REDWOOD TRUST INC
Form 10-Q
November 03, 2011

UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended: September 30, 2011

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from to .

Commission File Number 1-13759

REDWOOD TRUST, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland (State or Other Jurisdiction of Incorporation or Organization)	68-0329422 (I.R.S. Employer Identification No.)
One Belvedere Place, Suite 300 Mill Valley, California (Address of Principal Executive Offices)	94941 (Zip Code)

(415) 389-7373

(Registrant s Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o Non-accelerated filer o Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Common Stock, $0.01 par value per share	78,686,426 shares outstanding as of November 2, 2011

TABLE OF CONTENTS

REDWOOD TRUST, INC.
2011 FORM 10-Q REPORT

TABLE OF CONTENTS

	Page
PART I	
Item 1. Financial Statements	1
Consolidated Balance Sheets at September 30, 2011 (Unaudited) and December 31, 2010	1
Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2011 and 2010 (Unaudited)	2
Consolidated Statements of Equity and Comprehensive Income for the Nine Months Ended September 30, 2011 and 2010 (Unaudited)	3
Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2011 and 2010 (Unaudited)	4
Notes to Consolidated Financial Statements	5
Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations	48
Item 3. Quantitative and Qualitative Disclosures About Market Risk	98
Item 4. Controls and Procedures	98
PART II	
Item 1. Legal Proceedings	99
Item 1A. Risk Factors	101
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	101
Item 3. Defaults Upon Senior Securities	102
Item 4. (Removed and Reserved)	102

Item 5. Other Information 102
Item 6. Exhibits 103
Signatures 104

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

REDWOOD TRUST, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share Data) (Unaudited)	September 30, 2011	December 31, 2010
ASSETS		
Residential real estate loans	$4,157,583	$3,797,095
Commercial real estate loans (includes $12,563 and $19,850 at fair value)	110,624	50,386
Real estate securities, at fair value:		
Trading securities	278,391	329,717
Available-for-sale securities	754,862	825,119
Total real estate securities	1,033,253	1,154,836
Other investments		
Cash and cash equivalents	133,446	46,937
Total earning assets	5,434,906	5,049,254
Restricted cash	17,011	24,524
Accrued interest receivable	14,699	13,782
Derivative assets	2,718	8,051
Deferred tax asset		3,487
Deferred securities issuance costs	8,819	5,928
Other assets	76,180	38,662
Total Assets[1]	$5,554,333	$5,143,688
LIABILITIES AND EQUITY		
Liabilities		
Short-term debt	$	$44,137
Accrued interest payable	7,607	5,930
Derivative liabilities	127,220	83,115
Accrued expenses and other liabilities	8,413	14,305
Dividends payable	19,624	19,531
Asset-backed securities issued (includes $234,235 and $303,077 at fair value)	4,293,024	3,761,578
Long-term debt	139,500	139,500
Total liabilities[2]	4,595,388	4,068,096
Equity		
Common stock, par value $0.01 per share, 125,000,000 shares authorized; 78,494,886 and 78,124,668 issued and outstanding	785	781
Additional paid-in capital	1,695,642	1,689,851
Accumulated other comprehensive income	32,309	112,339

Cumulative earnings	503,841	474,940
Cumulative distributions to stockholders	(1,273,632)	(1,213,158)
Total stockholders equity	958,945	1,064,753
Noncontrolling interest		10,839
Total equity	958,945	1,075,592
Total Liabilities and Equity	$5,554,333	$5,143,688

(1) Our consolidated balance sheets include assets of consolidated variable interest entities (VIEs) that can only be used to settle obligations of these VIEs. At September 30, 2011 and December 31, 2010, these assets totaled $4,592,312 and $3,941,212, respectively.

(2) Our consolidated balance sheets include liabilities of consolidated VIEs for which creditors do not have recourse to the primary beneficiary (Redwood Trust, Inc.). At September 30, 2011 and December 31, 2010, these liabilities totaled $4,370,490 and $3,838,386, respectively.

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

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Share Data) (Unaudited)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Interest Income				
Residential real estate loans	$20,192	$17,514	$57,564	$47,749
Commercial real estate loans	2,353	323	5,379	895
Real estate securities	30,845	41,083	97,703	125,439
Other investments		2		14
Cash and cash equivalents	6	93	38	204
Total interest income	53,396	59,015	160,684	174,301
Interest Expense				
Short-term debt	(78)	(2)	(267)	(38)
Asset-backed securities issued	(21,855)	(21,074)	(62,526)	(57,127)
Long-term debt	(2,384)	(2,619)	(7,130)	(5,875)
Total interest expense	(24,317)	(23,695)	(69,923)	(63,040)
Net Interest Income	29,079	35,320	90,761	111,261
Provision for loan losses	(3,978)	(2,436)	(8,367)	(16,233)
Market valuation adjustments	(12,365)	1,007	(25,164)	(11,193)
Other-than-temporary impairments[1]	(1,083)	(2,580)	(5,171)	(8,742)
Market valuation adjustments, net	(13,448)	(1,573)	(30,335)	(19,935)
Net Interest Income After Provision and Market Valuation Adjustments	11,653	31,311	52,059	75,093
Operating expenses	(11,507)	(12,245)	(35,107)	(40,778)
Realized gains on sales and calls, net	1,145	1,566	10,844	61,985
Net income before provision for income taxes	1,291	20,632	27,796	96,300
Provision for income taxes	(14)	(202)	(42)	(254)
Net income	1,277	20,430	27,754	96,046
Less: Net (loss) income attributable to noncontrolling interest	(20)	532	(1,147)	703
Net Income Attributable to Redwood Trust, Inc.	$1,297	$19,898	$28,901	$95,343
Basic earnings per common share	$0.01	$0.25	$0.35	$1.19
Diluted earnings per common share	$0.01	$0.25	$0.35	$1.18
Regular dividends declared per common share	$0.25	$0.25	$0.75	$0.75
Basic weighted average shares outstanding	78,470,625	77,901,970	78,275,796	77,794,106
Diluted weighted average shares outstanding	78,470,625	78,961,205	78,275,796	78,763,689

(1) For the three months ended September 30, 2011, other-than-temporary impairments were $1,372, of which $289 thousand were recognized in Accumulated Other Comprehensive Income. For the three months ended September 30, 2010, other-than-temporary impairments were $6,287, of which

$3,707 were recognized in Accumulated Other Comprehensive Income.
For the nine months ended September 30, 2011, other-than-temporary impairments were $7,339, of which $2,168 were recognized in Accumulated Other Comprehensive Income. For the nine months ended September 30, 2010, other-than-temporary impairments were $16,988, of which $8,246 were recognized in Accumulated Other Comprehensive Income.

