

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
DECEMBER 31, 2008

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
CONTENTS
December 31, 2008

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Balance Sheet	2
Statement of Income	3
Statement of Members' Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6 – 10

INDEPENDENT AUDITOR'S REPORT

To the Members
504 ACE Loan Fund I (2004), LLC
(A Limited Liability Company)

We have audited the accompanying balance sheet of 504 ACE Loan Fund I (2004), LLC (A Limited Liability Company) (the "Fund") as of December 31, 2008, and the related statements of income, members' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of 504 ACE Loan Fund I (2004), LLC as of December 31, 2008, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

SingerLewak LLP

SingerLewak, LLP

Los Angeles, California
March 9, 2009

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
BALANCE SHEET
December 31, 2008

ASSETS

Assets

Cash and cash equivalents	\$ 204,172
Notes receivable, net of allowance for doubtful accounts of \$165,187	2,262,838
Interest receivable	<u>10,419</u>
Total assets	<u>\$ 2,477,429</u>

LIABILITIES AND MEMBERS' EQUITY

Liabilities

Customer deposit	\$ 2,854
Due to related party	<u>5,083</u>
Total liabilities	<u>7,937</u>

Members' equity

Members' equity	2,222,543
Members' equity - related party	<u>246,949</u>
Total members' equity	<u>2,469,492</u>

Total liabilities and members' equity **\$ 2,477,429**

The accompanying notes are an integral part of these financial statements.

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
STATEMENT OF INCOME
For the Year Ended December 31, 2008

Revenues

Interest on notes receivable	\$ 333,823
Interest income	7,716
Other income	<u>420</u>
Total revenues	<u>341,959</u>

Operating expenses

Bad debt expense	49,111
Legal and professional expense	5,250
Management fees	21,236
Miscellaneous expense	2,954
Professional fees	19,621
Taxes	<u>3,300</u>
Total operating expenses	<u>101,472</u>

Net income

\$ 240,487

The accompanying notes are an integral part of these financial statements.

504 ACE LOAN FUND I (2004), LLC

(A LIMITED LIABILITY COMPANY)

STATEMENT OF MEMBERS' EQUITY

For the Year Ended December 31, 2008

	LDC Management Services, LLC	Bank of the West	City National Bank	Comerica Capital Advisors Inc.	Mellon 1st Business Bank	U.S. Bancorp Community Dev. Corp.	Union Bank of California, N.A.	Washington Mutual Bank, FA	Wells Fargo Community Dev. Corp.	Total Members' Equity
Balance, December 31, 2007	\$ 634,301	\$ 634,301	\$ 634,301	\$ 126,859	\$ 126,859	\$ 634,301	\$ 1,141,741	\$ 1,268,601	\$ 1,141,741	\$ 6,343,005
Capital distributions	(381,500)	(381,500)	(381,500)	(76,300)	(76,300)	(381,500)	(686,700)	(763,000)	(686,700)	(3,815,000)
Income distributions	(29,900)	(29,900)	(29,900)	(5,980)	(5,980)	(29,900)	(53,820)	(59,800)	(53,820)	(299,000)
Net income	<u>24,048</u>	<u>24,048</u>	<u>24,049</u>	<u>4,810</u>	<u>4,810</u>	<u>24,049</u>	<u>43,288</u>	<u>48,097</u>	<u>43,288</u>	<u>240,487</u>
Balance, December 31, 2008	<u>\$ 246,949</u>	<u>\$ 246,949</u>	<u>\$ 246,950</u>	<u>\$ 49,389</u>	<u>\$ 49,389</u>	<u>\$ 246,950</u>	<u>\$ 444,509</u>	<u>\$ 493,898</u>	<u>\$ 444,509</u>	<u>\$ 2,469,492</u>
Ownership interests	<u>10%</u>	<u>10%</u>	<u>10%</u>	<u>2%</u>	<u>2%</u>	<u>10%</u>	<u>18%</u>	<u>20%</u>	<u>18%</u>	<u>100%</u>

The accompanying notes are an integral part of these financial statements.

