870 Market Street, Suite 677
San Francisco, CA 94102
(415) 392-8215

PROSPECTUS
NORTHERN CALIFORNIA COMMUNITY LOAN FUND
(A California Nonprofit Public Benefit Corporation)
$7,000,000 Aggregate Amount of Promissory Notes
Issued Pursuant to Section 25113(b)(1) of the California Corporations Code

November 8, 2015

Northern California Community Loan Fund
Information on the Promissory Notes
$7,000,000

Amount	1yr	2yr	3yr	4yr	5yr	6yr	7yr	8yr	9yr	10yr
$1,000-$29,000	0.0%-0.50%	0.0%-0.75%	0.0%-1.25%	0.0%-1.50%	0.0%-1.75%	0.0%-2.00%	0.0%-2.25%	0.0%-2.50%	0.0%-2.75%	0.0%-3.00%
$30,000+	0.0%-0.50%	0.0%-1.00%	0.0%-1.50%	0.0%-1.75%	0.0%-2.00%	0.0%-2.25%	0.0%-2.50%	0.0%-2.75%	0.0%-3.00%	0.0%-3.25%

Within the general guidelines established by the Northern California Community Loan Fund (the "NCCLF"), as listed above, investors may choose the maturity date, principal amount and interest rate of their promissory notes. Interest rates must be delineated in .25% increments (i.e., 0.0%, 0.25%, .5%, .75%, 1%, 1.25%, 1.5%, 1.75%, 2%, etc.).

The general guidelines and rates listed above are subject to change at the sole discretion of the NCCLF. The rates represent simple interest calculated on an annual basis (actual number of days outstanding in a 365-day year) on the unpaid balance of a promissory note. The NCCLF accepts investments at fixed rates only.

This prospectus contains essential information about the NCCLF and the promissory notes it is issuing. Prospective investors are advised to read this prospectus carefully prior to making any decisions to purchase such promissory notes, including the risks that are described in the "Risk Factors" section beginning on page 5 and the information contained in the "Method of Offering" section beginning on page 9.

These securities are offered under an exemption from federal registration pursuant to sections 3(a)(4) of the Securities Act of 1933 and 3(c)(10) of the Investment Company Act of 1940; however, the Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of this offering, including the merits and risks involved. These securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this prospectus. Any representation to the contrary is a criminal offense.

These securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933 and the applicable state securities laws. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

These securities are being offered in California in compliance with the requirements of Section 25113 of the California General Corporation Law. These securities are not offered in any state to any person to whom such offer would be unlawful in such state. Federal and state securities laws may impact the NCCLF's ability to continue to sell community investment notes in the respective states.

Prospective purchasers should not construe the contents of this prospectus as legal or tax advice and should consult their own counsel, accountant and other advisors as to the legal, tax, economic and other aspects of purchasing the securities offered hereby.

The NCCLF is a 501(c)(3) nonprofit organization with its place of business in San Francisco, CA.

This prospectus is dated November 8, 2015

TABLE OF CONTENTS

NORTHERN CALIFORNIA COMMUNITY LOAN FUND

Financial Solutions. Stronger Communities.

SUMMARY

This summary does not contain all of the information that you should consider before investing in the promissory notes. Prospective investors should review the entire prospectus, including the "Risk Factors" section beginning on page 5.

Overview: The Northern California Community Loan Fund is a California based nonprofit public benefit corporation. We were founded in 1987 as a nonprofit public benefit corporation to provide loans to local nonprofit organizations, co-ops, and alternative business structures in Northern California that have limited access to financing from traditional lending institutions. We seek to raise funds through the issuance of promissory notes. See "The Northern California Community Loan Fund."

Method of Offering and Investor Suitability: The promissory notes are being offered to qualified investors in compliance with the requirements of Section 25113 of the California Corporations Code. Qualified investors include individuals, religious groups, foundations and corporations meeting certain criteria relating to such investor's experience, financial condition and tax status. Investments may be made in increments of $1,000 (1) by individuals and their trusts, in any amount beginning at $1,000, and (2) by corporations and other entities, in any amount of at least $25,000; provided however, the aggregate investment amount may not generally exceed 10% of the investor's net worth. See "Method of Offering" and "Investor Suitability."

Use of Proceeds: We intend to combine the proceeds from this offering with other investments, grants, donations and our permanent loan capital to provide a pool of capital from which we will directly or indirectly issue loans for housing developments, business enterprises and nonprofit service agencies, as well as operational lines-of-credit (collectively, "Community Loans"). These loans will directly support socially or economically beneficial projects in disadvantaged communities that cannot attract financing through traditional market mechanisms, and will create a new source of capital for community development organizations. In addition, as specifically directed by investors, we will combine a portion of the proceeds from this offering with other investments, grants, donations and our permanent loan capital to provide a pool of capital from which we will directly or indirectly issue loans for working capital, equipment financing, or project financing for enterprises engaged in business across the food value chain (collectively, "Food Fund Loans"). These loans will directly support businesses that are increasing financial assets or income for low-income people, improving the resiliency of local food systems, or increasing access to healthy foods for low-income people. Our goal is to serve as a bridge between socially concerned investors and low-income and minority communities, to help create a mainstream financial mechanism for the general public to invest in such communities. See "Use of Proceeds."

Management of the NCCLF: The NCCLF is run by a Board of Directors consisting of between thirteen and twenty-one members. As of October 1, 2015, the authorized Board size was fifteen, with no vacancies. In addition, we are managed by a President, Ms. Mary A. Rogier, and certain other staff. The Board of Directors and management have developed credit criteria and application procedures to guide the evaluation of the fiscal soundness and managerial competence of our prospective borrowers. See "Management of the NCCLF."

Our principal offices are located at 870 Market Street, Suite 677, San Francisco, CA 94102. Our telephone number is (415) 392-8215.

Except where the context otherwise indicates, as used in this prospectus, the terms "NCCLF," "we," "our," and "us" mean the Northern California Community Loan Fund.

RISK FACTORS

An investment in the promissory notes offered in this prospectus involves a high degree of risk. You should carefully consider the following risk factors and other information in this prospectus before deciding to purchase the promissory notes. These risks and uncertainties are not the only ones we face. Others risk factors that we do not know about now, or that we do not now think are important, may impair our business or increase the risks related to the purchase of the promissory notes.

Risk Factors Concerning Our Operations

Our continued operations depend upon grants and donations. We support our operations through a mix of grants, donations and earned income. There can be no assurance that we will receive sufficient grants or donations to supplement our earnings and, as a result, we may be unable to meet our operational expenses. The proceeds of this offering will not be used for operational expenses (although the interest from investments in our loan pool may be so used).

We may be unable to provide technical assistance to our applicants and borrowers. We sometimes recommend technical assistance, from either in-house or outside providers, for applicants and borrowers who are inexperienced or engaging in high-risk projects. There is no assurance that we will always succeed in making such arrangements and we may be unable to provide such assistance in the future.

The loss of our tax-exempt status would threaten our continued viability. We have received an Internal Revenue Service determination that we are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and that we qualify as a public charity. If our operations or structure deviate significantly from the description we provided to the Internal Revenue Service, or if there are changes in Section 501(c)(3) of the Code, we may lose our tax-exempt and/or public charity status. Loss of tax-exempt or public charity status would impose significant additional expenses on us and might seriously threaten our continued viability. See "U.S. Federal Income Tax Consequences."

We may be unable to maintain our current plan of operations or existence as a nonprofit organization. Although we have no current plans to change our operations or existence as a nonprofit organization, there is no assurance that we will be able to maintain such operations and status, and any such change could have a negative impact on our ability to repay the promissory notes.

We presently rely upon certain exemptions under U.S. federal and state securities laws for issuers that are organized for charitable purposes. Changes in our treatment under the tax laws, or our failure to continue to satisfy the present requirements of the tax laws, might be interpreted as a failure to satisfy the requirements of certain U.S. federal and state securities laws exemptions. If we are unable to satisfy these requirements, we may be unable to rely on these exemptions in the future and, as a result, may face additional difficulties in selling our securities.

Our participation in the New Markets Tax Credit Program could expose us to liabilities. We participate in the New Markets Tax Credit Program where we allocate New Market Tax Credits ("NMTC") we receive to equity investors through 18 for-profit subsidiaries (each, a "CDE"). Some CDE investors require the CDE allocating these NMTCs to indemnify it against the loss or recapture of these NMTCs, if such loss or recapture is the result of certain actions or failures to act by such CDE. Consequently, if there is a loss or recapture of NMTCs with regard to any of the CDEs, then, in certain cases, our assets could be pursued to satisfy the indemnity triggered which could impair our liquidity, and subsequently, our ability to fully repay investments.

There may be potential conflicts of interest with certain members of our Board of Directors, including our advisory members. Certain members of our Board of Directors, and certain advisory members of our committees, or entities affiliated with such members, may provide technical assistance to borrowers or may borrow from or invest in the NCCLF. As a result, there may be conflicts of interest with such members. In order to protect against possible improper influence resulting from such conflicts, we will only engage in such potentially conflicted transactions with the approval of a disinterested majority of our Board of Directors. See "Management of the NCCLF."

Risk Factors Concerning the Method of Offering

Because of the limited financial return, we may be unable to sell a sufficient number of promissory notes in this offering. The promissory notes offer a low rate of return when compared to other investments of comparable risk. Because of this lower rate of return, we may not be successful in our ability to sell the promissory notes and, therefore, may be unable to carry out our community development objectives with respect to Community Loans[and Food Fund Loans], and operational lines-of-credit.

The terms may vary among the promissory notes, and some investors may receive more favorable terms. We will negotiate the nominal maturity date, interest rate and payment schedules for each promissory note separately with each investor. It is possible that the resulting variations in terms and conditions may result in some investors receiving more favorable terms and conditions, and ultimately may result in certain investors being fully repaid in accordance with the terms and conditions of their promissory notes, while other investors may be at greater risk or suffer losses. See "Method of Offering."

There is currently no market for the promissory notes. The purchase of promissory notes is an illiquid investment. No market exists for trading in the promissory notes, and it is highly unlikely that such a market will develop. The promissory notes are subject to certain transfer restrictions imposed by the California Corporations Commissioner and may be transferred only with the prior written consent of the Commissioner or otherwise in accordance with the rules of the Commissioner.

The promissory notes represent unsecured debt. The promissory notes issued in this offering will not be secured by any collateral. Therefore, principal repayments and interest payments on the promissory notes will depend solely upon our financial condition at the time payments come due. Our financial condition will largely depend on our ability to obtain repayment, or mitigate the loss of repayment, of Community Loans[and Food Fund Loans].

We participate in programs that require secured debt. NCCLF is a member of the Federal Home Loan Bank of San Francisco and is required to provide collateral for any funds borrowed from them. The promissory notes issued in connection with this offering will be subordinate to any amounts owed to the Federal Home Loan Bank of San Francisco. The interest rates on the promissory notes may vary over time. The annual interest rates offered by the promissory notes may vary from time to time (they currently range from 0-3.25%), and may not be as high as those of other financial institutions offering similar securities.

We are subject to state regulation for our operations and this offering. Potential changes in state laws, rules or regulations regarding the sale of securities may make it more costly and difficult for us to offer and sell the promissory notes in some states and could, therefore, decrease the amount of promissory notes we are able to sell.

Interest earned on your investment will generally be subject to federal income taxes. Your purchase of a promissory note through the NCCLF is not a donation to a charitable organization. It is an investment. Any interest that you receive from your investment through the purchase of promissory notes must be declared as income, and will be subject to U.S. federal and state income tax unless you are a tax-exempt organization. See "U.S. Federal Income Tax Consequences."

Risks Concerning the Use of Proceeds

Certain Community Loans will have a risk of default. We expect that the recipients of Community Loans, in most instances, would not have been able to obtain an equivalent amount of financing from conventional financial institutions. Conventional lenders may decline financing for various reasons, including the perception of high risk or the anticipation of high transaction costs because such organizations are undercapitalized and/or lacking sufficient operational experience or traditional credit qualifications. For these reasons, we may face a higher risk of default for Community Loans than many other lenders may face for conventional loans.

Certain Food Fund Loans will have a risk of default. We expect that the recipients of Food Fund Loans, in most instances, would not have been able to obtain an equivalent financing from conventional financial institutions. Conventional lenders may decline financing for various reasons, including the perception of high risk because such

businesses have insufficient collateral, do not qualify for government guaranty programs, are undercapitalized and/or lacking sufficient operational experience or do not meet other traditional credit qualifications. For these reasons, we may face a higher risk of default for Food Fund Loans than many other lenders may face for conventional loans.