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

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY AND COMPREHENSIVE INCOME

For the Nine Months Ended September 30, 2011

(In Thousands, Except Share Data) (Unaudited)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Cumulative Earnings	Cumulative Distributions to Stockholders	Noncontrolling Interest	Total
December 31, 2010	78,124,668	$781	$1,689,851	$112,339	$474,940	$(1,213,158)	$10,839	$1,075,592
Net income (loss)					28,901		(1,147)	27,754
Net unrealized (loss) gain on available-for-sale securities				(47,049)			4,164	(42,885)
Reclassification of other-than-temporary impairments to net income				3,306				3,306
Net unrealized loss on interest rate agreements				(39,498)				(39,498)
Reclassification of unrealized loss on interest rate agreements to net income				3,211				3,211
Total other comprehensive loss				(80,030)				
Total comprehensive loss								(48,112)
Issuance of common stock:								
Dividend reinvestment & stock purchase plans	310,146	3	4,580					4,583
Employee stock purchase and incentive plans	282,458	3	(2,857)					(2,854)
Non-cash equity award compensation			6,764					6,764
Share repurchases	(222,386)	(2)	(2,696)					(2,698)
Distributions to noncontrolling interest, net							(14,112)	(14,112)
Common dividends declared						(60,474)		(60,474)
Deconsolidation elimination							256	256
September 30, 2011	78,494,886	$785	$1,695,642	$32,309	$503,841	$(1,273,632)	$	$958,945

For the Nine Months Ended September 30, 2010

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

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands, Except Share Data) (Unaudited)	Nine Months Ended September 30, 2011	2010
Cash Flows From Operating Activities:		
Net income attributable to Redwood Trust, Inc.	$28,901	$95,343
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of premiums, discounts, and debt issuance costs, net	(24,618)	(25,508)
Depreciation and amortization of non-financial assets	768	624
Provision for loan losses	8,367	16,233
Non-cash equity award compensation	6,764	9,757
Market valuation adjustments, net	30,335	19,935
Realized gains on sales and calls, net	(10,844)	(61,985)
Net change in:		
Accrued interest receivable	(1,405)	3,967
Deferred tax asset	3,487	1,885
Other assets	(31,672)	(25,900)
Accrued interest payable	11,301	9,095
Accrued expenses and other liabilities	(5,892)	(56,398)
Net cash provided by (used in) operating activities	15,492	(12,952)
Cash Flows From Investing Activities:		
Purchases of loans held-for-investment	(724,950)	(300,211)
Principal payments on loans held-for-investment	282,126	260,493
Proceeds from sales of loans held-for-sale	1,857	
Purchases of available-for-sale securities	(90,512)	(235,876)
Proceeds from sales of available-for-sale securities	72,666	248,491
Principal payments on available-for-sale securities	86,734	104,987
Purchases of trading securities		(17,137)
Proceeds from sales of trading securities	13,588	6,119
Principal payments on trading securities	43,104	45,067
Principal payments on other investments		12,513
Net decrease in restricted cash	7,513	70,178
Net cash (used in) provided by investing activities	(307,874)	194,624
Cash Flows From Financing Activities:		
Net repayments on short-term debt	(44,137)	
Proceeds from issuance of asset-backed securities	884,771	211,178
Repurchase of asset-backed securities issued		(8,639)
Repayments on asset-backed securities issued	(350,246)	(330,864)
Deferred securities issuance costs	(4,598)	(1,667)
Net settlements of derivatives	(30,291)	(39,916)

Net proceeds from issuance of common stock	1,729	2,842
Net payments on repurchase of common stock	(2,696)	
Dividends paid	(60,382)	(59,865)
Change in noncontrolling interests	(15,259)	(8,296)
Net cash provided by (used in) financing activities	378,891	(235,227)
Net increase (decrease) in cash and cash equivalents	86,509	(53,555)
Cash and cash equivalents at beginning of period	46,937	242,818
Cash and cash equivalents at end of period	$133,446	$189,263
Supplemental Disclosures:		
Cash paid for interest	$55,809	$51,807
Cash paid for taxes	$48	$186
Dividends declared but not paid at end of period	$19,624	$19,496
Transfers from real estate loans to real estate owned	$8,418	$13,658

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

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 1. Redwood Trust

Redwood Trust, Inc., together with its subsidiaries (Redwood, we, or us), invests in, finances, and manages real estate assets. We invest in residential and commercial real estate loans and in asset-backed securities backed by real estate loans. We seek to invest in assets that have the potential to generate sufficient long-term cash flow returns to support our goal of distributing an attractive level of dividends per share to shareholders over time. For tax purposes, we are structured as a real estate investment trust (REIT).

Redwood was incorporated in the State of Maryland on April 11, 1994, and commenced operations on August 19, 1994. Our executive offices are located at One Belvedere Place, Suite 300, Mill Valley, California 94941.

Note 2. Basis of Presentation

The consolidated financial statements presented herein are at September 30, 2011 and December 31, 2010, and for the three and nine months ended September 30, 2011 and 2010. These consolidated financial statements have been prepared in conformity with generally accepted accounting principles (GAAP) in the United States of America as prescribed by the Financial Accounting Standards Board s (FASB) Accounting Standards Codification (ASC) and using the Securities and Exchange Commission s (SEC) instructions to Form 10-Q. All amounts presented herein, except share data, are shown in thousands.

