

**NATIONAL COMMUNITY
INVESTMENT FUND AND AFFILIATE**
Chicago, Illinois

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

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CONTENTS

REPORT OF INDEPENDENT AUDITORS	1
CONSOLIDATED FINANCIAL STATEMENTS	
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION	2
CONSOLIDATED STATEMENTS OF ACTIVITIES	3
CONSOLIDATED STATEMENTS OF CASH FLOWS	5
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.....	6

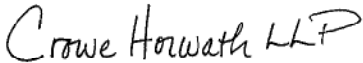
REPORT OF INDEPENDENT AUDITORS

The Board of Trustees
National Community Investment Fund and Affiliate
Chicago, Illinois

We have audited the accompanying consolidated statements of financial position of National Community Investment Fund and Affiliate (NCIF) as of December 31, 2010 and 2009, and the related consolidated statements of activities and cash flows for the years then ended. These financial statements are the responsibility of NCIF's management. Our responsibility is to express an opinion on these 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 financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of National Community Investment Fund and Affiliate as of December 31, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.


Crowe Horwath LLP

Chicago, Illinois
April 26, 2011

NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 3,629,551	\$ 3,796,154
Interest receivable	36,275	61,344
Accounts and dividends receivable	106,559	44,938
Prepaid expenses	<u>33,705</u>	<u>33,089</u>
Total current assets	3,806,090	3,935,525
Investments (Note 4)	4,304,426	5,673,996
Fixed assets, net of accumulated depreciation (Note 2)	7,616	-
Loans receivable (net of allowance for loan losses of \$61,987 in 2010 and \$90,030 in 2009) (Note 6)	1,451,036	1,305,951
Equity investments in community development financial institutions (CDFIs)	11,348,472	10,789,898
Investment in LLC	6,492	5,012
Deferred loan fees, net of accumulated amortization	<u>18,750</u>	<u>22,500</u>
	<u>\$ 20,942,882</u>	<u>\$ 21,732,882</u>
LIABILITIES AND NET ASSETS		
Current liabilities		
Current portion of notes payable (Note 7)	\$ 640,000	\$ 640,000
Accounts payable and accrued expenses	184,411	85,526
Due to Fund Advisor (Note 8)	<u>-</u>	<u>21,476</u>
Total current liabilities	<u>824,411</u>	<u>747,002</u>
Long-term debt – contractual principal	16,699,515	17,339,515
Discount for below-market rates	<u>(3,562,535)</u>	<u>(3,805,520)</u>
Long-term debt, net of discount (Note 7)	<u>13,136,980</u>	<u>13,533,995</u>
Net assets		
Unrestricted	3,418,956	3,646,365
Temporarily restricted (Note 11)	<u>3,562,535</u>	<u>3,805,520</u>
Total net assets	<u>6,981,491</u>	<u>7,451,885</u>
	<u>\$ 20,942,882</u>	<u>\$ 21,732,882</u>

See accompanying notes to financial statements.

CONSOLIDATED STATEMENTS OF ACTIVITIES
Years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Revenues		
Interest and dividend income	\$ 380,812	\$ 526,578
New markets tax credit fee income (Note 12)	1,021,337	594,727
Other earned revenue	105,701	66,709
Grant revenue	-	5,000
Net assets released from restrictions-grants (Note 11)	<u>750,000</u>	<u>2,036,850</u>
Total revenues	<u>2,257,850</u>	<u>3,229,864</u>
Expenses		
Fund Advisor fees and expenses	752,555	840,000
Personnel related expenses	107,629	-
Occupancy expenses	3,713	-
Trustee's fees	65,000	30,000
Travel	21,385	21,750
Professional services	134,028	221,344
Depreciation (Note 2)	129	-
Interest expense– contractual	176,592	183,736
Insurance	34,141	32,308
Recovery of loan losses	(28,043)	(24,545)
Membership dues and fees	35,590	24,640
NMTC operations expense	-	20,000
Other expenses	<u>46,454</u>	<u>35,566</u>
Total expenses	<u>1,349,173</u>	<u>1,384,799</u>
Change in unrestricted net assets before interest amortization and gain (loss) on investments	908,677	1,845,065
Net assets released from restrictions:		
Interest – amortization of discount	773,443	801,987
Expenses:		
Interest – amortization of discount	<u>(773,443)</u>	<u>(801,987)</u>
Change in unrestricted net assets before gain (loss) on investments	908,677	1,845,065
Gain (loss) on equity CDFI investments, net of lender and Fund Advisor incentives	(1,191,426)	154,262
Gain (loss) on investments	<u>55,340</u>	<u>(58,521)</u>
Change in unrestricted net assets	<u>(227,409)</u>	<u>1,940,806</u>

