COMBINED FINANCIAL STATEMENTS
For the years ended December 31, 2014 and 2013
with
Report of Independent Auditors

Novogradac & Company LLP Certified Public Accountants



Report of Independent Auditors

To the Members of Clearinghouse CRA Investment Funds:

Report on Combined Financial Statements

We have audited the accompanying combined financial statements of Clearinghouse CRA Investment Funds, which comprise the combined balance sheets as of December 31, 2014 and 2013, and the related combined statements of operations, changes in members' equity and cash flows for the years then ended, and the related notes to the combined financial statements.

Management's Responsibility for the Combined Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the combined financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of Clearinghouse CRA Investment Funds as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the combined financial statements as a whole. The supplementary information is presented for purposes of additional analysis of the combined financial statements rather than to present the financial position, results of operations, and cash flows of the individual companies, and it is not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information has been subjected to the auditing procedures applied in the audits of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the combined financial statements as a whole.

Novogradae & Impanyus Long Beach, California

March 27, 2015

COMBINED BALANCE SHEETS

December 31, 2014 and 2013

ASSETS	2014	2013
Cash and cash equivalents Due from CDFI Accrued interest receivable Restricted cash Loans receivable, net	\$ 756,871 2,487 70,644 272,008 24,219,436	\$ 836,121 2,487 137,443 272,008 32,793,072
Total assets	\$ 25,321,446	\$ 34,041,131
LIABILITIES AND MEMBERS' EQUITY Liabilities		
Due to CDFI		
Management fee payable	\$ 86,717	\$ 196,078
Other payables	52,222	57,692
Total liabilities	138,939	253,770
Members' equity	25,182,507	33,787,361
Total liabilities and members' equity	\$ 25,321,446	\$ 34,041,131

COMBINED STATEMENTS OF OPERATIONS

	 2014	 2013
INTEREST INCOME		
Interest income - loans receivable	\$ 2,047,187	\$ 2,150,075
NON-INTEREST INCOME		
Loan processing income	5,185	24,952
Income tax refund	749	-
Investment capital income	-	158,544
Total non-interest income	5,934	183,496
EXPENSES		
Management fees	388,168	396,848
State franchise tax	-	11,000
Professional fees	-	1,120
Total expenses	388,168	408,968
Net income	\$ 1,664,953	\$ 1,924,603

COMBINED STATEMENTS OF CHANGES IN MEMBERS' EQUITY

	Managing Member		Inve	stor Members	Total Members' Equity		
Balance, January 1, 2013	\$	=	\$	35,497,680	\$	35,497,680	
Equity contributions		-		1,644,460		1,644,460	
Net income		=		1,924,603		1,924,603	
Priority interest distributions		=		(2,000,771)		(2,000,771)	
Equity distributions		+		(3,278,611)		(3,278,611)	
Balance, December 31, 2013				33,787,361		33,787,361	
Net income		-		1,664,953		1,664,953	
Priority interest distributions		-		(1,730,164)		(1,730,164)	
Equity distributions		=		(8,539,643)		(8,539,643)	
Balance, December 31, 2014	\$	-	\$	25,182,507	\$	25,182,507	

COMBINED STATEMENTS OF CASH FLOWS

	2014		2013
Cash flows from operating activities:			
Net income	\$ 1,664,953	\$	1,924,603
Adjustments to reconcile net income to net cash			
provided by operating activities:			
Changes in operating assets and liabilities:			
Increase in restricted cash	-		(45,061)
Decrease (increase) in accrued interest receivable	66,799		(28,391)
Decrease in due from CDFI			31,103
(Decrease) increase in due to CDFI	(114,831)		10,188
Net cash provided by operating activities	1,616,921		1,892,442
Cash flows from investing activities:			
Decrease (increase) in loans receivable, net	8,573,636		(4,724,577)
Net cash provided by (used in) investing activities	8,573,636		(4,724,577)
Cash flows from financing activities:			
Equity contributions	-		1,644,460
Priority interest distributions	(1,730,164)		(2,000,771)
Equity distributions	(8,539,643)		(3,278,611)
Net cash used in financing activities	 (10,269,807)	×-	(3,634,922)
Net decrease in cash and cash equivalents	(79,250)		(6,467,057)
Cash and cash equivalents at beginning of year	 836,121	st.	7,303,178
Cash and cash equivalents at end of year	\$ 756,871		836,121