Organization

Our consolidated financial statements include the accounts of Redwood, its direct and indirect wholly-owned subsidiaries, and other entities in which we have a controlling financial interest. All significant intercompany balances and transactions have been eliminated. A number of Redwood s consolidated subsidiaries are qualifying REIT subsidiaries and the remainder are taxable subsidiaries. References to the Redwood REIT include Redwood and its qualifying REIT subsidiaries, excluding taxable subsidiaries.

We sponsor two securitization programs. Our Sequoia program is used for the securitization of residential mortgage loans. References to Sequoia refer collectively to all the consolidated Sequoia securitization entities. Our Acacia program was used for the securitization of mortgage-backed securities and other types of financial assets. References to Acacia refer collectively to all the consolidated Acacia securitization entities. We also consolidate the assets and liabilities of the resecuritization we engaged in during the third quarter of 2011.

Principles of Consolidation

We apply FASB guidance to determine whether we must consolidate transferred financial assets and variable interest entities (VIEs) for financial reporting purposes. We currently consolidate the assets and liabilities of the Sequoia and the Acacia securitization entities where we maintain a continuing involvement, as well as the resecuritization entity we engaged in during the third quarter of 2011. Each securitization entity is independent of Redwood and of each other and the assets and liabilities are not owned by and are not legal obligations of Redwood, although we are exposed to certain financial risks associated with our role as the sponsor or manager of these entities. Prior to the third quarter of 2011, we also consolidated the assets, liabilities, and noncontrolling interests of the Opportunity Fund (Fund).

For financial reporting purposes, the underlying loans and securities owned at the Sequoia, Acacia, and resecuritization entities are shown on our consolidated balance sheets under real estate loans and real estate securities, and the asset-backed securities (ABS) issued to third-parties by these entities are shown under ABS issued. In our consolidated statements of income, we record interest income on the loans and securities owned by consolidated Sequoia, Acacia, and resecuritization entities and interest expense on the ABS issued by these entities. Prior to the third quarter of 2011, the real estate securities owned at the Fund were shown on our consolidated balance sheets under real estate securities and the portion of the Fund owned by third-parties was shown under noncontrolling interest. In our consolidated statements of income, we recorded interest income on the securities owned at the Fund.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 2. Basis of Presentation (continued)

See *Note 4* for further discussion on principles of consolidation.

Note 3. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements requires us to make a number of significant estimates. These include estimates of fair value of certain assets and liabilities, amount and timing of credit losses, prepayment rates, and other estimates that affect the reported amounts of certain assets and liabilities as of the date of the consolidated financial statements and the reported amounts of certain revenues and expenses during the reported period. It is likely that changes in these estimates (e.g., valuation changes due to supply and demand, credit performance, prepayments, interest rates, or other reasons) will occur in the near term. Our estimates are inherently subjective in nature and actual results could differ from our estimates and the differences could be material.

Fair Value Measurements

Our financial statements include assets and liabilities that are measured at their estimated fair values in accordance with GAAP. A fair value measurement represents the price at which an orderly transaction would occur between willing market participants at the measurement date. We develop fair values for financial assets or liabilities based on available inputs and pricing that is observed in the marketplace. Examples of market information that we attempt to obtain include the following:

Quoted prices for the same or similar securities;
Relevant reports issued by analysts and rating agencies;
The current level of interest rates and any directional movements in relevant indices, such as credit risk indices;
Information about the performance of the underlying mortgage loans, such as delinquency and foreclosure rates, loss experience, and prepayment rates;
Indicative prices or yields from broker/dealers; and,
Other relevant observable inputs, including nonperformance risk and liquidity premiums.

After considering all available indications of the appropriate rate of return that market participants would require, we consider the reasonableness of the range indicated by the results to determine an estimate that is most representative of fair value.

The markets for many of the real estate securities that we invest in and issue are generally illiquid. Establishing fair values for illiquid assets and liabilities is inherently subjective and is often dependent upon our estimates and modeling assumptions. If we determine that either the volume and/or level of trading activity for an asset or liability has significantly decreased from normal market conditions, or price quotations or observable inputs are not associated with orderly transactions, the market inputs that we obtain might not be relevant. For example, broker or pricing service quotes might not be relevant if an active market does not exist for the financial asset or liability. The nature of the quote (for example, whether the quote is an indicative price or a binding offer) is also evaluated.

In circumstances where relevant market inputs cannot be obtained, increased analysis and management judgment are required to estimate fair value. This generally requires us to establish the use of our internal assumptions about future cash flows and appropriate risk-adjusted discount rates. Regardless of the valuation inputs we apply, the objective of fair value measurement is unchanged from what it would be if markets were operating at normal activity levels and/or transactions were orderly; that is, to determine the current exit price.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

See *Note 5* for further discussion on fair value measurements.

Fair Value Option

We have the option to measure eligible financial assets, financial liabilities, and commitments at fair value on an instrument-by-instrument basis. This option is available when we first recognize a financial asset or financial liability or enter into a firm commitment. Subsequent changes in the fair value of assets, liabilities, and commitments where we have elected the fair value option are recorded in our consolidated statements of income.

Our decision to apply the fair value option for new financial instruments is generally based upon our funding strategy for the specific financial asset acquired. For example, securities that we anticipate funding with equity will generally be accounted for as available-for-sale (AFS) securities. Securities that we anticipate funding with a combination of debt and equity or those financed through the issuance of asset-backed liabilities will generally be accounted for in a manner consistent with the associated liabilities. Additionally, we may elect to apply the fair value option for financial instruments that may not perform similarly to our traditional real estate investments or are particularly volatile or complex.

See *Note 5* for further discussion on the fair value option.

Real Estate Loans

Residential and Commercial Real Estate Loans Fair Value

Residential and commercial real estate loans at fair value include loans where we have elected the fair value option. Coupon interest is recognized as revenue when earned and deemed collectible or until a loan becomes more than 90 days past due. Changes in fair value are recurring and are reported through our consolidated statements of income in market valuation adjustments, net.