We may have insufficient collateral coverage for Community Loans or Food Fund Loans. Although we attempt to collateralize each Community and Food Fund Loan, several factors may limit our ability to collect the full amount of such loans, even after exercising our rights to collateral. The realizable value of collateral for a particular loan may be less than the principal amount of that loan, particularly in light of fluctuating real estate and tangible asset values. Certain borrowers may owe money to other creditors with rights senior to the same collateral pledged to us, including mechanics', materialmen's, real estate tax and other liens.

Our real property collateral may be undervalued. Since some of our mortgage loans will not be general obligations of the borrower, our security interest will rely on the value of the underlying property. This value may be affected by numerous risks, including changes in general or local economic conditions, neighborhood real estate values, interest rates, real estate tax rates and other operating expenses, the possibility of competitive overbuilding and of the inability to obtain or maintain full occupancy of the properties, governmental rules and fiscal policies (including rent control legislation), acts of God and other factors which are beyond our control. Periodic fluctuations in real estate values in many areas of California have affected the underlying value of collateral on certain of our mortgage loans; it is possible that the collateral values of particular loans may decline to levels below that of the outstanding loan amounts. Due to current turbulent economic conditions and their effect on commercial and residential real estate values, our collateral for our Community and Food Fund Loans may be undervalued. It is not our practice to re-evaluate collateral values, nor is it CDFI industry practice historically. See "Description of Community Loans" and "Description of Food Fund Loans."

We cannot guarantee the adequacy of funds designated for loan losses. The risk of nonpayment of Community Loans and Food Fund Loans is partially mitigated through the availability of certain funds designated as an allowance for loan losses for each of these loans. There can be no assurance that such funds will be available in an amount sufficient to ensure timely repayment of the promissory notes in the event of any defaults of Community Loans or Food Fund Loans.

We currently operate in a limited region of California. We currently make Community Loans and Food Fund Loans available primarily in a portion of California, as defined by the map on the back cover of this prospectus. Consequently, any general economic downturn in California may threaten the viability of our borrowers and may therefore have a material adverse impact on our operations and on our ability to repay the promissory notes.

Our experience with Food Fund Loans is recent and limited. As a new program, the Food Fund has a limited track record of operation and repayment. Although we make every effort to underwrite and structure loans in a manner that appropriately considers risk, there can be no assurance that Food Fund Loans will have the same rate of default as our Community Loans.

Our determination of valid community benefits is subjective. There can be no assurance that the intended community benefits of particular projects we finance will be achieved. In addition, the measurement and valuation of these benefits is subjective. Therefore, there is no assurance that our determination of a successful Community Loan or Food Fund Loan will correspond to the opinion of our investors.

We currently hold uncommitted proceeds in investments and interest-bearing accounts. Although we attempt to coordinate the disbursement and repayment of Community Loans with the receipt and repayment of proceeds from the promissory notes, it is expected that a varying and at times substantial portion of such proceeds will be held in short-term investments and interest-bearing accounts. See "Use of Proceeds."

We may be subject to increased repayment risk due to economic uncertainty. We often rely, directly or indirectly, on governmental, philanthropic or private sector sources, for repayment of our Community Loans. In times of economic uncertainty, particularly as they effect the California Bay Area real estate market, we may be subject to increased repayment risk. In times of economic uncertainty, these repayment sources for our loans may make program changes that could severely limit or even eliminate funds available to us from certain sectors. If such austerity measures were to continue for an extended period of time, NCCLF's repayment risk would likely increase.

In addition, borrowers from our Food Fund often rely on wholesale and/or institutional purchasers for sales that allow for the repayment of our Food Fund Loans. In times of economic uncertainty, the purchasing capacity of these entities may be diminished, limiting or eliminating funds available to our borrowers that would normally be used to repay our loans. If such austerity measures were to continue for an extended period of time, our repayment risk would likely increase.

THE NORTHERN CALIFORNIA COMMUNITY LOAN FUND

The NCCLF is a California nonprofit public benefit corporation founded in 1987 to serve the people of Northern California by acting as an intermediary between interested investors and those groups located in or serving low-income and minority communities that are in need of affordable capital. We are modeled after several community development loan funds throughout the United States that have become an important means for concerned investors to realize both a financial and a social return on their capital by investing in their local community.

Objectives

We seek to perform multiple roles:

A Source of Loan Capital: We seek to provide affordable capital and technical assistance for nonprofit housing projects, nonprofit businesses, community facilities, nonprofit and for-profit food enterprises and service agencies that promote community ownership and strengthen the long-term economic base of low-income and minority communities.

A Socially Responsible Investment Vehicle: Many investors seeking community investments do not have the experience, contacts, expertise or time needed to identify opportunities and to negotiate and manage loans to community groups. We have been created to provide such investors with a vehicle to invest their capital in responsible and innovative ways that serve economically depressed communities.

A Forum for Public Education: We serve as a forum for public education concerning community investment and economic development financing. We seek to enhance local understanding of community investment and to increase the capital flow to low-income communities.

A Spur to Conventional Lenders: We seek to provide traditional lending institutions with opportunities to channel more capital to economically disadvantaged communities by encouraging and providing technical assistance to qualified borrowers and helping them to structure their long-term financing to include conventional lending institutions.

History

We have been providing Community Loans since 1987. As of July 31, 2015, we have committed over $125,160,145 million to 354 community projects, with five loan losses ($3,053,947 total) and three loan recoveries ($1,569,765 total) to date. For the fiscal year ending September 30, 2014, we made loan commitments totaling $6,513,610 to 17 projects in 7 counties.

In 2001, we launched our Financial Consulting Program, which builds the capacity of community organizations by offering technical assistance on such critical financial-management issues as budgeting, financial reporting, and accounting controls. Through the Financial Consulting Program, we have completed a total of 196 financial consulting engagements, enabling those nonprofit organizations to institute sound financial-management practices so that they may better serve their clients.

In 2004, we launched our Real Estate Consulting Program. The Real Estate Consulting Program services focus on the acquisition of permanent space to house nonprofit programs. Consultations and workshop curricula emphasize organizational readiness, facility planning, capital campaigns and project financing the design and

construction process, and post-construction property management. Since its inception in FY 2004, the Real Estate Consulting Program has initiated in-depth consultation to 202 organizations**.**

In 2015, we launched our Food Fund Loan pool. The Food Fund will pursue lending opportunities such as lines-of-credit, working capital, equipment and real estate loans, related to healthy foods and sustainable agriculture.

METHOD OF OFFERING

Investment Terms

Within our general guidelines, investors may choose the maturity date, principal amount and interest rate of their promissory notes.

Currently, our general guidelines are:										
Amount	1yr	2yr	3yr	4yr	5yr	6yr	7yr	8yr	9yr	10yr
$1,000-$29,000	0.0%-0.50%	0.0%-0.75%	0.0%-1.25%	0.0%-1.50%	0.0%-1.75%	0.0%-2.00%	0.0%-2.25%	0.0%-2.50%	0.0%-2.75%	0.0%-3.00%
$30,000 +	0.0%-0.50%	0.0%-1.00%	0.0%-1.50%	0.0%-1.75%	0.0%-2.00%	0.0%-2.25%	0.0%-2.50%	0.0%-2.75%	0.0%-3.00%	0.0%-3.25%

These guidelines and rates are subject to change at our sole discretion. The rates represent simple interest calculated on an annual basis (actual number of days outstanding in a 365-day year) on the unpaid balance of a promissory note. We will accept investments at fixed rates delineated in 0.25% increments (e.g., 0.0%, 0.25%, .5%, .75%, 1.0%, 1.25%, 1.5%, 1.75%, 2.0%, etc.). Investments may be made in increments of $1,000 (1) by individuals and their trusts, in any amount beginning at $1,000, and (2) by corporations and other entities, in any amount of at least $25,000. The aggregate amount of any person's investment in the NCCLF may not generally exceed 10% of his or her net worth.

We encourage our investors to consider our charitable purposes and the low-income base of our borrowers in deciding the terms of their investment. In unusual circumstances, we may consider accepting promissory notes that deviate from the guidelines set forth above if we determine that such investments would be in our best interests.

Investment Procedures

New Investors: Potential investors in the NCCLF should carefully read this prospectus, and then complete and return the Investor Questionnaire, included as **Exhibit A** hereto. If we approve the Investor Questionnaire and confirm generally the terms of the investment, we will send the investor two copies of a Loan and Subscription Agreement, executed by the NCCLF, that is substantially similar to **Exhibit C** of this prospectus (the "Loan Agreement"). We reserve the right to reject any proposed investment.

Upon receipt of the Loan Agreement, to participate in this offering, the investor must return to us:

1. One countersigned and fully executed copy of the Loan Agreement (the other copy of the Loan Agreement should be retained by the investor); and
2. A check or money order made payable to the Northern California Community Loan Fund, or an electronic or wire transfer of funds to us, in the principal amount of the investor's loan.

Upon receipt by us of the executed Loan Agreement and the principal amount of the investor's loan (the "Commencement Date"), we will send the investor a signed promissory note that is substantially similar to **Exhibit B** of this prospectus.

Promissory Note Administration: A promissory note will be issued and will begin to accrue interest on the Commencement Date. The "Maturity Date" of a promissory note will generally be between one and ten years from the Commencement Date, or otherwise in accordance with our general guidelines.

Increasing an Investment: An investor may, at any time with our consent, increase the principal amount of their investment by not less than $1,000. Such additional investment will be subject to the terms of the original Loan Agreement. We will issue an Amendment of Loan Terms Letter Agreement to reflect the new investment, which shall begin to accrue interest upon our receipt of the principal amount of the investor's new loan. The maturity date of the additional funds will be identical to the Maturity Date of the original promissory note issued to such investor, unless otherwise agreed to in writing by us and the investor.

Renewals: Investors will be sent a notice prior to the Maturity Date(s) of their outstanding promissory note(s) reminding them of the impending Maturity Date of their promissory note(s) and asking if they wish to renew their investments. This notice will also provide instructions for how the investor can redeem their outstanding promissory note(s). In the event an investor does not redeem a promissory note before such note's Maturity Date, the note will be automatically amended to extend its Maturity Date for an additional period identical to the length of the first investment (i.e., if the original promissory note had a 24 month term, then the amendment would extend the maturity date another 24 months) (the "New Maturity Date") and the interest rate would be adjusted to NCCLF's then prevailing rate for such period at the time of the renewal, with such automatic renewal reoccurring until such note is redeemed. Prior to each New Maturity Date, another notice will be sent to the investor asking if the investor intends to renew their investment and providing instructions for how the investor can redeem the outstanding promissory note.

Repayment: We may repay all or any portion of an investor's funds, including accrued interest, at any time without prepayment penalty.

Security Interest

The promissory notes will represent our recourse obligations, but normally will not be secured by any collateral. In addition, we do not intend to grant any security interest, mortgage, pledge or the like covering any of our property (real or personal, tangible or intangible) or assets as security for repayment of any promissory notes issued as part of this offering. Investors typically will not have any right to receive repayment of their respective promissory notes from, nor recourse against, any entity other than the NCCLF. NCCLF is a member of the Federal Home Loan Bank of San Francisco and is required to provide collateral for any funds borrowed from them. The promissory notes issued in connection with this offering will be subordinate to any amounts owed to Federal Home Loan Bank of San Francisco.

Investment Risk Levels

Since the sale of promissory notes and the placement of Community Loans and Food Fund Loans will be ongoing, different investors purchasing promissory notes at different times and/or for different terms will place their funds at risk with respect to different portfolios of Community Loans and Food Fund Loans. In the event that we realize significant loan losses as a result of a negative fund balance, some investors may not be fully repaid. See "Risk Factors," above.

Interest Payments and Tax Reporting

Interest will usually be paid on an annual basis. If you are a cash-basis taxpayer, you are required to report interest on your tax return only after the interest has been paid to you. For example, if you invest in October 2015, your first payment of interest would be in December 2015 and you would report this interest on your tax return for the calendar year 2015. We will mail you a Form 1099 in January of each year indicating the interest paid on your investment in the prior year. These investments are not tax deductible. Interest on the promissory note should be included in federal and state income for tax purposes. Donated interest payments will still receive a Form 1099 as the interest was earned by the security holder. If applicable, consult your tax advisor regarding the impact on your taxes, if any, of accepting a below-market rate of return on your investment.