(Continued)

STATEMENTS OF ACTIVITIES
Years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Temporarily restricted net assets		
Grant income	\$ 750,000	\$ 2,000,000
Interest discount	530,458	-
Interest income	-	593
Net assets released from restriction:		
Interest – amortization of discount	(773,443)	(801,987)
Grants and other	<u>(750,000)</u>	<u>(2,036,850)</u>
Change in temporarily restricted net assets	<u>(242,985)</u>	<u>(838,244)</u>
Total change in net assets	(470,394)	1,102,562
Net assets at beginning of year	<u>7,451,885</u>	<u>6,349,323</u>
Net assets at end of year	<u>\$ 6,981,491</u>	<u>\$ 7,451,885</u>

See accompanying notes to financial statements.

STATEMENTS OF CASH FLOWS
Years ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Cash flows from operating activities		
Change in net assets	\$ (470,394)	\$ 1,102,562
Adjustments to reconcile change in net assets to net cash from operating activities		
Depreciation of fixed assets	129	-
Recovery of loan losses	(28,043)	(24,545)
Discount amortization on below market interest rate loans	773,443	801,987
Discount on below market interest rate loans	(530,458)	-
Amortization (accretion) of investment premiums (discounts)	519	(2,472)
Net (gain) loss on investments	(55,340)	58,521
Write down of equity investments in CDFI	608,791	173,788
Net (gain) loss on equity investments in CDFIs	582,635	(328,050)
Changes in assets and liabilities		
Interest receivable	25,069	27,538
Accounts and dividends receivable	(61,621)	58,372
Prepaid expenses	(616)	(6,579)
Deferred loan fees	3,750	3,750
Accounts payable and accrued expenses	98,885	11,959
Due to Fund Advisor	(21,476)	20,929
Net cash from operating activities	<u>925,273</u>	<u>1,897,760</u>
Cash flows from investing activities		
Repayments from CDFIs	382,958	962,958
Loans issued to CDFIs	(500,000)	-
Equity investments in CDFIs	(1,750,000)	-
Investment in LLC	(1,480)	(1,162)
Net (purchases) redemptions of certificates of deposit	(1,259,093)	292,237
Purchases of investments	(3,650,343)	(5,191,413)
Proceeds from paydowns on investments	40,817	670,530
Proceeds from sales and maturities of investments	6,293,010	4,611,150
Purchase of fixed assets	(7,745)	-
Net cash from investing activities	<u>(451,876)</u>	<u>1,344,300</u>
Cash flows from financing activities		
Principal paid on notes payable	<u>(640,000)</u>	<u>(640,000)</u>
Net cash from financing activities	<u>(640,000)</u>	<u>(640,000)</u>
Change in cash and cash equivalents	(166,603)	2,602,060
Cash and cash equivalents at beginning of year	<u>3,796,154</u>	<u>1,194,094</u>
Cash and cash equivalents at end of year	<u>\$ 3,629,551</u>	<u>\$ 3,796,154</u>
Supplemental disclosure of cash flow information		
Cash paid during the year for interest	\$ 176,592	\$ 183,736

See accompanying notes to financial statements.

NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 1 - ORGANIZATION

The National Community Investment Fund (referred to as “NCIF” or “the Fund”), an independent trust, was founded in December 1995. NCIF’s mission is to increase the number and capacity of domestic, depository CDFIs that are both effective agents of local community development in distressed markets and sound financial institutions.