Residential and Commercial Real Estate Loans Held-for-Sale

Residential and commercial real estate loans held-for-sale include loans that we are marketing for sale to third-parties. These loans are carried at the lower of their cost or fair value, as measured on an individual basis. If the fair value of a loan held-for-sale is lower than its amortized cost basis, this difference is reported as a negative market valuation

adjustment through our consolidated statements of income. Coupon interest for loans held-for-sale is recognized as revenue when earned and deemed collectible or until a loan becomes more than 90 days past due. Gains or losses on the sale of real estate loans are based on the specific identification method.

Residential and Commercial Real Estate Loans Held-for-Investment

Real estate loans held-for-investment include residential real estate loans owned at Sequoia entities and residential and commercial real estate loans owned at Redwood. These loans are carried at their unpaid principal balances adjusted for net unamortized premiums or discounts and net of any allowance for loan losses. Coupon interest is recognized as revenue when earned and deemed collectible or until a loan becomes more than 90 days past due or when a loan has been individually impaired, at which point the loan is placed on nonaccrual status. Interest previously accrued for loans that have become greater than 90 days past due or individually impaired is reserved for in the allowance for loan losses. Loans delinquent more than 90 days or in foreclosure are characterized as seriously delinquent. Cash principal and interest that is advanced from servicers subsequent to a loan becoming greater than 90 days past due or individually impaired is used to reduce the outstanding loan principal balance. When a seriously delinquent loan previously placed on nonaccrual status has cured, meaning all delinquent principal and interest have been remitted by the borrower, the loan is placed back on accrual status. Loans that have been individually impaired are placed back on accrual status once the loan is considered reperforming.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

We use the interest method to determine an effective yield to amortize the premium or discount on real estate loans held-for-investment. For residential loans acquired prior to July 1, 2004, we use coupon interest rates as they change over time and anticipated principal payments to determine periodic amortization. For loans acquired after July 1, 2004, we use the initial coupon interest rate of the loans (without regard to future changes in the underlying indices) and anticipated principal payments, if any, to determine periodic amortization.

We reclassify loans held-for-investment as loans held-for-sale if we determine that these loans will be sold to third-parties. This may occur, for example, if we exercise our right to call ABS issued by a Sequoia securitization trust and decide to subsequently sell the underlying loans to third-parties.

See *Note 6* for further discussion on residential real estate loans. See *Note 7* for further discussion on commercial real estate loans.

Residential Real Estate Loans Allowance for Loan Losses

For residential real estate loans classified as held-for-investment, we establish and maintain an allowance for loan losses based on our estimate of credit losses inherent in our loan portfolios at the reporting date. To calculate the allowance for loan losses, we assess inherent losses by determining loss factors (defaults, the timing of defaults, and loss severities upon defaults) that can be specifically applied to each of the consolidated loans or pools of loans.

We consider the following factors in evaluating the allowance for loan losses:

Ongoing analyses of loans, including, but not limited to, the age of loans and year of origination, underwriting standards, business climate, economic conditions, and other observable data;
Historical loss rates and past performance of similar loans;
Relevant environmental factors;
Relevant market research and publicly available third-party reference loss rates;
Trends in delinquencies and charge-offs;
Effects and changes in credit concentrations;
Information supporting a borrower s ability to meet obligations;
Ongoing evaluations of fair values of collateral using current appraisals and other valuations; and,
Discounted cash flow analyses.

Once we determine the amount of defaults, the timing of the defaults, and severity of losses upon the defaults, we estimate expected losses for each individual loan or pool of loans over its expected life. We then estimate the timing of these losses and the losses probable to occur over an appropriate loss confirmation period. This period is defined as the range of time between the occurrence of a credit loss (such as the initial deterioration of the borrower s financial condition) and the confirmation of that loss (the actual impairment or charge-off of the loan). The losses expected to occur within the estimated loss confirmation period are the basis of our allowance for loan losses, since we believe these losses exist at the reported date of the financial statements. We re-evaluate the adequacy of our allowance for loan losses quarterly.

As part of the loss mitigation efforts undertaken by servicers of residential loans owned by Sequoia securitization entities, a growing number of loan modifications have been completed to help make mortgage loans more affordable for certain borrowers. Loan modifications may include, but are not limited to: (i) conversion of a floating rate mortgage loan into a fixed rate mortgage loan; (ii) reduction in the contractual

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

interest rate of a mortgage loan; (iii) forgiveness of a portion of the contractual interest and/or principal amounts owed on a mortgage loan; and, (iv) extension of the contractual maturity of a mortgage loan. We evaluate all loan modifications performed by servicers to determine if they constitute troubled debt restructurings according to GAAP. If a loan is determined to be a troubled debt restructuring (TDR), it is removed from the general loan pools used for calculating allowances for loan losses and assessed for impairment on an individual basis based upon any adverse change in the expected future cash flows resulting from the modification. This difference is recorded to the provision for loan losses in our consolidated statements of income.

When foreclosed property is received in full satisfaction for a defaulted loan, we estimate the specific loan loss, if any, based on estimated net proceeds from the sale of the property (including accrued but unpaid interest and other costs) and charge this specific estimated loss against the allowance for loan losses. Foreclosed property is subsequently recorded as real estate owned (REO), a component of other assets on our consolidated balance sheets. Actual losses incurred on loans liquidated through a short-sale are also charged against the allowance for loan losses.

Repurchase Reserves

We do not currently maintain a loan repurchase reserve and management is not aware of any outstanding repurchase claims against Redwood that would require the establishment of such a reserve. We do not originate residential loans and believe that risk of loss due to loan repurchases (i.e., due to breach of representations and warranties) would generally be a contingency to the companies from whom we acquired the loans and therefore would be covered by our recourse to those companies.