Permanent Loan Capital

We maintain a fund of permanent loan capital, which we have raised from grants and donations. Among other functions, our permanent loan capital serves as a cushion against potential loan losses in excess of our loan loss

reserves. As of July 31, 2015, we had covenants with several of our largest institutional investors that require that we keep our level of permanent loan capital at 20% or more of our loan fund's net assets plus notes payable (our level as of July 31, 2014 was 23.31%), or keep net assets at 15% or more of total assets (our level as of July 31, 2014 was 30.8%).

Fees, Commissions and Broker-Dealer Status

The promissory notes are being offered only by our directors and employees. No person will receive a fee or commission for the solicitation of the promissory notes, and there is no sales charge. In addition, no registered broker-dealer has sold or will be given the authority to sell the promissory notes, although such persons may participate in the marketing of the promissory notes.

We have not registered as a broker-dealer under the Securities Exchange Act in reliance upon our belief that we are not a broker of the promissory notes. The definition of "broker" under the Securities Exchange Act is not entirely settled, and the Securities and Exchange Commission might reach a different conclusion. In such an event, we may be prohibited from making further investment solicitations and may be required to make rescission offers to our existing investors. We would probably not be in a position at such time to return funds to all investors, since the aggregate principal amount of the promissory notes may have been used to make Community Loans.

INVESTOR SUITABILITY

We seek to raise capital for Community Loans through the offering of promissory notes. We anticipate that potential investors will include individuals, religious groups, foundations, nonprofit corporations and corporations.

State of California Qualification

The promissory notes described herein are being offered to qualified investors in compliance with the requirements of Section 25113 of the California Corporations Code and Section 260.140.01 of the California Code of Regulations Title 10.

An individual may purchase a promissory note from the Fund if such investment would not exceed 10% of his or her net worth and, individually or with such person's spouse, the individual satisfies one of the following three requirements:

(1) the person's net worth exceeds $150,000;

(2) the person's net worth is equal to or greater than $75,000 **and** his or her gross income during the last tax year exceeded $50,000 and his or her gross income for the current tax year (based on a good faith estimate) will exceed $50,000;

(3) the person does not satisfy the requirements set forth in (1) or (2) above but the person's purchase of promissory notes in any 12 month period does not exceed an aggregate of $2,500.

Corporations, partnerships, trusts and other entities may purchase a promissory note from the Fund if the purchase is directed by a person with such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of the prospective investment, such investment would not exceed 10% of such entity's net worth and the entity satisfies one of the following three requirements on a consolidated basis according to its most recent financial statement:

(1) the entity's net worth exceeded $150,000; or

(2) the entity's net worth exceeded $75,000 **and** its gross income (a) exceeded $50,000 in the calendar year immediately preceding this calendar year and (b) is expected to exceed $50,000 (based on a good faith estimate) during the current calendar year.

Each potential investor must complete the Investor Questionnaire, included as **Exhibit A** hereto. We will only approve the sale of promissory notes to investors meeting the qualification standards listed in the Investor Questionnaire. The promissory notes will be sold on a continuing basis.

This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of any security or the acceptance of any investment in any state in which such offer, solicitation, sale or acceptance would be unlawful, prior to qualification under the securities laws of such state. Information about the NCCLF is available from certain brochures and fact sheets published by us, and from our website (www.ncclf.org), but no investment in the NCCLF will be accepted from anyone who has not received this prospectus.

USE OF PROCEEDS

Community Loans and Food Fund Loans

We intend to use the proceeds of this offering, in combination with the proceeds from previous offerings, grants, donations and our own permanent loan capital, to make Community Loans and Food Fund Loans which will be available to a variety of organizations and individuals that, in our judgment, will contribute to the long-term economic base of low-income and minority communities in Northern California. See "Description of Community Loans" and "Description of Food Fund Loans." We seek to arrange for Community Loans and Food Fund Loans to be made on an ongoing basis. However, our ability to make Community Loans and Food Fund Loans depends upon the availability of loan capital to us (including the proceeds of this offering), and our ability to identify suitable borrowers. Proceeds from this offering will be designated for Community Loans, unless the investor specifically designates their investment for the Food Fund.

The Loan Capital Pool

A portion of the loan capital pool will at all times be held in short-term investments and interest-bearing accounts. These accounts will contain funds reserved for committed loans awaiting closings, funds reserved for the repayment of promissory notes that will become due in the short term and other funds being held while loan applications are solicited and considered. The receipt and repayment of the proceeds from the promissory notes and the disbursement and repayment of Community Loans and Food Fund Loans occur at uneven and unpredictable rates. Although we will attempt to coordinate these flows to minimize the amount of proceeds which are uncommitted, this coordination is difficult and it is likely that a varying and at times substantial portion of the proceeds will continue to be held in such accounts.

As of September 30, 2014, we had unrestricted net assets totaling $16,786,960. Of these net assets, $11,535,834 were earmarked for permanent loan capital and were available for making Community Loans in combination with the proceeds of promissory notes and the proceeds of previous offerings, and for increasing the allowance for loan losses. Included in the above were $500,000 available for making Food Fund Loans. These net assets may be increased from time to time through additional donations and grants. See Appendix 1, "Financial Statements and Independent Auditor's Report" and "Use of Proceeds."

At the close of the fiscal year ending September 30, 2014, we had outstanding promissory notes in principal amount of $34,774,771 payable to investors, 47 Community Loans with outstanding balances totaling approximately $27,831,514 and approximately $6,136,437 held in cash and short term investments committed for Community Loans not yet fully disbursed. At that time we did not have any Food Fund Loans included in the portfolio.

The principal amount of any particular promissory note will generally be commingled with other funds that have been designated for the loan capital pool, whether derived from other promissory notes, grants, donations or other income to the NCCLF. The principal amount of each particular promissory note will not be used for general working capital or for operating expenses. However, a portion of the proceeds of this offering may be used to fund technical assistance efforts in conjunction with Community Loans and Food Fund Loans, described below.

Unlike the principal received from the promissory notes, interest earnings will not necessarily be dedicated to the loan capital pool for Community Loans and Food Fund Loans. Instead, we are likely to use such interest earnings

first to pay interest and principal on promissory notes as they become due, and then to pay our administrative and operating expenses or to increase our permanent loan capital.

We anticipate that portions of the loan capital pool may at times be reserved for borrowers with certain specified characteristics. An example of this is our Food Fund. See "Description of Food Fund Loans." In all cases, loans made from restricted funds will be consistent with the guidelines described elsewhere. See "Description of Community Loans."

Technical Assistance for Borrowers

We intend to make Community Loans in situations that would be considered too risky or unprofitable by most commercial lenders. Because many of our borrowers will be in need of outside professional guidance and assistance, the coordination or provision of capable technical assistance is important to us. We believe that appropriate technical assistance can improve the capacity of such borrowers to repay their loans. In some cases where we require a borrower to obtain technical assistance, the cost of such assistance may be included in the principal amount of the Community Loan.

Services and Resources: Technical assistance may be required as a pre-funding condition in areas such as law, finance, real estate, marketing, organizational development, loan packaging, etc., and may range from guidance or advice to direct assistance. We sometimes provide technical assistance to borrowers through our Consulting Programs and our lending staff, but use of in-house NCCLF technical assistance is not a condition of our loans.

Payment and Subsidies: We will attempt to assist applicants and borrowers in obtaining grants from other sources in cases where they cannot afford needed technical assistance services. In some cases, a loan will be approved contingent upon the borrower's receipt of post-loan technical assistance. If the borrower cannot immediately afford the needed assistance, we will add the technical assistance cost to the loan amount. The borrower then would pay the technical assistance provider with a portion of the loan proceeds and repay us as part of the loan payments.

Secondary Market for Community Loans

There is currently a limited secondary market for Community Loans. Participation in such a market might allow us to sell certain Community Loans to institutional buyers, freeing capital for the making of additional Community Loans. Such transactions are made by us for our own account and are not accompanied by the publication of any advertisement, and are not affected by or through a broker-dealer in a public offering, and as such, we believe are exempted from qualification under California securities laws pursuant to Section 25104(a) of the California Corporations Code. To date, we have sold participation in a limited number of Community Loans in our portfolio to other financial institutions.

DESCRIPTION OF COMMUNITY LOANS

We seek to provide affordable loans for low-income housing development, community facilities, nonprofit and employee-owned enterprises and the provision of services that promote community ownership and strengthen the long-term economic base of low-income communities. We seek to diversify our Community Loan portfolio among various communities within California, and among different types of businesses and borrowers. This diversification is intended to reduce the overall portfolio loan loss risk and to serve a wide variety of borrowers. We maintain a policy restricting aggregate loans to any single borrower to not more than 12% of our total loan capital. We also maintain a policy of restricting aggregate general recourse loans to not more than 20% of the outstanding principal balance of the entire loan portfolio. Other than as described in this section "Description of Community Loans," we have no formal limitations or guidelines with respect to diversification and are not limited with respect to the amount of loans (or percentage of our total loan portfolio) that may be made to any borrower or type of borrower.

Procedures for Review and Approval

Our staff screens all loan applications, presenting complete loan packages and recommendations for approval to the President and the Loan Committee, and, if necessary, the Executive Committee or the full Board of Directors. The level of loan approval decision-making authority depends on the loan amount, the loan-to-value ratio and the debt service coverage ratio. The Loan Committee is authorized to approve all loans up to the Board-approved maximum, which is currently $2 million, and may at its discretion refer a loan to the Executive Committee or the full Board of Directors for further review. The loans made from the Bay Area Transit Oriented Affordable Housing Fund which is described on page 15 are an exception to this process. Loans from this fund first go through our internal process but final approval is made by a committee that includes a representative group of other partners in the fund.

We intend to make loans only to those applicants that best satisfy the eligibility requirements and preference criteria described below. General eligibility requirements and preference criteria apply to all loans; further specific requirements and criteria apply to housing, facilities, business or service agency loans in particular.

Eligibility Requirements and Preferences

General: We offer operational lines-of-credit and loans that are made for housing programs, community facilities, business activities or service provision in low-income communities located within the area designated on the map on the back cover of this prospectus. Applications will be evaluated based upon financial and business strengths, as well as present and anticipated socio-economic impact on the borrower's community. We will give priority to projects that are community- or nonprofit-owned. Examples include community land trusts, limited equity housing cooperatives, businesses owned by workers or consumers and service agencies with community-based governing boards.

Borrowers must conduct all of their operations, internal and public, in a manner consistent with our principles and purposes. All borrowers must be non-discriminatory in labor and business practices, not engaged in military, defense-related or nuclear enterprises and in compliance with federal, state and local regulations regarding air, water and land use, toxic materials, hazardous wastes and occupational safety. In addition, borrowers must demonstrate evidence of fiscal soundness, creditworthiness, managerial competence and ability to meet the terms of the Community Loan, including requirements for technical assistance.

Our management will evaluate the social impact of proposed projects based upon these general criteria:

1. The number of people expected to be served by the project;
2. The project's perceived benefits to the local community over the long term;
3. The stature, composition, and degree of local support of the project;
4. The project's capacity to catalyze future development and attract additional capitalization; and
5. The degree to which our resources would be leveraged by other resources of the project.

Housing Loans: Eligible applicants include nonprofit organizations and limited partnerships, general partnerships or joint ventures between profit and nonprofit organizations in which the long-term property ownership will be under the control of the nonprofit organization. Eligible projects include single- and multi-family rental properties, homeownership projects, community land trusts, limited equity cooperatives, limited equity condominiums and mixed-use properties. Eligible uses include predevelopment costs, new construction, rehabilitation or acquisition of properties or refinancing or interim financing of properties.

All projects must provide a significant degree of housing for low-income people, based upon federal and state definitions. Each borrower must also demonstrate its commitment to, and plan for, ensuring long-term affordability, submit a suitable management plan and develop a relocation plan in case of displacement.

Preference will be given to housing projects that address these priorities:

1. A high proportion of units will be occupied by very low-income households;
2. The project has strong mechanisms to assure continued affordability over the long run; and
3. Significant involvement of residents in project ownership or control.

Nonprofit Facilities Loans: Eligible applicants include nonprofit organizations and limited partnerships, general partnerships or joint ventures between profit and nonprofit organizations in which the long-term property ownership will be under the control of the nonprofit organization. Eligible projects include medical and dental clinics, other healthcare facilities, childcare centers, shelters and transitional housing, community centers, performance spaces, community centers, nonprofit offices and other facilities which benefit low-income communities. Eligible uses include working capital, equipment financing, construction, leasehold improvements or acquisition of assets.

Preference will be given to facilities projects that address these priorities:

1. They are responsive to community needs;
2. They create or retain a significant number of jobs, particularly for low-income and minority individuals; and
3. They have strong local support, long-term community benefits, and the potential for catalyzing future economic development.