NCIF was created through joint efforts between Bank of America and ShoreBank Corporation. Bank of America provided NCIF’s initial capital in the form of a \$15 million loan. NCIF raised additional grants and loans from Ford and the John D. and Catherine T. MacArthur Foundations, MBNA American Bank, NA(which merged with Bank of America effective January 1, 2006), Washington Mutual Community Development, Inc.(which was purchased by JP Morgan Chase in 2008), and the CDFI Fund. To expand its geographical territory and investment activity in CDFIs, NCIF is seeking additional capital from bank and other institutional investors.

Through November 30, 2010, ShoreBank Corporation “Fund Advisor” advised the Fund on market development, investment recommendations, and for general administration. At September 30, 2010, NCIF Management LLC (NCIFM LLC) was created as a 100% owned subsidiary of NCIF for the purposes of employing staff. Beginning December 1, 2010, NCIFM LLC was retained by NCIF to provide investment advisory, administrative and management services to it. NCIF is the sole member of NCIF Management LLC, and is treated as a disregarded entity for tax purposes. All activities are consolidated in these financial statements, and all references to NCIF or the Fund refer to the consolidated entity, unless otherwise designated.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying consolidated financial statements of NCIF have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Basis of Presentation: The Fund’s net assets are classified into three classes – permanently restricted, temporarily restricted, and unrestricted – according to the existence or absence of donor-imposed restrictions. Unrestricted net assets are not subject to donor-imposed restrictions and principally include interest income, fees for service, and related expenses associated with the core activities of the Fund. Temporarily restricted net assets are subject to donor-imposed restrictions that may or will be met either by actions of the Fund or the passage of time. Permanently restricted net assets are subject to donor-imposed restrictions to be maintained permanently by the Fund; only the income generated from certain grants may be available for operations. NCIF did not have any permanently restricted net assets at December 31, 2010 and 2009.

Principles of Consolidation: The accompanying consolidated financial statements include the accounts of NCIF and NCIFM LLC. All significant intercompany balances and transactions have been eliminated in consolidation.

Contributions: Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions. All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes.

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NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

When a temporary restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. Temporarily restricted net assets relate to NCIF's program to expand investments in CDFIs.

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the management of NCIF to make estimates and assumptions that affect certain reported amounts and disclosures. The Fund's estimated allowance for loan losses is particularly sensitive to change in the near term. Accordingly, actual results could differ from these estimates.

Cash and Cash Equivalents: For the purpose of the statements of cash flows, NCIF considers all highly liquid investments with an initial maturity of three months or less when purchased to be cash equivalents.

Income Tax: NCIF is exempt from federal income taxes as a result of its status as a non-profit organization as described under Section 501(c) (4) of the Internal Revenue Code. NCIF is the sole member and 100% owner of NCIFMLLC, which is treated as a disregarded entity for tax purposes. NCIF has adopted guidance issued by the Financial Accounting Standards Board ("FASB") with respect to accounting for uncertain tax positions. No provision has been made for income taxes in the accompanying financial statements, as NCIF has had no unrelated business income.

Management believes NCIF has no material unrecognized income tax benefits or liabilities, including any potential loss of its tax-exempt status. NCIF would recognize interest and penalties related to unrecognized tax benefits in interest and income tax expense, respectively should they be incurred. NCIF has not incurred any penalties or interest as of and for the year ended December 31, 2010 or 2009. NCIF has not been examined by any tax jurisdiction. NCIF is no longer subject to examination by federal or state taxing authorities for years before the year ended December 31, 2007. NCIF does not expect the total amount of unrecognized tax benefits to significantly change in the next 12 months.

Fixed Assets: Fixed assets are stated at cost. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets. Total depreciation for the years ended December 31, 2010 and 2009 was \$129 and \$0, respectively.

Investments: Investments consist of widely traded U.S. government obligations, U.S. government agency securities, mortgage backed securities, municipal bonds and corporate notes, and are carried at fair value. Changes in the fair value of investments owned at the end of the year are recorded as unrealized net gains (losses). The gains and losses on investments sold during the year are recorded as realized net gains (losses) for the year. Realized and unrealized gains or losses are combined and reflected in the statements of activities as gain (loss) on investments. Certificates of deposit are stated at fair value.