In circumstances where we believe that there is a risk of loss due to a loan repurchase demand (i.e., due to an allegation of a breach of representations and warranties) and we do not believe that full recourse to the company from whom we acquired the loan exists or is enforceable, we will review the need for any loan repurchase reserve in accordance with FASB guidance on accounting for contingencies and establish reserves when, in the opinion of management, it is probable that a matter would result in a liability and the amount of loss, if any, can be reasonably estimated.

See *Note 6* for further discussion on the allowance for loan losses for residential real estate loans.

Commercial Real Estate Loans Allowance for Loan Losses

For commercial real estate loans classified as held-for-investment, we evaluate the need for an allowance for loan losses on a quarterly basis. We will establish and maintain an allowance for loan losses for any loans we have determined to be impaired as of the reporting date.

We consider the following factors in evaluating the allowance for loan losses:

Ongoing analysis of the most recent financial information for each loan and associated properties, including net operating income, debt service coverage ratios, occupancy rates, rent rolls, as well as any other loss factors we consider relevant, such as, but not limited to, specific loan trigger events that would indicate an adverse change in expected cash flows or payment delinquency;
Ongoing analysis of economic trends, both macroeconomic as well as those directly affecting the properties associated with our loans, and the supply and demand of competing projects in the sub-market in which the subject property is located; and,
Ongoing evaluation of each loan sponsor s ability to ensure that associated properties are managed and operated sufficiently.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

Based on the above review, a loan is impaired when it is deemed probable that we will not be able to collect all amounts due according to the contractual terms of the loan. We record an allowance to reduce the carrying value of any impaired loan to the present value of expected future cash flows discounted at the loan s effective rate.

Such impairment analyses are completed and reviewed by asset management and finance personnel and reviewed and approved by senior management. Significant judgment is required when evaluating loans for impairment.

See *Note 7* for further discussion on the allowance for loan losses for commercial real estate loans.

Real Estate Securities, at Fair Value

Trading Securities

Trading securities include residential, commercial, and collateralized debt obligation (CDO) securities. Trading securities are carried at their estimated fair values. Coupon interest is recognized as interest income when earned and deemed collectible. All changes in fair value are reported through our consolidated statements of income in market valuation adjustments, net.

We primarily denote trading securities as those securities where we have adopted the fair value option. We currently account for certain securities at Redwood and all securities at Acacia entities as trading securities, at fair value.

Available-for-Sale (AFS) Securities

AFS securities include certain residential, commercial, and CDO securities. AFS securities are carried at their estimated fair values with cumulative unrealized gains and losses reported as a component of accumulated other comprehensive income in our consolidated statements of equity. Coupon interest is recognized as interest income when earned and deemed collectible, and the interest method is used to determine an effective yield to amortize purchase premiums, discounts, and fees associated with these securities into income over time. This requires us to project cash flows over the remaining life of each security and make assumptions with regards to interest rates, prepayment rates, the timing and amount of credit losses, and other factors. We review our cash flow projections on an ongoing basis and monitor these projections based on input and analyses received from external sources, internal models, and our own judgment and experience.

For an AFS security where its fair value has declined below its amortized cost basis, we evaluate the security for other-than-temporary impairment (OTTI). If we either (i) intend to sell the impaired security; (ii) will more likely than not be required to sell the impaired security before it recovers in value; or, (iii) do not expect to recover the impaired security s amortized cost basis even if we do not intend to sell the security the impairment is deemed an OTTI and we record the entire difference between the security s fair value and its amortized cost in our consolidated statements of income. Conversely, if none of these three conditions is met, we analyze the expected cash flows, or cost recovery of the security, to determine what, if any, OTTI is recognized through our consolidated statements of income. This analysis includes an assessment of any changes in the regulatory and/or economic environment that might affect the performance of the security.

If we conclude through our analysis that there has been no significant adverse change in our cash flow assumptions for the security, then the impairment is deemed temporary in nature and the associated difference between the security s fair value and its amortized cost basis is recorded as an unrealized loss through accumulated other comprehensive income, a component of equity. Alternatively, if we conclude that there has been a significant adverse change in our cash flow assumptions for the security, then the impairment is

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

deemed an OTTI and we perform an additional analysis to determine what portion of OTTI, if any, should be recorded through our consolidated statements of income. This analysis entails discounting the security s cash flows to a present value using the prior period yield for the security to determine an expected recoverable value. The difference between this expected recoverable value and the amortized cost basis of the security is deemed to be the credit component of the OTTI that is recorded in our consolidated statements of income. The amortized cost of the security is then adjusted to the expected recoverable value, and the difference between this expected recoverable value and the fair value is deemed to be the non-credit component of the OTTI that is recorded to accumulated other comprehensive income. Future amortization and accretion for the security is computed based upon the new amortized cost basis.

See *Note 8* for further discussion on real estate securities.

Other Investments

Other investments included a guaranteed investment contract (GIC) entered into by an Acacia securitization entity that we consolidate for financial reporting purposes. At December 31, 2010, the GIC had been drawn down completely to cover credit losses and principal reductions on the referenced securities. We accounted for this investment at its estimated fair value. Changes in fair value were reported through our consolidated statements of income through market valuation adjustments, net. Interest income was reported through our consolidated statements of income through interest income, other investments. This GIC represented a deposit certificate issued by a rated investment bank and served as collateral to cover realized losses on credit default swaps (CDS) entered into by this same Acacia entity.

Cash and Cash Equivalents

Cash and cash equivalents include non-restricted cash and highly liquid investments with original maturities of three months or less. At September 30, 2011, we did not have any significant concentrations of credit risk arising from cash deposits as all of our cash and cash equivalents were invested in FDIC-insured bank products.

Restricted Cash

Restricted cash primarily includes principal and interest payments that are collateral for, or payable to, owners of ABS issued by consolidated securitization entities. Restricted cash may also include cash retained in the Acacia or Sequoia securitization entities or in the resecuritization entity prior to the payments on or redemptions of outstanding ABS

issued. At September 30, 2011, we did not have any significant concentrations of credit risk arising from restricted cash deposits as all of our restricted cash was held in custodial accounts or FDIC-insured bank products.