Business Loans: Eligible applicants will include nonprofit enterprises, nonprofit/for-profit partnerships, collectives, cooperatives and employee-owned businesses. Eligible uses include working capital, equipment financing, construction, leasehold improvements and the acquisition of assets that enhance the organization's long-term effectiveness and impact.

Preference will be given to businesses:

1. Creating new or maintaining endangered employment for individuals who have traditionally experienced systemic barriers to employment, particularly low-income and minority individuals;
2. Located or locating in economically disadvantaged areas;

3. Providing fewer "higher quality" jobs rather than those creating a greater number of "lower quality" jobs (i.e., jobs providing better wages, working conditions, job security and benefits, promoting skills growth and providing ownership opportunities or incentives);
4. Providing goods or services for which the community is currently underserved;
5. Demonstrating innovative or alternative approaches to production and/or management; and
6. Creating opportunities for people with entry-level skills to move into higher quality jobs.

Service Agency Loans: Eligible applicants must be nonprofit entities providing social services (e.g., health care, job training, education, etc.) in a manner that significantly benefits low-income persons or communities. Agency loan threshold requirements and eligible uses of funds are similar to those of business loans. The primary social benefit that we seek to promote through service agency loans is the strengthening of the economic base of disadvantaged communities. This can be achieved directly through the creation or retention of jobs (specific preference guidelines are found in the above discussion of business loans) or indirectly through the provision of social services for which the community is underserved and which contribute to the strengthening of the community's economic base.

Preference will be given to service agency applications which address these priorities:

1. The organization has a positive socioeconomic impact on its community; and
2. The organization is governed by a Board of Directors representative of the community served and responsive to community concerns.

Bay Area Transit Oriented Affordable Housing (TOAH) Fund: In 2011, NCCLF entered into an agreement to participate in the TOAH Fund. The TOAH Fund provides financing for the development of affordable housing and other vital community services near transit lines throughout the Bay Area. Through the Fund, developers can access flexible, affordable capital to purchase or improve available property near transit lines for the development of affordable housing, retail space and other critical services, such as child care centers, fresh food outlets and health clinics.

The TOAH Fund was made possible through a $10 million investment from the Metropolitan Transportation Commission. The Low Income Investment Fund is the Fund Manager and an originating lender, along with the Northern California Community Loan Fund, Corporation for Supportive Housing, Enterprise Community Loan Fund, LISC, and Opportunity Fund. Additional capital for the Fund was provided by Citi Community Capital, Morgan Stanley, the Ford Foundation, Living Cities, and the San Francisco Foundation. The Metropolitan Transportation Commission recently approved an additional $10 million investment, increasing the total size of the TOAH Fund to $90 million.

To date NCCLF has made two loans to two projects –

- Mercy Housing California requested $4.4 million to build a 109-unit HUD 202 project, as part of a larger mixed use project at the former UCB Extension property at 55 Laguna. The units will be affordable at 50% AMI and marketed to LGBT seniors. NCCLF's portion of the loan, which was $758,200, was repaid on April 17, 2015.
- A loan to EBALDC for their West Grand Development. The loan is a $1.8 million acquisition refinance, of which NCCLF's portion is $306,000. EBALDC has acquired 3 parcels at West Grand and Bush Street, in Oakland, to develop 138 units of affordable housing and a community facility. The loan was repaid on June 20, 2014.

Loan Terms and Requirements

General: The terms of individual Community Loans will vary depending upon the funds available and our assessment of the prospective borrower's cash needs, projected cash flow and other business aspects. Although some borrowers may lack conventional credit qualifications, we will make a loan only in instances where we believe there is a reasonable likelihood of repayment in accordance with the loan terms. We will not make grants from our revolving loan pool, although we may make grants in special programs that have separate funding sources.

We generally charge borrowers a loan fee of 1% to 2% of the loan amount, although this fee may be waived.

Loans may have a maturity of up to 10 years, depending upon the needs of the borrower, the use of the funds and the projected availability of capital in the loan pool during the term of the Community Loan. Interest rates are fixed (in most cases at below-market rate) based upon our costs, the borrower's needs and market rates.

Housing Loans and Nonprofit Facilities: We typically seek (but do not necessarily require for loans of $200,000 or less) real property collateral; liens on real property are often junior in priority to other lenders providing longer-term or more substantial financing for a project. A variety of other forms of security are considered, including security interests in other property of the borrower, the use of guarantees and co-signers, and general recourse to the assets of the borrower.

We will lend up to 100% of the value of the property if we determine that there is adequate security, confirmation of value by independent appraisal and compliance with our other guidelines. The projected debt coverage ratio (defined as the ratio of cash flow to debt payments) of the project must be at least 1:1.

Business Loans: In most cases, business loans will be secured by real or personal property of the borrower. Collateral will consist of long- or short-term business assets and secured and unsecured personal and/or institutional guarantees as needed. We may also consider a general recourse interest in all of the borrower's assets, where appropriate.

Service Agency Loans: Security and collateral requirements for agency loans are similar to those found in the applicable sections of Housing and Business loans above, depending on the comparability of the use of the loan proceeds.

Compliance, Monitoring and Default

Borrowers are monitored for compliance with the plans submitted with their loan applications. All borrowers must submit financial statements at least quarterly; some borrowers may be required to submit monthly statements. Additional financial or program reports may also be required. A borrower's failure to follow such plans or maintain certain financial ratios may constitute a default and entitle us to accelerate the loan's maturity. However, we will usually seek to work with borrowers to establish compliance with the loan terms and thus may in our discretion waive certain defaults or otherwise not accelerate a loan.

Revision of Requirements, Terms and Conditions

From time to time, our Board of Directors will review, and, at its discretion, revise, Community Loan requirements, preference criteria and terms and conditions. Printed summaries of approved policies are available at our offices, and are attached when applications are distributed to potential borrowers.

DESCRIPTION OF FOOD FUND LOANS

We seek to provide loans to enterprises across the food value chain that increase the income and/or assets of low-income people, increase job opportunities for low-income people, contribute to a sustainable local food system, or result in increased access to healthy foods for low-income communities with limited food retail options. We seek to diversify our Food Fund portfolio among various communities within California, and among different types of businesses and borrowers across the value chain. We have no formal limitations or guidelines with respect to diversification and are not limited with respect to the amount of loans (or percentage of our Food Fund portfolio) that may be made to any borrower or type of borrower.

Procedures for Review and Approval

Our staff screens all loan applications, presenting complete loan packages and recommendations for approval to the President and the Loan Committee, and, if necessary, the Executive Committee or the full Board of Directors. The level of loan approval decision-making authority depends on the loan amount, the loan-to-value ratio and the debt

service coverage ratio. The Loan Committee is authorized to approve all loans up to the Board-approved maximum, which is currently $2 million, and may at its discretion refer a loan to the Executive Committee or the full Board of Directors for further review.

Our staff regularly confers with an advisoy committee made up of commercial lenders, food business technical assistance providers and other professionals with relevant small business and food enterprise experience about the general strategic direction of our Food Fund and about specific loan applications. While this committee sits outside of the formal approval process, it helps bring additional industry knowledge, perspective and insight into the screening process.

We intend to make loans only to those applicants that best satisfy the eligibility requirements and preference criteria described below.

Eligibility Requirements and Preferences

We offer operational lines-of-credit, working capital, equipment and real estate loans to food enterprises in low-income communities located within the area designated on the map on the back cover of this prospectus. Applications will be evaluated based on financial and business strengths, as well as present and anticipated socio-economic impact on the borrower and/or borrower's community. We will give priority to projects that increase the income and/or assets of low-income people, create financially sustainable jobs, contribute to a sustainable local food system, or increase healthy food access for low-income people with otherwise limited access to retail-offering healthy food. Examples include family owned farms and food producers, food aggregators and distibutors, and retail stores offering fresh produce, dairy and meats.

Borrowers must conduct all of their operations, internal and public, in a manner consistent with our principles and purposes. All borrowers must be non-discriminatory in labor and business practices, not engaged in military, defense-related or nuclear enterprises and in compliance with federal, state and local regulations regarding air, water and land use, toxic materials, hazardous wastes and occupational safety. In addition, borrowers must demonstrate evidence of fiscal soundness, creditworthiness, managerial competence and ability to meet the terms of the Food Fund Loan, including requirements for technical assistance.

Our management will evaluate the impact of proposed projects based upon these general criteria:

1. The financial impacts for low-income people created through the use of the financing;
2. The project's contribution to a sustainable local food system;
3. The project's capacity to increase access to healthy foods for low-income communities;
4. The project's capacity to catalyze future financial growth for low-income people; and
5. The degree to which the borrower would be unable to find the required financing on comparable terms.

Eligible applicants will include for-profit businesses (including but not limited to single proprietors, limited liability corporations, parterships, and limited partnerships), nonprofit enterprises, nonprofit/for-profit partnerships, collectives, cooperatives and employee-owned businesses. Eligible uses include working capital, equipment financing, construction, leasehold improvements and the acquisition of assets that enhance the company's long-term effectiveness and impact, as it relates to the criteria above.

Loan Terms and Requirements

The terms of individual Food Fund Loans will vary depending upon the funds available and our assessment of the prospective borrower's cash needs, projected cash flow and other business aspects. Although some borrowers may lack conventional credit qualifications, we will make a loan only in instances where we believe there is a reasonable likelihood of repayment in accordance with the loan terms. We will not make grants from our Food Fund Loan pool, although we may make grants in special programs that have separate funding sources.

We generally charge borrowers a loan fee of 1% to 2% of the loan amount, although this fee may be waived.

Loans may have a maturity of up to 10 years, depending upon the needs of the borrower, the use of the funds and the projected availability of capital in the Food Fund during the term of the Food Fund Loan. Interest rates are fixed based upon our costs, the borrower's needs and market rates.

In most cases, Food Fund Loans will be general recourse to the borrower's assets. As appropriate and available, Food Fund Loans will be secured by real or personal property of the borrower. This collateral will consist of long- or short-term business assets and secured and unsecured personal and/or institutional guarantees as needed.

Compliance, Monitoring and Default

Borrowers are monitored for compliance with the plans submitted with their loan applications. All borrowers must submit financial statements at least semi-annually, while some borrowers may be required to submit quarterly or monthly statements. Additional financial or program reports may also be required. A borrower's failure to follow such plans or maintain certain financial ratios may constitute a default and entitle us to accelerate the loan's maturity. However, we will usually seek to work with borrowers to establish compliance with the loan terms and thus may in our discretion waive certain defaults or otherwise not accelerate a loan.

Revision of Requirements, Terms and Conditions

From time to time, our Board of Directors will review, and, at its discretion, revise, Food Fund requirements, preference criteria and terms and conditions. Printed summaries of approved policies are available at our offices, and are attached when applications are distributed to potential borrowers.

Allowance for Loan Losses

An allowance for loan losses has been established through a provision for loan losses charged to expenses. The allowance is an amount we believe will be adequate to absorb possible losses on existing loans that may become uncollectible, although there can be no assurance that loan losses will not exceed such amount. Our President and lending staff review loans quarterly and set a loan loss reserve for each loan based on a risk-rating system that weighs such factors as collateral, cash flow, payment history, organizational strength and financial status. The loan loss reserve allowance shall never be less than 5% of the total principal of outstanding loans.

LOAN PORTFOLIO

The following is a list of the 62 outstanding loans in NCCLF's portfolio as of July 31, 2015. These loans are not necessarily predictions of future commitments**.**

Key to (Project) Type Codes
C Community Facility (real estate only)
F Food
H Housing (real estate only)
B Business/Econ Dev (working capital, equipment purchase, etc.)