Loans Receivable: The Fund seeks to lend money to relatively high-risk, growing depository institutions that demonstrate a high social impact. The types of loans the Fund provides include working capital loans for expansion, acquisition of existing assets, or creation of affiliated development companies. Loan maturities are seven to twelve years and are secured, when possible, by the assets of the business being financed.

Loans receivable are stated at the principal amount outstanding, net of unearned discount and loan origination fees. The accrual of interest is discontinued whenever principal or interest has been in default ninety consecutive days or more, unless the loan is in process of collection as determined by Management. At December 31, 2010 and 2009, there were no non accrual loans. Loan fees and direct loan origination costs are deferred and amortized over the term of the loan as a yield adjustment.

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NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Allowance for Loan Losses: An allowance for loan losses has been established to provide for those loans which may not be repaid in their entirety. The allowance is increased by provisions for loan losses charged to expense and decreased by charge-offs, net of recoveries. Although a loan is charged off by the Management when deemed uncollectible, collection efforts continue and future recoveries may occur.

The allowance is maintained by Management at a level considered adequate to cover losses that are deemed possible based on past industry loss experience, general economic conditions, information about specific borrower situations including their financial position, and other factors and estimates which are subject to change over time. Estimating the risk of loss and amount of loss on any loan is necessarily subjective and ultimate losses may vary from current estimates. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in earnings in the periods in which they become known. The Fund did not experience any charge-offs during 2010 and 2009, respectively. Loans considered to be impaired are reduced to the present value of expected future cash flows by allocating a portion of the allowance for loan losses to such loans. The Fund did not consider any loans to be impaired at December 31, 2010 and 2009, respectively.

Equity Investments in CDFIs: The Fund also makes non-controlling equity investments in CDFIs. Most of these investments are not readily marketable and, accordingly, are recorded at historical cost, net of any reductions for permanent declines in value. However, for those few investments which have readily available market prices and trade actively on a public exchange, the carrying amount is fair value, net of any incentives payable to the lenders and the fund advisor. The Service Agreement with NCIFMLLC does not provide for additional direct incentives to the fund advisor for any sales after December 1, 2010.

Subsequent Events: Management has performed an analysis of the activities and transactions subsequent to December 31, 2010 to determine the need for any adjustments to and/or disclosures within the audit financial statements for the year ended December 31, 2010. Management has performed their analysis through April 26, 2011, the date the financial statements were available to be issued. Activities subsequent to this date have not been evaluated by management.

Reclassifications: Certain prior year amounts have been reclassified to conform to the current year presentation. Reclassifications did not affect total net assets or change in net assets.

NOTE 3 - CONCENTRATION OF CREDIT RISK

As of December 31, 2010 and 2009, respectively, NCIF's cash balances were held in fully insured NOW accounts or were held in other accounts which did not exceed insurable limits. Effective January 1, 2011, the FDIC discontinued insurance in relation to the NOW accounts.

NOTE 4 - INVESTMENTS

Investments are stated at fair value. Fair values as of December 31, 2010 and 2009 are summarized as follows:

	<u>2010</u>	<u>2009</u>
Mortgage backed securities	\$ 40,456	\$ 81,279
U.S. government agencies/municipal bonds	2,586,555	5,174,395
Certificates of deposit	<u>1,677,415</u>	<u>418,322</u>
Total	<u>\$ 4,304,426</u>	<u>\$ 5,673,996</u>

(Continued)

NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 5 - FAIR VALUE MEASUREMENTS

FASB Fair Value Measurement and Disclosures guidance defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in NCIF's principal or most advantageous market in an orderly transaction between market participants on the measurement date.

The guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The measurement guidance describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

Certificates of Deposit: Fair values are estimated to approximate deposit account balances, payable on demand, as no discounts for credit quality or liquidity were determined to be applicable (Level 2 inputs).

Mortgage backed and Government securities: The fair values of debt investments are determined by quoted market prices of similar securities with similar due dates or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

Equity Investments in CDFIs: The fair values of equity investments in CDFIs that are readily marketable are determined by obtaining quoted prices on nationally recognized security exchanges (Level 1 inputs).