NOTES TO COMBINED FINANCIAL STATEMENTS December 31, 2014 and 2013

1. Organization

The combined financial statements present the combined activities of Clearinghouse CRA Investment Fund, LLC ("CRA Fund") and Clearinghouse CRA Investment Fund II, LLC ("CRA Fund II") (collectively, the "CRA Investment Funds" and the "Companies"). The CRA Fund was formed to enable qualified investments to be used to finance community development projects throughout California. The CRA Fund II was expanded to include Nevada, as well as California.

CRA Fund

CRA Fund was initially created in April 2008 and subsequently amended as investors were added. CRA Fund entered into an Amended and Restated Operating Agreement in November 2011. Pursuant to the Second Amended and Restated Operating Agreement of CRA Fund (the "CRA Operating Agreement"), the managing member of CRA Fund is Clearinghouse Community Development Financial Institution ("CDFI"). The investor members of CRA Fund are disclosed in Note 6 (the "CRA Investor Members").

CRA Fund II

Pursuant to the Amended and Restated Operating Agreement of CRA Fund II (the "CRA II Operating Agreement"), effective May 9, 2012 (CRA II Operating Agreement and CRA Operating Agreement are collectively referred to as the "Operating Agreements"), the managing member of CRA Fund II is CDFI. The investor members of CRA Fund II are disclosed in Note 6 (the "CRA II Investor Members").

Cash distributions, capital transactions, profits and losses are generally allocated among the members in accordance with their ownership interests. Profit and loss of the Companies shall be allocated to and among the members' capital accounts in a manner that as closely as possible gives economic effect to the distributions made, or deemed made. Losses allocated shall not exceed the maximum losses that can be so allocated without causing any adjusted deficit at the end of the fiscal year.

2. Summary of significant accounting policies and nature of operations

Basis of accounting

The Companies prepare their combined financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Basis of presentation

The combined financial statements of the Companies include CRA Fund and CRA Fund II. All intercompany transactions and balances have been eliminated in combination.

Cash and cash equivalents

Cash and cash equivalents include all cash balances on deposit with financial institutions and highly liquid investments with a maturity of three months or less at the date of acquisition.

Restricted cash is not considered cash and cash equivalents, and includes cash held for loan loss reserves.

NOTES TO COMBINED FINANCIAL STATEMENTS

December 31, 2014 and 2013

2. Summary of significant accounting policies and nature of operations (continued)

Concentration of credit risk

The Companies maintain cash in bank deposit accounts that, at times, may exceed federally insured limits. The Companies have not experienced any losses in such accounts. The Companies believe they are not exposed to any significant credit risk on cash.

Economic and geographic concentrations

The Companies lend in the California and Nevada markets. Future operations could be affected by changes in economic or other conditions in those markets.

Estimates

The preparation of combined financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amount reported in the combined financial statements and accompanying notes. Actual results could differ from those estimates. A material estimate that is partially susceptible to significant change in the near term relates to the allowance for loan losses provision.

Income taxes

Income taxes on the Companies' income are levied on the members at the member level. Accordingly, all profits and losses of the Companies are recognized by each member on its respective tax return.

The preparation of combined financial statements in accordance with accounting principles generally accepted in the United States of America requires the Companies to report information regarding their exposure to various tax positions taken by the Companies. Management has determined whether any tax positions have met the recognition threshold and has measured the Companies' exposure to those tax positions. Management believes that the Companies have adequately addressed all relevant tax positions and that there are no unrecorded tax liabilities. Federal and state tax authorities generally have the right to examine and audit the previous three years of tax returns filed. Any interest or penalties assessed to the Companies are recorded in operating expenses. No interest or penalties from federal or state tax authorities were recorded in the accompanying combined financial statements.