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2008

Cash flows from operating activities

Net income	\$ 240,487
Adjustments to reconcile net income to net cash used in operating activities	
Provision for doubtful accounts	49,111
Changes in assets and liabilities	
Interest receivable	25,581
Other asset	5,510
Customer deposit	2,854
Distributions payable	(522,000)
Due to related party	<u>(76,424)</u>
Net cash used in operating activities	<u>(274,881)</u>

Cash flows from investing activities

Principal payments on notes receivable	3,839,037
Capital distributions	(3,815,000)
Income distributions	<u>(299,000)</u>
Net cash used in investing activities	<u>(274,963)</u>
Net decrease in cash and cash equivalents	(549,844)

Cash and cash equivalents, beginning of year 754,016

Cash and cash equivalents, end of year **\$ 204,172**

The accompanying notes are an integral part of these financial statements.

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
NOTES TO FINANCIAL STATEMENTS
December 31, 2008

NOTE 1 – ORGANIZATION AND LINE OF BUSINESS

General

504 ACE Loan Fund I (2004), LLC (A Limited Liability Company) (the “Fund”) was inaugurated on September 23, 2004 to promote access to capital by purchasing and originating new loans which finance the activities of minority and women led businesses or non profit organizations in conjunction with promoting community development in certain geographically targeted areas. The Fund was capitalized with \$10 million from accredited investors, of which a 10% interest is owned by LDC Management Services LLC, a wholly-owned subsidiary of Los Angeles LDC, Inc. (“LA LDC”). LA LDC manages the day-to-day operations and affairs of the Fund and charges the Fund a management fee of 0.5% per annum of the aggregate Notes Receivable balances, calculated monthly.

At the Fund’s inauguration, it purchased seventeen (17) separate secured community development loans from LA LDC, and subsequently purchased seven (7) more loans from LA LDC, of which a total of six (6) remain outstanding as of December 31, 2008. The loans purchased by the Fund are its primary assets and are evidenced by promissory notes from the various borrowers. There is only one (1) “class” of membership interest, and such interests are proportional to the members’ initial capital contribution.

The Fund shall continue to operate until December 31, 2029, unless terminated sooner under the Fund’s operating agreement. The Fund does not plan to provide new loans to businesses or organizations. When outstanding loans are paid off, the members currently plan to dissolve the Fund.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Fund’s financial statements are prepared on an accrual basis in accordance with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Fund considers its investment in a money market account to be a cash equivalent. In addition, the Fund considers all cash accounts not subject to withdrawal restrictions and certificates of deposit with original maturities of ninety (90) days or less to be cash or cash equivalents.

Revenue Recognition

The Fund earns revenues primarily through charging borrowers interest on their borrowings. Interest income is recognized in the month it is earned. Interest earned in a month is typically paid by the borrower with the subsequent month’s regular payment.

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
NOTES TO FINANCIAL STATEMENTS
December 31, 2008

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable

In accordance with Statement of Position 01-6, “Accounting by Certain Entities that Lend to or Finance the Activities of Others” notes receivable that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are stated at the amount of unpaid principal, reduced by an allowance for doubtful accounts.

Allowance for Doubtful Accounts

Notes receivable are periodically evaluated for collectability based on past payment history and the borrower’s current financial condition. Management evaluates each note receivable separately and has established an allowance for doubtful accounts of 1 to 25% of each note receivable at December 31, 2008.

Income Taxes

The Fund is not a taxpaying entity for federal income tax purposes. In addition to the minimum California tax of \$800, an LLC is subject to an annual fee based on total income on a progressive scale ranging from \$0 to \$11,790. Income of the Fund is taxed in the respective tax returns of the members.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risk

At December 31, 2008, the Fund’s credit risk was inherent principally in its notes receivable. A downturn in the economy could result in an increase in defaults by borrowers in paying off the notes. However, the Fund’s credit risk is substantially decreased by the secured nature of the notes receivable as most of the notes are collateralized by real estate.