Type	Organization Name	Organization Type	Project Name	Project County	Total Loan Amount	Amount	Interest Rate	Close Date	Maturity Date
C	Neighborhood House of North Richmond	Nonprofit: Human Services	West County Human Development Center	Contra Costa County	$ 283,519	$ 283,519	7.75	2/21/2008	3/1/2013
H	Neighborhood House of North Richmond	Nonprofit: Human Services	St. James Place	Contra Costa County	$ 800,000	$ 800,000	7	2/21/2008	3/1/2013
C	Mission Economic Development Agency (MEDA)	Nonprofit: Community Development	San Francisco Immigrant Services Center	San Francisco County	$ 2,845,000	$ 973,419	7.75	9/30/2008	10/1/2013
H	Housing Consortium of the East Bay (HCEB)	Affordable Housing Developer	HCEB - Emeryville acquisition & rehab	Alameda County	$ 165,200	$ 165,200	7	6/18/2010	6/18/2015
C	Drug Abuse Alternatives Center (DAAC)	Nonprofit: Human Services	DAAC facility rehab	Sonoma County	$ 215,000	$ 215,000	7.75	10/12/2010	10/12/2015
H	Society of St. Vincent de Paul - Alameda	Nonprofit: Human Services	St. Vincent de Paul Rehab Residential Facility Loan	Alameda County	$ 576,531	$ 576,531	7	10/27/2010	10/27/2017
C	Lao Family Community Development Inc.	Nonprofit: Community Development	Lao Family Headquarters - Loan 282 refi	Alameda County	$ 502,500	$ 502,500	7.75	10/28/2010	9/3/2015
H	Community Housing Developers (CHD)	Affordable Housing Developer	Tierra Encantada Refinance	Santa Clara County	$ 2,700,000	$ 2,700,000	6	4/26/2011	4/26/2018
C	Friends of Potrero Hill Nursery	Nonprofit: Education	Friends of Potrero Hill Nursery Project	San Francisco County	$ 180,000	$ 180,000	8.5	9/20/2011	9/20/2017
C	HealthRIGHT360	Nonprofit: Health Services	AARS 0% refinance	San Mateo County	$ 1,100,000	$ 1,100,000	7	2/6/2012	2/6/2022
C	First Place for Youth	Nonprofit: Human Services	First Place for Youth TI Loan	Alameda County	$ 500,000	$ 500,000	7.5	2/15/2012	2/15/2017
C	LifeLong Medical	Nonprofit: Health Services	LifeLong Medical NMTC leverage loan	Alameda County	$ 7,321,211	$ 2,500,000	7.35	3/19/2012	3/14/2019
C	Hub Bay Area	Other Business	Hub Bay Area - TI loan refinance	San Francisco County	$ 450,000	$ 450,000	7	4/2/2012	4/2/2017
C	San Francisco Camerawork	Nonprofit: Arts	SF Camerawork TI Loan	San Francisco County	$ 100,000	$ 100,000	7.5	6/15/2012	6/15/2016
C	Community Music Center	Nonprofit: Arts	SFCMC Building Purchase	San Francisco County	$ 1,040,000	$ 1,040,000	7	9/12/2012	9/12/2014
C	Ed Roberts Campus	Nonprofit: Human Services	Ed Roberts Campus - refi and increase Loan 2	Alameda County	$ 894,320	$ 894,320	6	12/4/2012	12/4/2022
C	Ed Roberts Campus	Nonprofit: Human Services	Ed Roberts Campus - refi and increase Loan 1	Alameda County	$ 1,905,680	$ 1,905,680	6	12/4/2012	12/4/2022
B	Neighborhood Housing Services -Silicon Valley	Nonprofit: Human Services	NHSSV - working capital loan	Santa Clara County	$ 100,000	$ 100,000	8	6/4/2013	6/4/2016

C	Walnut Avenue Women's Center	Nonprofit: Human Services	Walnut Avenue Woman's Center Community Facility Loan	Santa Cruz County	$ 1,126,250	$ 1,126,250	7	6/26/2013	6/26/2020
H	Neighborhood Housing Service of the East Bay	Affordable Housing Developer	RNHS 6th and Maine	Contra Costa County	$ 565,568	$ 565,568	7	7/1/2013	7/1/2017
H	Golden Empire Affordable Housing, Inc.	Affordable Housing Developer	Green Gardens Refinance	Kern County	$ 945,000	$ 945,000	6	7/30/2013	7/30/2016
C	Destiny Arts Center	Arts & Culture	Destiny Arts Center Loan- 5/23/2012	Alameda County	$ 300,000	$ 300,000	7	8/15/2013	8/15/2023
C	Destiny Arts Center	Arts & Culture	Destiny Arts Center Loan- 5/23/2012	Alameda County	$ 625,000	$ 625,000	7	8/15/2013	8/15/2023
H	Stevenson House	Nonprofit: Human Services	Palo Alto Senior Housing - Stevenson House Predevelopment Loan	San Mateo County	$ 1,700,000	$ 950,000	7	8/30/2013	8/1/2016
C	Other Avenues Natural Food Cooperative	Other Business	Other Ave Coop Refi	San Francisco County	$ 1,065,000	$ 1,065,000	6	9/30/2013	9/30/2023
H	Satellite Affordable Housing Associates (SAHA)	Affordable Housing Developer	SAHA Expansion of East Side Arts	Alameda County	$ 520,000	$ 520,000	5	11/26/2013	11/26/2016
H	SHELTER, Inc. of Contra Costa County	Nonprofit: Human Services	The Landings	Contra Costa County	$ 77,953	$ 77,953	6	12/1/2013	12/1/2018
B	San Francisco Arts Education Project	Nonprofit: Education	SF Arts Education Project - Working Capital Loan	San Francisco County	$ 100,000	$ 100,000	7.5	3/4/2014	3/4/2016
C	East Oakland Youth Development Center	Nonprofit: Education	EOYDC - bridge loan for NMTC leverage	Alameda County	$ 2,850,917	$ 1,999,917	6	3/12/2014	3/11/2020
B	As You Sow	Nonprofit: Environment	As You Sow Line of Credit 2014 LOC Renewal	San Francisco County	$ 100,000	$ 100,000	7.5	3/17/2014	11/2/2014
B	Sacramento Self Help Housing, Inc. (SSHH)	Nonprofit: Human Services	Sacramento Self Help Housing - 2013 LOC renewal	Sacramento County	$ 50,000	$ 50,000	7.5	5/7/2014	4/30/2015
B	Housing California	Nonprofit: Public Policy	Housing CA Line of Credit Renewal - 2014	Sacramento County	$ 100,000	$ 100,000	7.5	5/16/2014	7/15/2015
C	West Contra Costa Youth Services Bureau	Nonprofit: Human Services	WCCYSB - Refi	Contra Costa County	$ 375,740	$ 375,740	6	7/17/2014	7/17/2021
C	West Contra Costa Youth Services Bureau	Nonprofit: Human Services	WCCYSB - Acquisition	Contra Costa County	$ 420,000	$ 420,000	6	7/17/2014	7/17/2021
C	Women's Audio Mission	Nonprofit: Arts	Women's Audio Mission Soundworks Studio Acquisition	San Francisco County	$ 1,400,000	$ 1,400,000	6	9/4/2014	10/1/2021
C	Open Door Community Health	Nonprofit: Health Services	Open Door Community Health - NMTC leverage loan	Humboldt County	$ 5,649,100	$ 2,824,550	5.75	11/10/2014	9/25/2021
B	Children's Creativity Museum	Nonprofit: Education	Children's Creativity Museum - Working Capital loan	San Francisco County	$ 200,000	$ 200,000	7.5	11/26/2014	11/26/2020
B	Farmworker Institute of Education and Leadership Development	Nonprofit: Education	Farmworkers Institute of Education and Leadership Development (FIELD) LOC	Kern County	$ 200,000	$ 200,000	7.5	12/12/2014	12/12/2015

H	Anka Behavioral Health	Nonprofit: Human Services	Anka Behavioral Health - Special Needs Housing	Contra Costa County	$ 400,000	$ 300,000	5	12/12/2014	6/30/2015
B	Arte Americas	Nonprofit: Arts	Arte Americas Refinance	Fresno County	$ 75,000	$ 75,000	5.75	12/16/2014	12/1/2024
B	Project Inform	Nonprofit: Health Services	Project Inform Line of Credit	San Francisco County	$ 350,000	$ 350,000	6.5	12/19/2014	12/31/2015
C	Northern California Indian Development Council	Nonprofit: Human Services	NCIDC - Carson Block - NMTC Loan	Humboldt County	$ 2,000,000	$ 2,000,000	5.75	12/30/2014	4/30/2016
B	Emmaus Christian Center	Nonprofit: Human Services	Elim Care Home Restaurant Loan	Santa Clara County	$ 75,000	$ 75,000	6	1/28/2015	7/28/2020
H	Bethel AME Church	Nonprofit: Religious	Laurel Gardens Refinance	San Francisco County	$ 1,050,000	$ 1,050,000	6	2/12/2015	2/12/2017
C	North Beach Citizens	Nonprofit: Human Services	North Beach Citizens - TI Loan	San Francisco County	$ 1,255,000	$ 1,255,000	5.75	2/26/2015	2/26/2020
H	Visionary Home Builders	Other	Veterans Supportive Housing	San Joaquin County	$ 1,512,000	$ 1,512,000	4.813	3/16/2015	3/16/2017
B	Baker Places, Inc.	Nonprofit: Human Services	Baker Places Working Capital Line of Credit	San Francisco County	$ 350,000	$ 350,000	6.5	4/10/2015	1/30/2016
F	Sunny Hill Farms	Other Business	Sunny Hills Farm - FarmLink participation FY15	Monterey County	$ 175,000	$ 87,500	7	4/14/2015	1/1/2016
F	Bucio Organic Farm	Other Business	Bucio Organic Farm Loan- FarmLink Participation FY15	Monterey County	$ 80,000	$ 40,000	7	4/14/2015	1/1/2016
F	Garcia Brothers Farm	Other Business	Garcia Brothers Farm - FarmLink Participation	Monterey County	$ 60,000	$ 30,000	7	4/14/2015	1/1/2016
B	Center on Juvenile and Criminal Justice (CJCJ)	Nonprofit: Human Services	CJCJ - Term Loan Refinance	San Francisco County	$ 200,000	$ 200,000	7	5/7/2015	5/7/2020
B	Center on Juvenile and Criminal Justice (CJCJ)	Nonprofit: Human Services	CJCJ - Line of Credit	San Francisco County	$ 200,000	$ 200,000	7	5/7/2015	5/7/2016
C	Salud para la Gente	Nonprofit: Health Services	Salud para la Gente - NMTC line of credit	Santa Cruz County	$ 1,300,000	$ 1,300,000	6	5/8/2015	7/31/2016
B	Jamestown Community Center	Nonprofit	Jamestown Community Center - LOC	San Francisco County	$ 150,000	$ 150,000	7	6/3/2015	6/3/2016
B	Family Violence Law Center	Nonprofit: Human Services	FVLC LOC Renewal	Alameda County	$ 100,000	$ 100,000	7	6/12/2015	6/12/2016
B	As You Sow	Nonprofit: Environment	As You Sow Line of Credit 2015 LOC Renewal	San Francisco County	$ 100,000	$ 100,000	7	6/15/2015	6/8/2016
B	Chamberlain's Children Center	Nonprofit: Human Services	Electronic Health Records Implementation Project	San Benito County	$ 200,000	$ 200,000	7	6/25/2015	6/25/2019
C	Community Music Center	Nonprofit: Arts	SFCMC Restructure	San Francisco County	$ 1,320,000	$ 1,320,000	5.75	6/30/2015	9/12/2016
B	Root Division	Nonprofit: Arts	Root Division TI Loan	San Francisco County	$ 75,000	$ 75,000	7	7/20/2015	7/20/2016
H	VCOR Limited Partnership	Financial Institution	Grand View Acquisition Loan 250 N. Hunter	San Joaquin County	$ 503,750	$ 503,750	4.75	7/20/2015	7/20/2017
F	Ag Link Inc.	Other Business	Ag Link Food Hub Loan	Merced County	$ 457,238	$ 457,238	5.75	7/20/2015	7/20/2022
H	Central-Page Limited Equity Housing Cooperative	Cooperative	Capital Repairs	San Francisco County	$ 450,000	$ 450,000	5.75	7/21/2015	7/21/2020

OPERATIONS OF THE NCCLF

Accounting Policies

See Appendix 1, "Financial Statements and Independent Auditor's Report" for information regarding accounting policies.

Opportunity Finance Network

We are an active member of the Opportunity Finance Network ("OFN"), an organization that provides services to and promotes the activities of its member community development financial institutions ("CDFIs"). According to its FY2013 data, OFN's members have cumulatively lent and invested more than $34 billion; created or maintained 720,674 jobs; helped create 1,472,694 units of affordable housing; and financed 119,907 businesses and microenterprises. Their net charge-off rate in FY2013 was 0.7%. Typically, these CDFIs have a local or regional service area, although several are national in scope.

The OFN reports that defaults by its borrowers have been minimal. The OFN believes its member funds have had relatively low loan losses in part because of the exceptional efforts of such funds to assist borrowers in solving problem loans and obtaining technical assistance and financial guidance.

The operations, management and community loan portfolios of the active members of the OFN that have been successful vary, and may not be the same as ours. Therefore, there can be no assurance that we will be equally successful in our social goals or our ability to avoid defaults by borrowers.