Accrued Interest Receivable

Accrued interest receivable includes interest that is due and payable to us. Cash interest is generally received within thirty days of recording the receivable. For financial assets where we have elected the fair value option, the associated accrued interest on these assets is measured at fair value. For financial assets where we have not elected the fair value option, the associated accrued interest carrying values approximate fair values.

Derivative Financial Instruments

Derivative financial instruments include risk management derivatives namely interest rate agreements and credit derivatives. All derivative financial instruments are recorded at fair value in our consolidated balance sheets. Derivatives with a positive fair value to us are reported as an asset and derivatives with a negative fair value to us are reported as a liability. We classify each of our derivative

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

financial instruments as either (i) a trading instrument (no hedging designation) or (ii) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge).

Changes in fair value of derivatives accounted for as trading instruments, including any associated interest income or expense, are recorded in our consolidated statements of income through market valuation adjustments, net. Changes in the fair value of derivatives accounted for as cash flow hedges, to the extent they are effective, are recorded in accumulated other comprehensive income, a component of equity. Interest income or expense and any ineffectiveness associated with these hedging derivatives are recorded as a component of net interest income in our consolidated statements of income. We measure the effective portion of cash flow hedges by comparing the change in fair value of the expected future variable cash flows of the derivative hedging instruments with the change in fair value of the expected future variable cash flows of the hedged liabilities.

We will discontinue cash flow hedge accounting if (i) we determine that the hedging derivative is no longer expected to be effective in offsetting changes in the cash flows of the designated hedged item; (ii) the derivative expires or is sold, terminated, or exercised; (iii) the derivative is de-designated as a cash flow hedge; or, (iv) it is probable that a forecasted transaction associated with the hedged item will not occur by the end of the originally specified time period. To the extent we de-designate a cash flow hedging relationship but the associated hedged item continues to exist, the fair value of the cash flow hedge at the time of de-designation remains in accumulated other comprehensive income and is amortized using the straight-line method through interest expense over the remaining life of the hedged liability.

Risk Management Derivatives

Risk management derivatives that we currently utilize include interest rate swaps and caps. Interest rate swaps are derivative contracts in which (i) one party exchanges a stream of fixed interest payments for another party s stream of variable interest cash flows; or, (ii) each party exchanges variable interest cash flows that are referenced to different indices. Interest rate caps are derivative contracts in which the buyer receives payments at the end of each period in which the interest rate exceeds an agreed upon strike price. We enter into interest rate swaps and caps primarily to reduce significant changes in our income or equity caused by interest rate volatility. Certain of these interest rate agreements may be designated as cash flow hedges.

Other risk management derivatives we currently utilize include To Be Announced (TBA) contracts and financial futures contracts such as Eurodollar futures and Treasury futures. (Eurodollar futures contracts, unlike our other

derivatives, have maturities of only three months. Therefore, in order to achieve the desired interest rate offset necessary to manage our risk, consecutively maturing contracts are required resulting in a stated notional amount higher than would be needed with our other derivatives.) TBA contracts are forward commitments to purchase U.S. government agency mortgage-backed securities to be issued in the future. Financial futures are futures contracts on short-term benchmark interest rates. We purchase or sell these hedging instruments to offset to varying degrees changes in the values of mortgage products for which we have exposure. We account for our risk management derivatives as trading instruments, and record any changes in value (including any associated interest income or expense) in our consolidated statements of income through market valuation adjustments, net.

Credit Derivatives

Credit derivatives that we have historically utilized include CDS, which are agreements to pay (receive) credit event protection based on a financial index or specific security in exchange for receiving (paying) a fixed-rate fee or premium over the term of the contract. These instruments enable us, or our consolidated securitization entities, to synthetically assume the credit risk of a reference security or index of securities. The estimated fair values of these contracts fluctuate for a variety of reasons, such as the likelihood or occurrence

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

of a qualifying credit event (e.g., an interest shortfall, a failure to pay principal, or a distressed rating downgrade), the market perception of default risk and counterparty risk, and supply and demand changes. We do not designate any credit derivatives as cash flow hedges.

See *Note 9* for further discussion on derivative financial instruments.

Deferred Tax Assets

Our deferred tax assets are generated by temporary differences in GAAP and taxable income at our taxable subsidiaries. These differences generally reflect differing accounting treatments for tax and GAAP, such as accounting for discount and premium amortization, credit losses, equity awards, asset impairments, and certain valuation estimates. As a result of these differences, we may recognize taxable income in periods prior to when we recognize income for GAAP. When this occurs, we pay the tax liability and establish a deferred tax asset for GAAP. As the income is subsequently realized in future periods under GAAP, the deferred tax asset is reduced.

Deferred Securities Issuance Costs

Securities issuance costs are expenses associated with the issuance of long-term debt, the resecuritization we engaged in during the third quarter of 2011, and the ABS from the Sequoia securitization entities we sponsor. These expenses typically include underwriting, rating agency, legal, accounting, and other fees. ABS issuance costs associated with liabilities accounted for under the fair value option are expensed as incurred. ABS issuance costs associated with liabilities reported at cost are deferred. Deferred ABS issuance costs are reported on our consolidated balance sheets as deferred charges (an asset) and are amortized as an adjustment to interest expense using the interest method, based upon the actual and estimated repayment schedules of the related debt and ABS issued.

Other Assets

Other assets include REO, margin receivable, fixed assets, principal receivable, and other prepaid expenses. REO property acquired through, or in lieu of, loan foreclosure is initially recorded at fair value, and subsequently reported at the lower of carrying amount or fair value (less estimated cost to sell). Changes in the fair value of an REO property that has a fair value at or below its carrying amount are recorded in our consolidated statements of income as a component of market valuation adjustments, net. Margin receivable reflects cash collateral Redwood has posted with our various derivative and lending counterparties as required to satisfy the minimum margin requirements.