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
NOTES TO FINANCIAL STATEMENTS
December 31, 2008

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

In July 2006, the FASB issued Interpretation No. 48, “Accounting for Uncertainty in Income Taxes” (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with Statement No. 109, “Accounting for Income Taxes”. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition.

In December 2008, the FASB provided for a deferral of the effective date of FIN 48 for certain nonpublic enterprises to annual financial statements for fiscal years beginning after December 15, 2008. The Fund has elected this deferral and accordingly will be required to adopt FIN 48 in its 2009 annual financial statements. Prior to adoption of FIN 48, the Fund will continue to evaluate its uncertain tax positions and related income tax contingencies under Statement No. 5, Accounting for Contingencies. SFAS No. 5 requires the Fund to accrue for losses it believes are probable and can be reasonably estimated. An analysis of the impact of FIN 48 is not yet complete; however, upon adoption, the Fund does not expect FIN 48 to have a material impact on its financial statements.

NOTE 3 – CASH AND CASH EQUIVALENTS

The Fund maintains its cash balances in several banks and financial institutions in Southern California. Bank balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, cash balances are in excess of the federally insured limit. The Fund has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
NOTES TO FINANCIAL STATEMENTS
December 31, 2008

NOTE 4 – NOTES RECEIVABLE

At December 31, 2008, notes receivable consisted of the following:

Notes receivable	\$ 2,428,025
Less: Allowance for notes receivable	<u>(165,187)</u>
	<u>\$ 2,262,838</u>

Notes receivable at December 31, 2008 become due as follows:

1 year – 5 years	\$ 159,266
5 years – 10 years	-
More than 10 years	<u>2,268,759</u>
	<u>\$ 2,428,025</u>

Notes receivable at December 31, 2008 comprised six (6) notes to four (4) borrowers. The largest single note receivable at December 31, 2008 was approximately \$1,000,000, which represented more than 41% of the loan portfolio.

During the year ended December 31, 2008, the members of the Fund, who were experienced lenders in the banking industry, have loan loss reserves of 1% on each of the outstanding note receivable. However, two notes receivable from the same customer were in default and the loss reserve was increased to 25% during the year.

NOTE 5 – MEMBERS' CONTRIBUTIONS

The allocation of members' profits and losses in the Fund are based on the members' respective percentage interests in the Fund, which is based on the relative percentage of the members' initial capital contribution to the Fund. At the date of inception, the initial capital contributions and percentage interests were as follows:

	<u>Capital Contributions</u>	<u>Percentage Interest</u>
LDC Management Services, LLC	\$ 1,000,000	10%
Bank of the West	1,000,000	10%
City National Bank	1,000,000	10%
Comerica Capital Advisors Inc.	200,000	2%
Mellon 1 st Business Bank	200,000	2%
U.S. Bancorp Community Development Corporation	1,000,000	10%
Union Bank of California, N.A.	1,800,000	18%
Washington Mutual Bank, FA	2,000,000	20%
Wells Fargo Community Development Corporation	<u>1,800,000</u>	<u>18%</u>
	<u>\$10,000,000</u>	<u>100%</u>

504 ACE LOAN FUND I (2004), LLC
(A LIMITED LIABILITY COMPANY)
NOTES TO FINANCIAL STATEMENTS
December 31, 2008

NOTE 6 – RELATED PARTY TRANSACTIONS

LA LDC manages the Fund's operations. The Operating Agreement calls for an annual management fee of 0.5% of the aggregate notes receivable balance each month. Management fees earned by LA LDC during the year ended December 31, 2008 aggregated \$21,236. The balance owed to LA LDC at December 31, 2008 was \$5,083.

There were no loans purchased from LA LDC during the year ended December 31, 2008. As of December 31, 2008, the related party members' equity is \$246,949.