Operational Support

Our operations are supported through a mix of grants, donations and earned income, and are heavily dependent upon the receipt of grant and donation money. During the year ending September 30, 2014, we received grants and commitments for General Fund purposes (in support of operations) totaling $1,072,050.

During the year ending September 30, 2014, we also received donated professional services with an estimated value of $152,286. These services consisted primarily of legal assistance regarding real estate transactions, securities transactions, the issuance of promissory notes, and general corporate work. Also included are donations of software licenses and other types of technological support.

We anticipate that future operations will continue to be significantly supported from our net interest earnings, loan fees, and other fees. However, we are unlikely to achieve self-sufficiency from earned income. See Appendix 1, "Financial Statements and Independent Auditor's Report" and "Use of Proceeds."

Participation in New Markets Tax Credit Program

Since 2008, we have been awarded a total of $158,000,000 in new markets tax credits ("NMTC") allocations over eight different years by the U.S. Treasury Department's Community Development Financial Institutions Fund (the "CDFI Fund") pursuant to Section 45D of the Internal Revenue Code of 1986, as amended.

The NMTC is a 39% federal tax credit available to an investor over a seven-year period. The NMTCs can be used to offset an investor's federal income tax. We allocate the NMTCs to investors who can use them and use the capital obtained through such sales to make loans to or investments (each a "qualified low-income community investment" or "QLICI") in certain types of businesses or organizations (each a "qualified active low-income community business" or "QALICB") located in, or serving, low-income communities as required by the NMTC program. Participation in the NMTC program should enable us to obtain significant additional amounts of capital to make loans or investments, but the NMTC program has many technical requirements that must be met in order to qualify for and allocate the NMTCs and to avoid any future loss or recapture of NMTCs that are sold.

NMTCs are only available for qualified equity investments in qualified community development entities commonly referred to as "CDEs" that have an allocation of NMTCs. We are a CDE with an allocation of NMTCs, but we are a nonprofit and cannot offer equity to an investor, so have set up a separate for-profit subsidiary that qualifies as a CDE for each prospective loan or investment in a QALICB and allocate a portion of our NMTC allocation to that CDE for that investment. Through the NMTC program, the NCCLF would sell equity in the CDE subsidiary and then the CDE subsidiary, also nominally capitalized by the NCCLF, would make qualifying loans. We have allocated all of the 2008, 2009, 2010, 2012, 2013 and 2014 Awards totaling $113,000,000 among 12 for-profit CDE subsidiaries we created for particular projects (collectively, the "Sub-CDEs"). We are currently working on deploying the $45,000,000 we received in the 2014 Award process.

Typically, investors in NMTCs will require indemnification from the CDE and others, against the CDE or certain other persons taking or failing to take certain actions that result in the investor's NMTCs being lost or recaptured. If an event occurs that causes the loss or recapture of NMTCs, all of the NMTCs previously taken by the investor for that investment will be recaptured and interest will be charged on the underpayment of taxes in prior years as a result of such recapture. We will attempt to limit any indemnity against recapture so that the only recourse on such indemnity will be to the assets of the CDE we set up for that investment, however it is possible that an investor may insist that we stand behind such indemnity thereby exposing our assets to any liabilities arising as a result of such indemnity. In the case of each of the Sub-CDEs, the investor allocations of the NMTCs allocated to those CDEs occurred in connection with those CDEs' investments in a QALICB, and the investors receiving the NMTC from those CDEs agreed to limit their recourse on certain, but not all, of the NMTC indemnities. Consequently, if there is a loss or recapture of NMTC with regard to any of the Sub-CDEs, in certain circumstances, our assets could be pursued to satisfy the indemnity triggered, if the assets of those CDEs are insufficient to satisfy it.

In order to avoid the loss or recapture of the NMTC being sold to the investor, the CDE in which the investor receiving the NMTC invests in must, among other requirements, (i) maintain its status as a separate legal entity that qualifies as a CDE during a seven-year compliance period, (ii) not fail a test, often referred to as the "substantially all test" during that compliance period, which requires the CDE to maintain a certain amount of its assets in QLICIs during the compliance period, and (iii) make sure that the investment in the CDE by the investor is not considered to be redeemed during the compliance period.

In order for a CDE to maintain its status as a CDE it must prove that it has a primary mission of serving or providing investment capital for certain low-income communities and that it is accountable to the residents of such a community through appropriate representation of such community on a governing or advisory board. To meet the "substantially all test," the CDE must use approximately 85% of the investment in it by the investor for QLICIs and to the extent all or a portion of such investment is liquidated prior to year six of the compliance period, it must reinvest an appropriate portion of such proceeds in substitute QLICIs within a twelve month grace period or to the extent the failure is because the underlying QALICB goes out of compliance it must bring it back into compliance on a timely basis. Similarly, to meet the test requiring that the investment is not considered to be redeemed during the compliance period, any partial or total liquidation of an investment in a QALICB must be reinvested within a twelve month grace period.

As of July 31, 2015, the 2008, 2009, 2010, 2012, 2013, and 2014 Awards have been put to the following uses:

Organization Name	Type	Project County	NMTC Project Description
Ed Roberts Campus	Nonprofit: Human Services	Alameda	The 80,000 sq. ft. Ed Roberts Campus boasts accessible elevators and automatic doors, as well as specially designed signage and devices that guide people who are blind or otherwise sight-impaired. The natural ventilation and non-toxic materials create a healthy indoor air quality, and the roof-top photovoltaic and energy-efficient building systems reduce energy consumption by over 50%.
Rosie the Riveter Trust	Nonprofit: Land Trust	Contra Costa	The Richmond Maritime Child Development Center is part of the Rosie the Riveter World War II Home Front Memorial National Historic Park and is home to the administrative offices of the Richmond Community Foundation, as well as classroom space for Richmond College Prep, a K-5 charter school.

San Francisco Jazz (SFJAZZ)	Nonprofit: Arts	San Francisco	The SFJAZZ Center is the first permanent home of the nonprofit organization SFJAZZ, a leader in jazz creation, presentation and education. Some of the key features of the space include: State-of-the-art auditorium, adjustable from 350 to 700 seats; 80-seat multi-purpose ensemble room; Rehearsal spaces and SFJAZZ administrative offices.
City of San Jose - Environmental Services Department (ESD)	Government	Santa Clara	The renovation and new construction of a ±50,000 square foot community facility on a 4.2 acre site owned by the City near the downtown area. The investment will also have a catalytic effect, revitalizing the surrounding neighborhood, where household income stands at 49% of area median income.
Habitat for Humanity Greater San Francisco	Other	San Mateo	Habitat for Humanity Greater San Francisco will provide first-time homeownership for families at or below 80% AMI in their 36-unit for-sale affordable housing project in Daly City.
American Conservatory Theater (A.C.T.)	Nonprofit: Arts	San Francisco	The acquisition and rehabilitation of the Strand Theater, in San Francisco's Central Market neighborhood. The Strand Theater will be used by local nonprofit theater companies, and will also enable A.C.T. to expand its educational programs to serve more low-income youth and families living in the Central Market and Tenderloin area.
West Hills Community College	Nonprofit: Education	Fresno	For the expansion of the community gardening program to educate the local community about healthy food diets and increase access to healthy foods which is located on the 213 acre Farm of the Future. It is in an area with high poverty and unemployment rates.
East Oakland Youth Development Center	Nonprofit: Education	Alameda	The major renovation and expansion of EOYDC's headquarters and program space at 82nd and International Blvd. in East Oakland, which is situated in an area with high crime, school dropout rates, poverty, and drug addiction. EOYDC's programs provide a refuge for youths to gain skills and confidence to escape life on the streets
Family House Inc.	Nonprofit: Human Services	San Francisco	The construction of a 98,000 square foot five-story facility that will provide temporary housing for families with children undergoing medical treatment at the University of California, San Francisco (UCSF) Benioff Children's Hospital. The new facility will more than double FH's capacity to provide temporary housing and support 100% of UCSF patients.
Community Arts Stabilization Trust (CAST)	Nonprofit: Arts	San Francisco	CAST will acquire and rehabilitate two buildings for community arts organizations. The first facility has 6,400 square feet of community arts and gallery (commercial) space. The second facility consists of a 125-seat theater, rehearsal space, performance space, office and program space totaling 9,450 square feet.
City of San Pablo	Government	Contra Costa	The project will transform a vacant, 4.5 acre brownfield site in a dense urban neighborhood into a flourishing new park. The Rumrill soccer facility will feature a soccer field complex with 3 synthetic turf and full striped fields designed for youth league requirements.The facility includes 62 parking spaces, a picnic area, tot lot, restroom building, and dedicated food cart spaces.
Salud para la Gente	Nonprofit: Health Services	Santa Cruz	Will integrate three buildings and add approximately 7,028 square feet of new space for an expanded site of approximately 25,000 square feet. The project will add 13 new medical exam rooms, 1 procedure room and 4 dental operatories.

Allowance for Loan Losses

An allowance for loan losses has been established through a provision for loan losses charged to expenses. The allowance is an amount we believe will be adequate to absorb possible losses on existing loans that may become uncollectible, although there can be no assurance that loan losses will not exceed such amount. Our President and lending staff review loans quarterly and set a loan loss reserve for each loan based on a risk-rating system that weighs such factors as collateral, cash flow, payment history, organizational strength and financial status. The loan loss reserve allowance shall never be less than 3.5% of the total principal of outstanding loans in the community loan fund and 5% in the Food Fund. As of September 30, 2014, the allowance totaled $2,569,432 or 9.23% of the total principal of outstanding loans. As of September 30, 2014, we had written off five Community Loans and had three loan recoveries over the life of the loan fund.

MANAGEMENT OF THE NCCLF

Management Structure

We are managed under the ultimate direction of the Board of Directors. Our day-to-day operations have been largely delegated to staff. The powers and responsibilities of our Board of Directors include: acting on Community Loan recommendations (though, depending on the loan, this authority can be delegated to the President, or, more often, the Loan Committee or the Executive Committee); hiring, supervising and firing the President; setting our policy and direction; approving operating budgets; and participating in fundraising and the solicitation of loan pool capital. The Board of Directors normally meets every other month.

Our current management structure consists of a President, who oversees the work of five Departments, and Department heads. The five Department heads - a Director of Lending, a Director of Finance and Administration, a Director of Consulting, a Director of Strategic Initiatives, and a Director of Development and Communications – oversee department staff and report directly to the President. The President may be a member of the Board of Directors, although the current President is not serving in such a capacity.

Composition and Size of Board

The composition of the Board of Directors is intended to represent the diversity of the people and communities that we have been organized to serve. Our bylaws provide that at least a majority of the members of the Board of Directors shall be women or members of ethnic minority communities. At present, 11 out of 15 directors, 73.3%, fall into at least one of these categories. In addition, directors possess a diversity of technical skills derived from experience in real estate and business loan analysis, accounting, management and business planning. The number of authorized directors may vary between 13 and 21 persons and there are currently 15 sitting directors on our Board.

We are not a membership organization. Our Board of Directors is responsible for the selection of new persons to replace directors at the end of their terms. Directors may serve successive terms. Members of the Board of Directors receive no compensation for their services beyond reimbursement for certain out-of-pocket expenses associated with their activities as directors.

Conflicts of Interest

Since the Board of Directors includes representatives from the investing, borrowing and consulting communities, there is an inherent potential for conflicts of interest to arise. Certain directors may invest in the NCCLF (as of the date of this prospectus, one current director is affiliated with an institutional investor, and one current director is an individual investor). Certain directors may provide technical assistance, professional services or financing to applicants or borrowers; and certain directors may be employees or directors of applicants or borrowers.

To mitigate these conflicts, we have adopted in our bylaws certain procedures to follow when a conflict of interest arises. We will not be party to any agreement or transaction in which a director or officer has a material financial interest, or in which a director is affiliated with another party, unless the disinterested members of the Board of Directors, after full disclosure of the material facts, determine that the transaction or agreement is for our benefit, is fair and reasonable or furthers our charitable purposes and that more favorable arrangements could not be made with reasonable effort. Agreements and transactions between us and organizations with which the members of the Board of Directors are affiliated may be approved or ratified by the disinterested members of the Board of Directors. We will not provide any direct compensation to any director for technical assistance that he or she may provide during his or her term on the Board of Directors. While certain directors may receive compensation indirectly through their respective affiliates, such compensation will not exceed an amount that would have been received by a third party pursuant to an arms-length agreement.

Relationships with Outside Parties

We have advisory members with voting participation in the activities of the Loan and Finance Committees. Their participation is intended to provide us with an important source of technical expertise and contacts with potential investor and borrower groups.