See *Note 10* for further discussion on other assets.

Short-Term Debt

Short-term debt includes borrowings under master repurchase agreements, bank borrowings, and other forms of borrowings that expire within one year with various counterparties. These facilities may be unsecured or collateralized by cash, loans, or securities.

See *Note 11* for further discussion on short-term debt.

Accrued Interest Payable

Accrued interest payable includes interest that is due and payable to third-parties. Interest is generally paid within one to three months of recording the payable, based upon our remittance requirements. For borrowings where we have elected the fair value option, the associated accrued interest on these liabilities is measured at fair value. For financial liabilities where we have not elected the fair value option, the associated accrued interest carrying values approximate fair values.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

Asset-Backed Securities Issued

The majority of the liabilities reported on our consolidated balance sheets represent ABS issued by bankruptcy-remote entities sponsored by Redwood. Sequoia, Acacia, and the resecuritization assets are held in the custody of securitization trustees and are not owned by Redwood. These trustees collect principal and interest payments (less servicing and related fees) from the assets and make corresponding principal and interest payments to the ABS investors.

Sequoia ABS Issued

Sequoia ABS issued are carried at their unpaid principal balances net of any unamortized discount or premium.

Acacia ABS Issued

Acacia ABS issued are accounted for under the fair value option and carried at their estimated fair values. Changes in fair value (gains or losses) are reported in our consolidated statements of income through market valuation adjustments, net.

Resecuritization ABS Issued

Resecuritization ABS issued are carried at their unpaid principal balances net of any unamortized discount or premium.

See *Note 12* for further discussion on ABS issued.

Long-Term Debt

Long-term debt includes trust preferred securities and subordinated notes at Redwood and is carried at its unpaid principal balance. Our long-term debt is unsecured with quarterly interest payments determined based upon a floating rate equal to the three-month London Interbank Offered Rate (LIBOR) plus a margin until it is redeemed in whole or matures at a future date.

See *Note 13* for further discussion on long-term debt.

Equity

Accumulated Other Comprehensive Income

Net unrealized gains and losses on real estate securities available-for-sale and interest rate agreements previously designated as cash flow hedges are reported as components of accumulated other comprehensive income on our consolidated statements of equity and comprehensive income. Net unrealized gains and losses on securities and interest rate agreements held by our taxable subsidiaries that are reported in other comprehensive income are adjusted for the effects of taxation and may create deferred tax assets or liabilities.

Noncontrolling Interest

Noncontrolling interest represents the aggregate limited partnership interests in the Fund held by third-parties. In accordance with GAAP, the noncontrolling interest of the Fund is shown as a component of equity on our consolidated balance sheets, and the portion of income allocable to third-parties is shown as net income (loss) attributable to noncontrolling interest in our consolidated statements of income. Equity attributable to noncontrolling interest is disclosed in our consolidated statements of equity and comprehensive income. As we deconsolidated the Fund in the third quarter of 2011, there is no longer noncontrolling interest.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

Earnings Per Common Share

Basic earnings per common share (EPS) is computed by dividing net income allocated to common shareholders by the weighted average common shares outstanding. Net income allocated to common shareholders represents net income applicable to common shareholders, less income allocated to participating securities (as described below). Diluted earnings per common share is computed by dividing income allocated to common shareholders by the weighted average common shares outstanding plus amounts representing the dilutive effect of equity awards.

Accounting guidance on EPS defines unvested share-based payment awards containing nonforfeitable rights to dividends as participating securities that are included in computing EPS using the two-class method. The two-class method is an earnings allocation formula under which EPS is calculated for common stock and participating securities according to dividends declared and participating rights in undistributed earnings. Under this method, all earnings (distributed and undistributed) are allocated to participating securities and common shares based on their respective rights to receive dividends.

See *Note 15* for further discussion on equity.

Incentive Plans

In May 2010, our shareholders approved an amendment to our previously amended 2002 Redwood Trust, Inc. Incentive Plan (Incentive Plan) for executive officers, employees, and non-employee directors. The amendment provided for an increase in the number of shares available for distribution under the plan. The Incentive Plan authorizes our Board of Directors (or a committee appointed by our Board of Directors) to grant incentive stock options (ISOs), non-qualifying stock options (NQSOs), performance stock units (PSUs), deferred stock units (DSUs), restricted stock, performance shares, performance units (including cash), stock appreciation rights, limited stock appreciation rights (awards), and dividend equivalent rights (DERs) to eligible recipients other than non-employee directors. These awards generally vest over a three- or four-year period. Non-employee directors are also provided annual awards under the Incentive Plan that generally vest immediately.

The cost of equity awards is determined in accordance with share-based payment accounting guidance and amortized over the vesting term using an accelerated method for equity awards granted prior to December 1, 2008. For equity awards granted after December 1, 2008, the cost of the awards is amortized over the vesting period on a straight-line basis. Timing differences between the accelerated and straight-line methods of amortization were determined to not be

material to our financial statements.

Employee Stock Purchase Plan

In May 2009, our stockholders approved an amendment to our 2002 Redwood Trust, Inc. Employee Stock Purchase Plan (ESPP) to increase the number of shares available under the ESPP. The purpose of the ESPP is to give our employees an opportunity to acquire an equity interest in the Company through the purchase of shares of common stock at a discount. The ESPP allows eligible employees to purchase common stock at 85% of its fair value, subject to certain limits. Fair value as defined under the ESPP is the lesser of the closing market price of the common stock on the first day of the calendar year or the first day of the calendar quarter.

Executive Deferred Compensation Plan

In May 2002, our Board of Directors approved our 2002 Executive Deferred Compensation Plan (EDCP). The EDCP allows eligible employees and directors to defer portions of current salary and certain other forms of compensation. The Company matches some deferrals. Compensation deferred under the EDCP is recorded as an asset on our consolidated balance sheet and subject to the claims of our general creditors. The EDCP allows for the investment of deferrals in either an interest crediting account or DSUs.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

401(k) Plan

We offer a tax-qualified 401(k) Plan to all employees for retirement savings. Under this Plan, employees are allowed to defer and invest up to 100% of their cash earnings, subject to the maximum 401(k) contribution limit set forth by the Internal Revenue Service. We match some employee contributions to encourage participation and to provide a retirement planning benefit to employees. Vesting of the 401(k) Plan matching contributions is based on the employee s tenure at the Company, and over time, an employee becomes increasingly vested in both prior and new matching contributions.