Loans receivable and allowance for loan losses

Loans receivable are stated at the amount of unpaid principal, less loan loss reserves.

The Companies evaluate each loan individually for impairment. A loan is impaired when it is probable that the Companies will be unable to collect all contractual principal and interest payments due in accordance with the terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. The amount of impairment, if any, is included in the allowance for loan losses as specific reserves. When management determines an amount to be uncollectible, that amount is written off. As of December 31, 2014 and 2013, the Companies determined that there were no impaired loans. There were no delinquencies in either CRA Fund or CRA Fund II for the years ended December 31, 2014 and 2013. Neither fund has experienced any write-offs since their inception.

NOTES TO COMBINED FINANCIAL STATEMENTS

December 31, 2014 and 2013

2. Summary of significant accounting policies and nature of operations (continued)

Revenue recognition

The Companies recognize revenue from interest income on the loans receivable. Interest on the notes is based on the principal balance outstanding and is recognized when earned in accordance with the contractual terms of the loan agreements and promissory notes.

Interest on loans is calculated using the simple-interest method on principal amounts outstanding. The accrual of interest on impaired loans is discontinued when, in management's opinion, the borrower may be unable to make payments as they become due. When the accrual of interest is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received and the principal balance is believed to be collectible.

Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation.

Subsequent events

Subsequent events have been evaluated through March 27, 2015, which is the date the combined financial statements were available to be issued, and there are no subsequent events requiring disclosure.

3. Restricted cash and loan loss reserves

Restricted cash includes a reserve account established by CDFI in accordance with the Operating Agreements. CDFI is required to deposit an amount equal to .50% of the unpaid principal balance purchased and is to permit distributions solely to replace amounts lost as a result of loan write-offs. All remaining cash in the loan loss reserve will be distributed to CDFI upon dissolution of the fund. As of December 31, 2014 and 2013, the reserve account balance was \$272,008.

4. Loans receivable

The Companies' loan portfolio is composed of loans that are primarily secured by real estate and commercial properties. This collateral is concentrated primarily within Los Angeles and Orange Counties, but includes collateral located in various counties throughout California. As of December 31, 2014 and 2013, real estate-secured loans accounted for approximately 100% of total loans. Substantially all of these loans are secured by first-trust deeds with an initial loan-to-value ratio of generally not greater than 80%.

The Companies evaluate each borrower's creditworthiness on a case-by-case basis. Collateral held generally consists of first-trust deeds on real estate and income-producing commercial properties.

NOTES TO COMBINED FINANCIAL STATEMENTS

December 31, 2014 and 2013

4. Loans receivable (continued)

The Companies' loan portfolio consisted of the following at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Loans receivable	\$ 24,491,444	\$ 33,065,080
Less: loan loss reserve	(272,008)	(272,008)
Loans receivable, net	<u>\$ 24,219,436</u>	\$ 32,793,072

The approximate yields for 2014 to investors for CRA Fund and CRA Fund II were 6.00% and 4.50%, respectively.

5. Transactions with related parties

Due from CDFI

There were certain member contributions received by the Companies that were not immediately invested into loan receivables. CDFI will fund priority interest distributions associated with the uninvested contributions. As of December 31, 2014 and 2013, \$2,487 remained due from CDFI.

Management fees

Pursuant to the Operating Agreements, the Companies are to pay an annual management fee to CDFI as the managing member (the "Management Fee"). The Management Fee consists of two separate components paid on a quarterly basis. The first component is a loan servicing fee, which accrues quarterly at a rate of .125% of the outstanding principal loan balances. The second component is a compliance fee, which accrues quarterly at a rate of .25% and .1875% of the outstanding principal loan balances for CRA Fund and CRA Fund II, respectively. For the years ended December 31, 2014 and 2013, CDFI earned a Management Fee of \$388,168 and \$396,848, respectively. As of December 31, 2014 and 2013, \$86,717 and \$196,078 remained payable, respectively.