Committee Structure

There are seven standing committees of the Board of Directors – Executive and Board Development, Loan, Development, Finance, Audit, Personnel, and Consulting. The Board has not delegated any significant decision-making authority to any of its standing committees other than the Executive and Board Development Committee, the Loan Committee, the Finance Committee and the Audit Committee.

The Executive and Board Development Committee is responsible for overall policy development, the ongoing evaluation of the President, and, under certain conditions, the approval of Community Loans. It is also responsible for recommending candidates for Board positions. The Executive and Board Development Committee comprises five members, including the President, who does not have voting rights on the Committee.

Of the remaining committees: the Loan Committee is responsible for recommending loan policies to the Board of Directors, and approving loan requests; the Development Committee assists staff in securing investments and grants, and in developing our educational programs and outreach; the Audit Committee is responsible for retaining, terminating, and setting the compensation of an outside auditing firm independently of NCCLF staff, conferring with the auditor to satisfy themselves that the financial affairs of the NCCLF are in order, and reviewing and approving the audited financial statements; the Finance Committee recommends and monitors budgets and financial policies and procedures; the Personnel Committee reviews and approves salary structures and benefits packages; and the Consulting Committee oversees the Consulting and Grants program, helping prioritize projects and measure impact.

Board of Directors

Pertinent biographical information regarding each member of the Board of Directors as of the date of this prospectus is provided below, including disclosure of current or potential conflicts of interest as detailed above. The address for each of the directors is c/o the Northern California Community Loan Fund, 870 Market Street, Suite 677, San Francisco, CA 94102.

Anita Addison, 62, has served as a director of the NCCLF since 2013. Ms. Addison is the Chief of Planning and Strategic Advancement for La Clinica de La Raza, one of the largest community health centers in the SF Bay Area. Ms. Addison is on the board of directors of Capital Link and is also a member of the advisory committee for the Center for Health Design's safety net clinic design project. Ms. Addison holds master's degrees in city and regional planning and public health from U.C., Berkeley and a bachelor's degree in sociology from Stanford University.

Linda Boessenecker, 61, has served as a director of the NCCLF since 2011. Ms. Boessenecker has served as the CEO of Girls Incorporated of Alameda County since October 1, 2007. Girls Inc. is a nonprofit organization that provides vital skill-building programs to low-income girls and their families and is dedicated to inspiring all girls to be strong, smart, and bold. As the former COO of the Girl Scouts of the San Francisco Bay Area and Executive Director of the Girl Scout Council of Napa-Solano, Ms. Boessenecker brings a wealth of experience in the executive leadership of nonprofit organizations that serve girls and young women. Ms. Boessenecker serves on the Board of Directors for the Oakland Rotary Club. Ms. Boessenecker also serves as a board member or advisory board member for numerous community and educational organizations including the steering committee for the Gateways Partnership of Cal State University East Bay, the Executive Committee of the United Way of the Bay Area's Women's Leadership Council and the Regional Advisory Board of Galileo Educational Services.

Ann F. Cameron, 68, has served as a director of the NCCLF since 2004, and also served as the Chairperson of our Board of Directors until 2012. Ms. Cameron is currently the Senior Vice President and Banking Manager at Northern Trust Bank, an institutional investor in the NCCLF. Ms. Cameron was formerly the Senior Vice President and Market Executive at Bank of America, which is an institutional investor in the NCCLF. Ms. Cameron is a board member of Marin Community Clinic and the Corte Madera Foundation and a past president of La Clinica de la Raza.

John Chan, 45, has served as a director of the NCCLF since 2015. Mr. Chan is a Financial Consultant at the California Community Economic Development Association (CCEDA) which supports nonprofits to create affordable housing and economic development in low-income communities. Prior to joining CCEDA, Mr. Chan spent eight years as Senior Vice President, at US Bank's Community Lending team to support affordable housing developers across California. Mr. Chan currently serves on committees of the Low Income Investment Fund and the Chinatown Community Development Center in San Francisco. Mr. Chan graduated with a Bachelor's Degree in Economics and a Master's Degree in Business Administration, both from the University of California at Davis.

Colby Dailey, 38, has served as a director of the NCCLF since 2014. Ms. Dailey is the Managing Director of the Build Healthy Places Network, a program funded by the Robert Wood Johnson Foundation working at the intersection of health and community development. Ms. Dailey was formerly the Policy Director for Pacific Community Ventures, leading the organization's impact investing research and consulting practice, and a Program Director at Capital Impact Partners. In addition to joining the NCCLF Board of Directors in 2014, Ms. Dailey continues to serve as a Sustaining Board Member for the Good Shepherd Center for Homeless Women and Children in Los Angeles. Ms. Dailey holds a Masters Degree in Public Policy from the University of California, Berkeley, and a B.A. in Political Science from Wheaton College near Chicago.

Stephen Florance, 45, has served as a director of the NCCLF since 2015. Mr. Florance is Managing Director and a member of the Executive Committee of Robertson Stephens Advisors, a two year old investment firm with headquarters in San Francisco. Mr. Florance leads the Research and Strategy Group. He was formerly a Managing Director with Hall Capital Partners. Mr. Florance holds a B.A. in Classics from Brown University.

Pat Gopaul, 57**,** has served as a director of the NCCLF since 2009. Ms. Gopaul is Senior Vice President and Counsel at Impact Community Capital LLC, which structures socially responsible investments on behalf of Institutional investors. Ms. Gopaul received a B.A. in Economics from Harvard University and a J.D. from Columbia University School of Law. For several years Ms. Gopaul worked at the New York City Economic Development Corporation as a Policy Analyst, and, ultimately, as Senior Counsel. Ms. Gopaul has provided pro bono in-house services to NCCLF. Prior to joining Impact, Ms. Gopaul was an Associate at Dechert LLP in San Francisco.

Luis Granados, 50, has served as a director of the NCCLF since 2015. Mr. Granados is the Executive Director of the Mission Economic Development Agency in San Francisco. Mr. Granados is a current Board Member with the California Reinvestment Coalition, is on the Community Advisory Board for J.P. Morgan Chase & Company, and is a Board Member of the National Association for Latino Community Asset Builders. Mr. Granados is a Mexican immigrant, immigrating on July 4, 1977. He has a B.A. in Resource Management from the University of California, Davis and a Masters Degree in Regional Planning from the University of California, Berkeley.

Bryan Ignozzi, 44, has served as a director of the NCCLF since 2015. Mr. Ignozzi is a Partner with PriceWaterhouseCoopers (PwC) in the San Francisco office. He leads the US Lending Practice focusing on strategy, operations and technology. Mr. Ignozzi focuses on leading consulting teams for mortgage, commercial, student, consumer and automotive lending and leasing institutions. Mr. Ignozzi holds a Masters Degree in Engineering with a focus in Technology Management from University of Pennsylvania - Wharton and Engineering Schools; a Bachelor's in Economics from Allegheny College; and a MBA with a concentration in Marketing from Rollins College.

Andy Madeira, 53, has served as a director of the NCCLF since 2010. Mr. Madeira has an extensive background in affordable housing development, project financing and underwriting. Mr. Madeira is currently the Senior Vice President of Real Estate Development at Eden Housing. Mr. Madeira was previously Senior Banker for J.P. Morgan Chase Community Development Banking. Mr. Madeira served as Vice President, Real Estate Development for Citizens Housing Corporation, Director of Real Estate Development at BRIDGE Housing Corporation, and Community Development Manager and Underwriter at Fannie Mae's American Communities Fund. Prior to his work in affordable housing, Mr. Madeira practiced law at nonprofit organizations in California and Philadelphia. Mr. Madeira received a J.D. from Boston University School of Law and a B.A. in Economics with Honors from the University of California at Santa Cruz.

Amy Rassen, 69, has served as a director of the NCCLF since 2011. Ms. Rassen is known as a pioneer in the field of family support and nonprofit management, developing programs that have been replicated around the country and are self-sustaining. For 28 years, Ms. Rassen provided the vision and direction for Jewish Family and Children's Services of San Francisco, Marin, the Peninsula and Sonoma Counties, a large Bay Area nonprofit agency, and was instrumental in founding national, statewide and local organizations to improve the lives of children, seniors and their families. Ms. Rassen currently heads a management consulting firm, Rassen and Associates, whose focus is to help nonprofits operate effectively and efficiently.

Ilana Schatz, 63, has served as a director of the NCCLF since 2010. Ms. Schatz brings over 25 years of community program development experience to the NCCLF Board. Ms. Schatz served for 10 years as the founding director of the Volunteer Action Center, where she implemented a community investing program in the East Bay Jewish community. Prior to that, Ms. Schatz founded the Poverty Action Alliance, which focuses on economic justice issues in the Bay Area -- poverty, homelessness, and welfare reform. Ms. Schatz received her M.P.H. and B.A. from the University of California at Berkeley. Ms. Schatz's current project is launching Fair Trade Judaica, a nonprofit organization linking fair trade principles and Jewish social justice values.

Jim Snyder, 68, has served as a director of the NCCLF since 2015. Mr. Snyder has extensive experience in banking/financial management, technology, management consulting, and strategy development. Mr. Snyder's career has spanned management positions at technology start-ups, Grant Thornton, the Federal Home Loan Bank of San Francisco, and the U.S. Treasury Department. Mr. Snyder served for ten years on the board of the Oakland based Health and Human Resource Education Center which is committed to improving the overall health and quality of life of Bay Area residents. Mr. Snyder received his M.B.A. from the Wharton School of the University of Pennsylvania and his B.A. from Lawrence College.

Lydia Tan, 54, has served as a director of NCCLF since March 2003. Currently, Ms. Tan is NCCLF's Treasurer. Ms. Tan is Senior Vice President at Bentall Kennedy. Ms. Tan was formerly Executive Vice President with Related California in Northern California and before that she worked for BRIDGE Housing Corporation where she supervised real estate development project finance and project accounting activities.

Kirke Wilson, 77, has served as a director of the NCCLF since 1998 and serves as the Chair of our Board of Directors. Mr. Wilson retired in 2005 as President of the Rosenberg Foundation. Mr. Wilson is a director of the California Budget Project and former board chair of the Rural Community Assistance Corporation. He previously was a member of the Loan Committee of the Non-Profit Development Loan Fund, and has served on the boards of Antenna Theater, the Foundation Center, Independent Sector, Northern California Grantmakers and other organizations.

NCCLF President

Mary A. Rogier, 60, joined the NCCLF as President in October 1998, after serving in a management position at the Low Income Housing Fund in San Francisco since mid-1994. As Program Manager, Operations for the Low Income Housing Fund, Ms. Rogier directed the program and administrative operations of this $32 million national community development financial institution with a $2.2 million operating budget, lending capital of nearly $40 million, 30 staff and three offices. Prior to this position, Ms. Rogier served as Director of Housing Development for the Massachusetts State Department of Mental Retardation from 1991 through 1994, where she developed and managed an innovative program that created community-based homes for people with severe physical and mental disabilities. Ms. Rogier holds a B.A. from Brown University and a Masters Degree in Public Policy from the Kennedy

School of Government at Harvard University. Ms. Rogier serves on J.P. Morgan Chase & Company's Community Advisory Board and is on the board of directors of the Berkeley Community Chorus and Orchestra.

Advisory Members of NCCLF Committees

Advisory Members serve as voting members of certain NCCLF committees. Current and potential conflicts of interest are described below.

Ari Beliak is a Vice President of Community Development Banking at Bank of America Merrill Lynch. Mr. Beliak serves on the Loan Committee.

Jill Storey is a writer and a consultant on economic and business development. She and her affiliates may provide technical assistance to certain of our applicants and borrowers. Ms. Storey is a former director of the NCCLF and serves on the Loan Committee.

Central Valley Advisory Committee

The following individuals comprise our Central Valley Advisory Committee. These professionals bring a unique and informed perspective to issues that affect the Central Valley and its citizens, and they provide valuable insights with regard to strategies, partnerships, etc. which, in turn, allows NCCLF to assist the under-served communities in this portion of the service territory.

Mike Dozier Director Office of Community and Economic Development, California State University, Fresno	Debbie Raven Executive Director Small Valley Business Corp.
Dennis Woods President United Security Bank	Arthur Dyson Architect, AIA, IAA
Michael Sigala Sigala Inc.	Tim Rios Senior Vice President Wells Fargo Community Development
Tom Collishaw President Self-Help Enterprises	Doug Weber Senior Vice President Comerica Bank
Gabriela Mello Community Development Officer Wells Fargo Bank	Preston Prince Executive Director Housing Authority of Fresno City and County
John Chan Vice President US Bank	Salam Nalia Chief Financial Officer Fresno Economic Opportunities Commission

Food Fund Advisory Committee

The following individuals comprise our Food Fund Advisory Committee. These professionals bring a breadth of experience in food systems and small business development that NCCLF will rely on as we start the new Food Fund. This committee will meet periodically to review the progress of this new loan pool.

