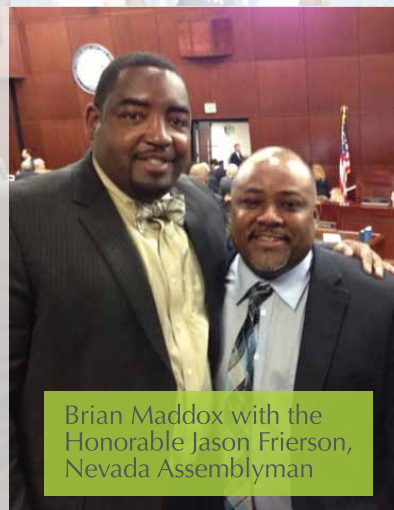
CLEARINGHOUSE CDFI STAFF BUILDING HEALTHY COMMUNITIES



Staff Team
Building Event



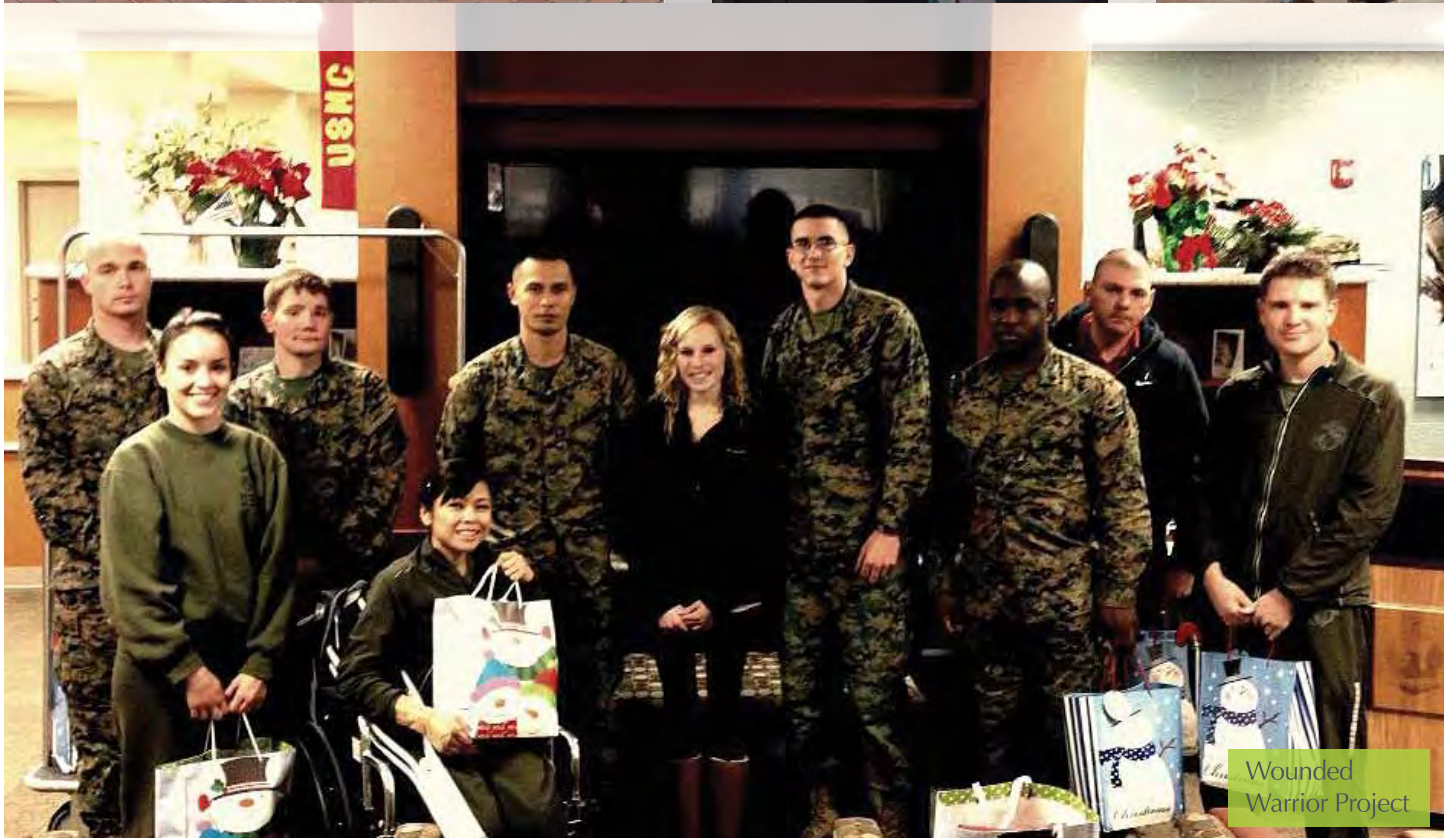
Little League
Sponsorship



Brian Maddox with the
Honorable Jason Frierson,
Nevada Assemblyman



Rainbow Dreams
Academy Charter
School Check
Presentation



Wounded
Warrior Project



Sponsorship - Santiago
Little League Flushing
Out Cancer Event



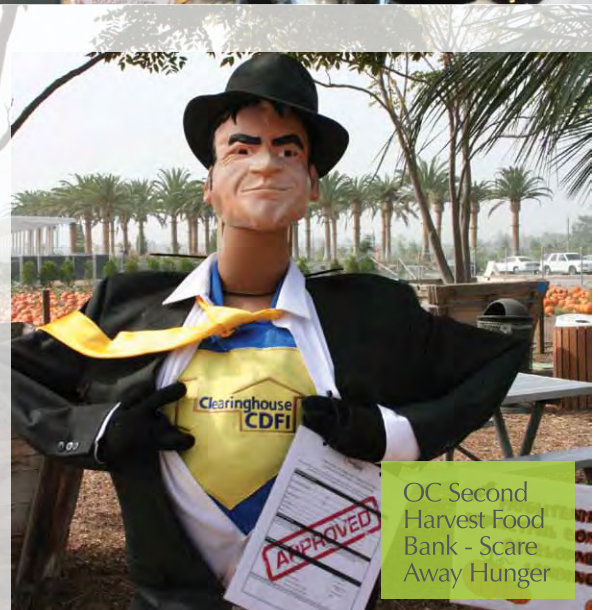
Rotary Club of Yuba
City - Annual Kohl's
Shopping Spree



Tyrol Plaza Senior
Christmas Luncheon



Susan G. Komen
Race for the Cure



OC Second
Harvest Food
Bank - Scare
Away Hunger



AFFORDABLE
HOUSING

COMMUNITY
DEVELOPMENT



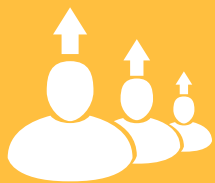
Funding Dreams for Tomorrow

Building Healthy Communities



Providing Innovative Solutions

Creating Financial Strength



ECONOMIC
OPPORTUNITY

MARKET
EXPANSION



SPECIAL THANK YOU TO OUR PLATINUM SPONSORS:



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