Other payables

As the managing member, CDFI paid expenditures during the year on behalf of the Companies. As of December 31, 2014 and 2013, the Companies owed CDFI \$52,222 and \$57,692 in reimbursements, respectively.

NOTES TO COMBINED FINANCIAL STATEMENTS December 31, 2014 and 2013

6. Capital structure

CRA Fund

Pursuant to the CRA Operating Agreement, CRA Fund has the following capital structure:

			<u>2014</u>		<u>2013</u>
CRA Fund Investor Members	_	CRA Fund Commitment Amount	 CRA Fund Members' Equity		CRA Fund Members' Equity
First Bank	\$	10,000,000	\$ 4,660,340	\$	6,238,183
Wells Fargo		10,000,000	4,660,340		6,238,183
PE Investments VII2 (2014) /		5,000,000	1,817,156		2,432,388
Chase (2013)					
HSBC		5,000,000	1,755,352		2,349,659
Pacific Western (2014) /		10,000,000	4,660,340		6,238,183
CapitalSource (2013)		9250			
Total CRA Fund	\$	40,000,000	 17,553,528	-	23,496,596
Cumulative residual income			29,774		24,667
CRA Fund equity			\$ 17,583,302	\$	23,521,263

From April 2008 to May 2010, CRA Fund secured commitments of \$40,000,000 from the CRA Investor Members. From those commitments, CRA Investor Members made capital contributions of \$37,665,769 on or before August 2010. At this time, additional capital calls were ceased. As of December 31, 2014 and 2013, CRA Investor Members have received capital distributions of \$20,405,704 and \$14,523,211, and priority return distributions of \$9,026,852 and \$7,731,575, respectively. As of December 31, 2014 and 2013, CRA Fund has outstanding net loans receivable of \$16,891,187 and \$22,831,220, respectively.

<u>CRA Fund II</u> Pursuant to the CRA II Operating Agreement, CRA Fund II has the following capital structure:

				2014		<u>2013</u>
CD A Fund II Investor Members		RA Fund II		RA Fund II Members'		RA Fund II Members'
CRA Fund II Investor Members Pacific Western(2014) /	\$	Amount 5,000,000	\$	Equity 3,724,746	\$	Equity 5,056,712
CapitalSource (2013)	-	2,000,000	-	·,·,·	-	2,020,712
Opus Bank		5,000,000		2,565,442		3,482,842
California Republic Bank		3,000,000		1,225,039		1,651,759
Total CRA Fund II	\$	13,000,000		7,515,227		10,191,313
Cumulative residual income				83,978		74,785
CRA Fund II equity			\$	7,599,205	\$	10,266,098

NOTES TO COMBINED FINANCIAL STATEMENTS

December 31, 2014 and 2013

6. Capital structure (continued)

As of December 31, 2014 and 2013, CRA Fund II had secured commitments totaling \$13,000,000. Pursuant to the CRA II Operating Agreement, CRA II Investor Members are obligated to provide their contributions to fund new approved mortgage loans upon the receipt of the capital call notice. Pursuant to the First Amendment to the CRA II Operating Agreement effective May 9, 2013, no further capital calls will be made after December 31, 2013. As of December 31, 2014 and 2013, CRA II Investor Members made capital contributions of \$10,088,241. At this time, additional capital calls were ceased. As of December 31, 2014 and 2013, CRA II Investor Members have received capital distributions of \$2,657,150 and \$0, and priority return distributions of \$949,903 and \$515,016, respectively. As of December 31, 2014 and 2013, CRA Fund II had outstanding net loans receivable of \$7,328,249 and \$9,961,852, respectively.