Daniel Wallace Program Developer in Sustainable Agriculture Food Systems, CEI	Ilana Schatz Founding Director, Fair Trade Judaica NCCLF Board Member
Jill Storey Small Business Consultant NCCLF Loan Committee Member	Patricia GoPaul Senior Vice President and Counsel Impact Community Capital, LLC NCCLF Board and Loan Committee Member

U.S. FEDERAL INCOME TAX CONSEQUENCES

The following is a general discussion of the anticipated material U.S. federal income tax consequences of the purchase and ownership of the promissory notes. The summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations issued under the Code, judicial decisions, and administrative rulings now in effect, all of which are subject to change or to different interpretation. The discussion below does not purport to address U.S. federal income tax consequences applicable to particular categories of investors, some of which may be subject to special rules (e.g., insurance companies, financial institutions, tax-exempt organizations and foreign persons). Nothing in this Prospectus should be construed as legal or tax advice to an investor or to us. We will not obtain a ruling from the Internal Revenue Service (the "IRS") on the U.S. federal income tax consequences described herein nor have we obtained any opinions of counsel with respect to any tax matters.

INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE FEDERAL, STATE, LOCAL AND ANY OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP OR DISPOSITION OF NOTES, AS WELL AS THE APPLICATION AND AVAILABILITY OF ANY EXCEPTIONS, INCLUDING THOSE MENTIONED BELOW.

Purchase of a Promissory Note

The purchase of a promissory note is an investment, not a donation to a charitable organization. No amount paid for the purchase of a promissory note will be deductible for U.S. federal income tax purposes.

Ownership of a Promissory Note

Pursuant to the Code, holders of a debt instrument will have to include in income all amounts treated as interest. Under certain circumstances, such amounts will include not only amounts characterized as interest under the terms of the debt instrument ("Stated Interest"), but also other amounts that the Code deems to be interest ("Imputed Interest").

Taxation of Stated Interest: Any Stated Interest paid on a promissory note will be ordinary income to the holder for U.S. federal income tax purposes, and will be subject to U.S. federal income tax unless the holder is otherwise exempt.

Imputed Interest Considerations: Although most promissory notes will carry a "below market" interest rate, a holder of a promissory note will not be required to accrue Imputed Interest pursuant to the provisions of the Code, as long as the holder meets the requirements of one or more exceptions to section 7872 of the Code. Two of the exceptions that may be available to holders of promissory notes are set forth in temporary Treasury regulations under section 7872 and provide that section 7872 will not apply to:

- Loans made to a charitable organization (described in section 170(c) of the Code) such as the NCCLF, but only if at no time during each taxable year the promissory note is outstanding will the aggregate outstanding amount of all loans by the holder to that organization exceed $250,000 (for purposes of this exception, certain organizations which are considered to be controlled by the obligation holder are deemed to be one organization). Under proposed regulations issued on August 20, 1985, the aggregate amount of all loans to all charitable organizations carrying below market interest by a holder cannot exceed $10,000; this proposed regulation has not been adopted to date, however, and the temporary regulations which have been adopted and reaffirmed by amendment after the proposed regulation was published specify the $250,000 limit noted above; or
- Loans the interest arrangements of which the taxpayer is able to show have no significant effect on any U.S. federal tax liability of the lender or the borrower. The IRS ruled, in two related rulings, that a taxpayer who loaned more than $250,000 to a charitable organization, under a program qualifying under this exception, was not required to accrue imputed interest. In the rulings, the taxpayer represented that the sum of all charitable contributions made in any year in which that loan was outstanding, plus imputed interest the taxpayer would receive if section 7872 were to apply, did not exceed 50 percent of the sum of the contribution base for such year, as defined by section

170(b)(1)(F) of the Code, plus the imputed interest income the taxpayer would have received in the event section 7872 were to apply. However, in a more recent ruling, the IRS ruled that a taxpayer who loaned more than $250,000 to a charitable organization was required to accrue imputed interest. In the ruling, the IRS did not consider whether the taxpayer qualified for this exception. **Investors should consult their own tax advisors in determining the U.S. federal income tax treatment in light of their own particular situation regarding a loan to NCCLF in excess of $250,000. Private Letter Rulings are directed only to the taxpayer who requested it, and pursuant to section 6110(j)(3) of the Code, they may not be used or cited as precedent.**

If a holder of a promissory note meets the requirements of either of these exceptions, or of any other exception to section 7872 of the Code, it will not have any Imputed Interest by reason of section 7872 of the Code. However, none of these exceptions are available if the principal purpose of the loan is the avoidance of federal tax.

If a holder of a promissory note does not meet the requirements of either of these exceptions, or of any other exception to section 7872 of the Code, the holder will be required to include the amount of Imputed Interest in income. However, the holder may be entitled to a deduction, as a contribution to a charitable organization, in the amount equal to the Imputed Interest included in income. A contribution to a charitable organization is subject to certain limitations. **Investors should consult their own tax advisors in determining the U.S. federal income tax treatment in light of their own particular situation regarding a deduction for a contribution to a charitable organization.**

If a promissory note is a qualified investment in accordance with the California Organized Investment Network program developed and maintained by the California Department of Insurance, then the holder of such promissory note may be entitled to certain tax credits not described herein, subject to availability. **Investors should consult their own tax advisors in determining their eligibility for any tax credits under the California Organized Investment Network program.**

U.S. Federal Income Tax-Exempt Status of NCCLF

We have received a determination from the IRS that we are an organization exempt from U.S. federal income tax under section 501(c)(3) of the Code and a determination that we are a publicly-supported organization under section 170(b)(1)(A)(vi) of the Code. Such an organization is a charitable organization described in section 170(c) of the Code. Such determination was granted on the basis of the structure, operations and support of the NCCLF since our inception. If our operations, structure, or support deviate significantly from our previous performance, or if there are changes in sections 501(c)(3) or 170(b)(1)(A)(vi) of the Code, we may cease to be treated as a publicly-supported charitable organization.

Backup Withholding

Under the backup withholding rules of the Code, a holder of a debt security may be subject to backup withholding with respect to payments of interest (including Imputed Interest) unless such holder (a) is a corporation or other exempt recipient and, when required, demonstrates that fact, or (b) provides a certification under penalty of perjury (or a substitute form W-9 to be provided by us to the holder) as to the holder's correct taxpayer identification number and exemption from backup withholding and otherwise complies with applicable requirements to avoid being subject to the backup withholding rules. If any amounts are withheld from payments made on the promissory notes, the holder may be allowed a credit for such amount against the holder's U.S. federal income tax provided that required information is filed with the IRS in a timely manner.

REGULATORY MATTERS

We have obtained a license under California's Commercial Finance Lender's License Law, and are subject to regulation by the Department of Business Oversight of the State of California (the "DBO"). There are some substantive restrictions on loans made under the authority of this license.

As a licensee, we are required to pay our pro rata share of all costs and expenses reasonably incurred in the administration of the Commercial Finance Lender's Law, based on the proportion which our gross income bears to the

aggregate gross income of all licensees. The minimum annual assessment is $2,500. We must also file an annual report with the DBO.

Violations of the Commercial Finance Lender's Law may give rise to an order to cease violation from the Commissioner, an action by the Attorney General at the request of the Commissioner to enjoin the violation, and prosecution for a misdemeanor offense.

As noted in "Operations of the NCCLF-- Participation in the New Markets Tax Credit Program" we use NMTC awarded to us by the CDFI Fund to raise funds to make loans or investments pursuant to that program. In order to obtain these NMTC awards we entered into an agreement with the CDFI Fund under which we agree that the loans and investments funded by NMTC must meet certain conditions. We, and any subsidiary we use in this respect, must provide annual reports to the CDFI Fund for the purpose of keeping it apprised of our NMTC activities and to help ensure and certify our compliance with NMTC program requirements.

PENDING LEGAL PROCEEDINGS

As of this date, NCCLF is not involved in any pending legal proceedings.

ACCOUNTING MATTERS

We retained Hood & Strong LLP as our independent certified public accountant to audit our 2013 and 2014 financial statements.

ADDITIONAL INFORMATION

We have filed a permit application relating to this offering of promissory notes with the California Department of Business Oversight. The application contains additional information and exhibits that are only summarized or referred to in this prospectus. These additional materials are available for inspection at the office of the Department of Business Oversight, 45 Fremont Street, Suite 1700, San Francisco, California 94105-2219, or at the NCCLF's offices at 870 Market Street, Suite 677, San Francisco, California 94102, during regular business hours.

We will provide our audited financial statements to investors within 120 days of completion of the fiscal year.

SECTION 260.141.11 OF THE COMMISSIONER'S RULES

As required by the Department of Business Oversight, we are attaching Section 260.141.11 of the Commissioner's Rules:

Restriction on Transfer

(a) The issuer of any security upon which a restriction on transfer has been imposed pursuant to Section 260.141.10 or 260.534 shall cause a copy of this section to be delivered to each issuee or transferee of such security at the time the certificate evidencing the security is delivered to the issuee or transferee.

(b) It is unlawful for the holder of any such security to consummate a sale or transfer of such security, or any interest therein, without the prior written consent of the Commissioner (until this condition is removed pursuant to Section 260.141.12 of these rules), except:

(1) to the issuer;

(2) pursuant to the order or process of any court;

(3) to any person described in Subdivision (i) of Section 25102 of the Code or Section 260.105.14 of these rules;

(4) to the transferor's ancestors, descendants or spouse, or any custodian or trustee for the account of the transferor or the transferor's ancestors, descendants, or spouse; or to a transferee by a trustee or custodian for the account of the transferee or the transferee's ancestors, descendants or spouse;

(5) to holders of securities of the same class of the same issuer;

(6) by way of gift or donation inter vivos or on death;

(7) by or through a broker-dealer licensed under the Code (either acting as such or as a finder) to a resident of a foreign state, territory or country who is neither domiciled in this state to the knowledge of the broker-dealer, nor actually present in this state if the sale of such securities is not in violation of any securities law of the foreign state, territory or country concerned;

(8) to a broker-dealer licensed under the Code in a principal transaction, or as an underwriter or member of an underwriting syndicate or selling group;

(9) if the interest sold or transferred is a pledge or other lien given by the purchaser to the seller upon a sale of the security for which the Commissioner's written consent is obtained or under this rule not required;

(10) by way of a sale qualified under Sections 25111, 25112, 25113, or 25121 of the Code, of the securities to be transferred, provided that no order under Section 25140 or subdivision (a) of Section 25143 is in effect with respect to such qualification;

(11) by a corporation to a wholly owned subsidiary of such corporation, or by a wholly owned subsidiary of a corporation to such corporation;

(12) by way of an exchange qualified under Section 25111, 25112 or 25113 of the Code, provided that no order under Section 25140 or subdivision (a) of Section 25143 is in effect with respect to such qualification;

(13) between residents of foreign states, territories or countries who are neither domiciled nor actually present in this state;

(14) to the State Controller pursuant to the Unclaimed Property Law or to the administrator of the unclaimed property law of another state; or

(15) by the State Controller pursuant to the Unclaimed Property Law or by the administrator of the unclaimed property law of another state if, in either such case, such person (i) discloses to potential purchasers at the sale that transfer of the securities is restricted under this rule, (ii) delivers to each purchaser a copy of this rule, and (iii) advises the Commissioner of the name of each purchaser;

(16) by a trustee to a successor trustee when such transfer does not involve a change in the beneficial ownership of the securities;

(17) by way of an offer and sale of outstanding securities in an issuer transaction that is subject to the qualification requirement of Section 25110 of the Code but exempt from that qualification requirement by subdivision (f) of Section 25102; provided that any such transfer is on the condition that any certificate evidencing the security issued to such transferee shall contain the legend required by this section.

(c) The certificates representing all such securities subject to such a restriction on transfer, whether upon initial issuance or upon any transfer thereof, shall bear on their face a legend, prominently stamped or printed thereon in capital letters of not less than 10-point size, reading as follows:

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

Northern California Community Loan Fund Service Region

SEPARATE, ENCLOSED APPENDIX AND EXHIBITS:

Appendix 1	Financial Statements and Independent Auditor's Report
Exhibit A	Investor Questionnaire
Exhibit B	Form of Promissory Note
Exhibit C	Form of Loan and Subscription Agreement