Assets Measured on a Recurring Basis:

Assets measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements At December 31, 2010 Using		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets			
Mortgage backed securities	\$ -	\$ 40,456	\$ -
U.S. government agencies/municipal bonds	-	2,586,555	-
Certificates of deposit	-	1,677,415	-
Equity investments in CDFIs	166,126	-	-

(Continued)

NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

Assets	Fair Value Measurements At December 31, 2009 Using		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	Mortgage backed securities	\$ -	\$ 81,279
U.S. government agencies/municipal bonds	-	5,174,395	-
Certificates of deposit	-	418,322	-
Equity investments in CDFIs	733,050	-	-

Assets Measured at Fair Value on a Nonrecurring Basis:

For each major category of assets and liabilities measured at fair value on a nonrecurring basis (impaired assets) during the period, disclosures about the fair value measurements are required. The information is presented as follows:

Equity Investments in CDFIs: Equity investments in CDFIs that are not readily marketable are carried at historical cost net of any reductions for permanent declines in market value. Determination of whether there is a permanent decline is based on a review of available indicators including book value, prices on OTC bulletin boards and comparable arms length transactions (Level 3 inputs).

	Fair Value Measurements Year Ended December 31, 2010			2010 (Loss)
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Equity investments in CDFIs	\$ -	\$ -	\$ 839,280	\$ (608,791)

	Fair Value Measurements Year Ended December 31, 2009			2009 (Loss)
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Equity investments in CDFIs	\$ -	\$ -	\$ 104,212	\$ (173,788)

NOTE 6 - LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES

	<u>2010</u>	<u>2009</u>
Total loans receivable	\$ 1,513,023	\$ 1,395,981

Changes in the allowance for loan losses are as follows:

	<u>2010</u>	<u>2009</u>
Balance at beginning of year	\$ 90,030	\$ 114,575
Recovery of loan losses	<u>(28,043)</u>	<u>(24,545)</u>
Balance at end of year	<u>\$ 61,987</u>	<u>\$ 90,030</u>
Loans receivable, net of allowance for loan losses	<u>\$ 1,451,036</u>	<u>\$ 1,305,951</u>

(Continued)

NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 7 - LONG-TERM DEBT

Long-term debt consisted of the following:

	<u>2010</u>	<u>2009</u>
1% note payable to Bank of America Community Development Corporation, due December 14, 2015, quarterly principal payments of \$160,000 plus accrued interest.	\$ 14,339,515	\$ 14,979,515
1% EQ ₂ note, payable to JPMorgan Chase Bank (formerly Washington Mutual Community Development Inc.), originally due May 1, 2010. During 2010 the note was extended through May 1, 2015; payments of interest only on a quarterly basis, to the extent of NCIF's available cash flow. Interest for any period which exceeds available cash flow is deferred until the next interest period.	<u>3,000,000</u>	<u>3,000,000</u>
Total long-term debt	17,339,515	17,979,515
Current portion	(640,000)	(640,000)
Discount for imputed interest on below-market interest loans; see (1) below.	<u>(3,562,535)</u>	<u>(3,805,520)</u>
Total long-term debt, net of current portion and discount for imputed interest	<u>\$ 13,136,980</u>	<u>\$ 13,533,995</u>

- (1) A discount on below-market interest loans is imputed using interest rates ranging from 5 to 8% and included in temporarily restricted contribution revenue in the year the loan is issued. The discount represents the cumulative amount of net revenue that has been recognized due to below-market interest loans. Each year, as the interest expense is recognized, the discounted amount is amortized to expense.

Future maturities of long-term debt are as follows:

2011	\$ 640,000
2012	640,000
2013	640,000
2014	640,000
2015	<u>14,779,515</u>
Total	<u>\$ 17,339,515</u>

NOTE 8 - TRANSACTIONS WITH FUND ADVISOR

Through November 30, 2010, ShoreBank Corporation and affiliates functioned as the Fund Advisor for NCIF. Fees paid to the Fund Advisor and its affiliates for services including advisory, investment management and consulting totaled \$777,455 in 2010 and \$843,725 in 2009. Amounts paid to the Fund Advisor as reimbursement of third party payments due to be paid by NCIF totaled \$0 and \$16,750 in 2010 and 2009, respectively. These totals include amounts due but unpaid at the previous year end.