SUPPLEMENTARY INFORMATION

SUPPLEMENTARY SCHEDULE I COMBINING BALANCE SHEET December 31, 2014

ASSETS		CRA Fund	<u>C</u>	RA Fund II	Cor	nbined Balance
Cash and cash equivalents Due from CDFI Accrued interest receivable Restricted cash Loans receivable, net	\$	537,840 2,487 55,762 197,817 16,891,187	\$	219,031 - 14,882 74,191 7,328,249	\$	756,871 2,487 70,644 272,008 24,219,436
Total assets	\$	17,685,093	\$	7,636,353	\$	25,321,446
LIABILITIES AND MEMBERS' EQUIT Liabilities Due to CDFI	Y					
Management fee payable	\$	65,005	\$	21,712	\$	86,717
Other payables		36,786		15,436		52,222
Total liabilities		101,791		37,148		138,939
Members' equity		17,583,302	-	7,599,205		25,182,507
Total liabilities and members' equity	\$	17,685,093	\$	7,636,353	\$	25,321,446

SUPPLEMENTARY SCHEDULE II COMBINING BALANCE SHEET December 31, 2013

ASSETS		CRA Fund	 CRA Fund II	Con	mbined Balance
Cash and cash equivalents	\$	505,071	\$ 331,050	\$	836,121
Due from CDFI		2,487	=		2,487
Accrued interest receivable		103,241	34,202		137,443
Restricted cash		197,817	74,191		272,008
Loans receivable, net	_	22,831,220	 9,961,852		32,793,072
Total assets	\$	23,639,836	\$ 10,401,295	\$	34,041,131
LIABILITIES AND MEMBERS' EQUIT	Y				
Liabilities					
Due to CDF1					
Management fee payable	\$	77,066	\$ 119,012	\$	196,078
Other payables		41,507	16,185		57,692
Total liabilities		118,573	 135,197		253,770
Members' equity		23,521,263	 10,266,098		33,787,361
Total liabilities and members' equity	\$	23,639,836	\$ 10,401,295	\$	34,041,131

SUPPLEMENTARY SCHEDULE III COMBINING STATEMENT OF OPERATIONS For the year ended December 31, 2014

DITEREST INCOME		CRA Fund		RA Fund II	Combined Balance	
INTEREST INCOME Interest income - loans receivable	\$	1,508,985	\$	538,202	\$	2,047,187
NON-INTEREST INCOME						
Loan processing income		5,110		75		5,185
Income tax refund		-		749		749
Total non-interest income		5,110		824		5,934
EXPENSES						
Management fees		274,286		113,882		388,168
Total expenses		274,286		113,882		388,168
Net income	\$	1,239,809	\$	425,144	\$	1,664,953

SUPPLEMENTARY SCHEDULE IV COMBINING STATEMENT OF OPERATIONS For the year ended December 31, 2013

	CRA Fund		 CRA Fund II	Combined Balance	
INTEREST INCOME Interest income - loans receivable	\$	1,835,292	\$ 314,783	\$	2,150,075
NON-INTEREST INCOME					
Loan processing income		5,102	19,850		24,952
Investment capital income		-	158,544		158,544
Total non-interest income		5,102	178,394		183,496
EXPENSES					
Management fees		333,313	63,535		396,848
State franchise tax		6,800	4,200		11,000
Professional fees			 1,120		1,120
Total expenses		340,113	 68,855		408,968
Net income	\$	1,500,281	\$ 424,322	\$	1,924,603

SUPPLEMENTARY SCHEDULE V

COMBINING STATEMENTS OF CHANGES IN MEMBERS' EQUITY

			Total Members'
	CRA Fund	CRA Fund II	Equity
Balance, January 1, 2013	\$ 26,920,394	\$ 8,577,286	\$ 35,497,680
Equity contributions	-	1,644,460	1,644,460
Net income	1,500,281	424,322	1,924,603
Priority interest distributions	(1,620,801)	(379,970)	(2,000,771)
Equity distributions	(3,278,611)		(3,278,611)
Balance, December 31, 2013	23,521,263	10,266,098	33,787,361
Net income	1,239,809	425,144	1,664,953
Priority interest distributions	(1,295,277)	(434,887)	(1,730,164)
Equity distributions	(5,882,493)	(2,657,150)	(8,539,643)
Balance, December 31, 2014	\$ 17,583,302	\$ 7,599,205	\$ 25,182,507