(Continued)

NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 8 - TRANSACTIONS WITH FUND ADVISOR (Continued)

Amounts due to the Fund Advisor and its affiliates were \$0 and \$21,476 at December 31, 2010 and 2009, respectively.

On December 1, 2010, NCIF signed a Service Agreement with NCIFM LLC for the purpose of providing investment advisory, administrative and management services to NCIF. As referenced in Note 1, NCIFM LLC is a 100% owned subsidiary of NCIF, and fees paid to NCIFM LLC totaling \$135,000 in 2010 were eliminated for the purposes of this financial statement.

NOTE 9 - FUNCTIONAL EXPENSES

The statements of activities include the following functional expense categories:

	<u>2010</u>	<u>2009</u>
Fund advisory and investing	\$ 1,098,424	\$ 1,201,883
Grant related and special projects	44,848	62,063
Fundraising	17,204	16,800
General and administrative expenses	<u>188,697</u>	<u>104,053</u>
	<u>\$ 1,349,173</u>	<u>\$ 1,384,799</u>

NOTE 10 - ACCRUED INCENTIVES ON CDFI INVESTMENTS

Through November 30, 2010, the lenders and Fund Advisor participated in realized gains on the sale of equity investments in CDFIs. The Service Agreement with NCIFM LLC does not provide for additional direct incentives to the fund advisor for any sales after December 1, 2010. As of December 31, 2010 and 2009, there were unrealized losses on the Fund's equity investments in CDFIs. Accordingly, there were no accrued incentives recorded for either year.

NOTE 11 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for use in future periods as follows:

	<u>2010</u>	<u>2009</u>
Imputed interest on below-market interest rate debt	<u>\$ 3,562,535</u>	<u>\$ 3,805,520</u>

Temporarily restricted net assets were released from restrictions in 2010 and 2009 as follows:

	<u>2010</u>	<u>2009</u>
Imputed interest on below-market interest rate debt	<u>\$ 773,443</u>	<u>\$ 801,987</u>
Retail financial services initiative	\$ 0	\$ 36,566
CDFI Fund Financial Assistance Award	<u>750,000</u>	<u>2,000,284</u>
	<u>\$ 750,000</u>	<u>\$ 2,036,850</u>

(Continued)

NATIONAL COMMUNITY INVESTMENT FUND AND AFFILIATE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010 and 2009

NOTE 12 - NEW MARKETS TAX CREDIT ("NMTC") ACTIVITIES

In early 2009, NCIF closed the first deal under its 2008 NMTC allocation of \$30 million from the CDFI Fund. The transaction, involved a 3-way partnership with Wells Fargo Bank and Albina Community Bank, a CDFI Bank, to promote an adaptive reuse of a former Ramada Inn in Portland, OR. The former hotel rooms will be converted into studio apartments for very low-income individuals plus offices for resident services coordinators. The first floor will be converted into an alcohol and drug detoxification center. The project is owned and managed by Central City Concern, a nonprofit agency serving adults and families who are affected by homelessness, poverty and substance addiction.

During 2009, NCIF received its third NMTC allocation in the amount of \$60 million from the CDFI Fund bringing NCIF's cumulative allocations to \$128 million.

In December 2010, NCIF closed its second deal under its 2008 NMTC allocation of \$30 million from the CDFI Fund. The transaction, involved a 3-way partnership with PNC Bank and Ohio Finance Fund, a CDFI loan fund, to build the Museum of Contemporary Art (MOCA) in Cleveland, OH. The Museum is being built in a highly distressed census tract in the University Circle section of Cleveland, Ohio. The project will contribute to the economic revitalization of this district, including enhancement of nearby land value, improved investment opportunities, and an expansion in the workforces of both experienced, qualified professionals and young, educated new employees. NCIF earned fee income in relation to these deals of \$1,021,337 and \$594,727 during the years ended December 31, 2010 and 2009, respectively.