See *Note 16* for further discussion on equity compensation plans.

Taxes

We have elected to be taxed as a REIT under the Internal Revenue Code and the corresponding provisions of state law. To qualify as a REIT we must distribute at least 90% of our annual REIT taxable income to shareholders (not including taxable income retained in our taxable subsidiaries) within the time frame set forth in the tax code and also meet certain other requirements related to assets, income, and stock ownership. We assess our tax positions for all open tax years and determine whether we have any material unrecognized liabilities in accordance with FASB guidance on accounting for uncertainty in income taxes. We record these liabilities to the extent we deem them incurred. We classify interest and penalties on material uncertain tax positions as interest expense and operating expense, respectively, in our consolidated statements of income.

See *Note 18* for further discussion on taxes.

Recent Accounting Pronouncements

In April 2011, the FASB issued Accounting Standards Update (ASU) 2011-02, *A Creditor s Determination of Whether a Restructuring Is a Troubled Debt Restructuring*, which provides additional guidance to creditors for evaluating troubled debt restructurings. The amendments clarify the guidance in ASC 310-40, *Receivables: Troubled Debt Restructurings by Creditors*, which requires a creditor to classify a restructuring as a TDR if (1) the restructuring includes a concession by the creditor to the borrower and (2) the borrower is experiencing financial difficulties. The amended guidance requires a creditor to consider all aspects of the restructuring to determine whether it has granted a concession, and includes additional guidance to identify concessions, as well as indicators for determining whether the

debtor is facing financial difficulties. In addition, ASU 2011-02 ended the public-entity deferral of TDR disclosures in ASU 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses.*

We adopted ASU 2011-02 in the second quarter of 2011. At September 30, 2011, the recorded investment in receivables for which the allowance for loan losses was previously measured under a general allowance for loan losses and are now impaired under ASC 310-10-35 was $5 million, and the allowance for loan losses associated with those receivables, on a basis of current evaluation of loss, was $1 million at September 30, 2011. For additional disclosures related to TDRs, see *Note 6*.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU converges fair value measurement and disclosure guidance in U.S. GAAP with the guidance concurrently issued by the International Accounting Standards Board. While the amendments in ASU 2011-04 do not modify the requirements for when fair value measurements apply, they do generally represent clarifications on how to measure and disclose fair value under ASC 820, Fair Value Measurement. This ASU is effective for interim and annual periods beginning after December 15, 2011 and should be applied prospectively. Early adoption is not permitted. ASU 2011-04 may increase our disclosures related to fair value measurements, but will not have an effect on our consolidated financial statements.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 3. Summary of Significant Accounting Policies (continued)

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income: Presentation of Comprehensive Income.* This ASU eliminates the option to present components of other comprehensive income in the statement of stockholders equity and requires entities to present all non-owner changes in stockholders equity either as a single continuous statement of comprehensive income or as two separate but consecutive statements. This ASU is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2011. The amendments should be applied retrospectively and early adoption is permitted. Upon adoption of this ASU, our financial statement presentation will change.

Note 4. Principles of Consolidation

We apply FASB guidance to determine whether we must consolidate transferred financial assets and VIEs for financial reporting purposes. Specifically, GAAP requires us to consider whether securitizations and other transfers of financial assets should be treated as sales or financings, as well as whether any VIEs (e.g., certain legal entities often used in securitization and other structured finance transactions) should be included in our consolidated financial statements.

The tables below present our analysis of VIEs where we maintain an interest, as distinguished by those we have consolidated for financial reporting purposes and those we have not. The principles of consolidation we apply require us to reassess our requirement to consolidate VIEs each quarter and therefore our determination may change based upon new facts and circumstances pertaining to each VIE. This could result in a material impact to our financial statements during subsequent reporting periods.

Analysis of Consolidated VIEs

The VIEs we are required to consolidate include certain Sequoia securitization entities, the Acacia entities, and the resecuritization entity. Each of these entities is independent of Redwood and of each other and the assets and liabilities are not owned by and are not legal obligations of ours, although we are exposed to certain financial risks associated with our role as the sponsor or manager of these entities. The following table presents a summary of the assets and liabilities of these VIEs. Intercompany balances have been eliminated for purposes of this presentation.

Assets and Liabilities of Consolidated VIEs at September 30, 2011

(Dollars in thousands)	Sequoia Entities	Acacia Entities	Resecuritization	Total
Real estate loans	$ 3,928,677	$ 12,563	$	$ 3,941,240
Real estate securities		256,192	349,764	605,956
Other investments				
Other assets	21,120	21,734	2,262	45,116
Total Assets	$ 3,949,797	$ 290,489	$ 352,026	$ 4,592,312
Asset-backed securities	$ 3,826,783	$ 234,235	$ 232,006	$ 4,293,024
Other liabilities	6,387	71,007	72	77,466
Total Liabilities	$ 3,833,170	$ 305,242	$ 232,078	$ 4,370,490
Noncontrolling interest	$	$	$	$
Number of VIEs	39	10	1	50

We consolidate the assets and liabilities of certain Sequoia securitization entities issued prior to 2010, as we did not meet the sale criteria at the time we transferred financial assets to these entities. Had we not been the transferor and depositor of these securitizations, we would likely not have consolidated them as we determined that we are not the primary beneficiary of these entities in accordance with ASC 810-10. Since 2010, we have sponsored three residential jumbo mortgage securitizations through our Sequoia program

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 4. Principles of Consolidation (continued)

totaling $908 million. We recorded the assets and liabilities of these entities on our consolidated balance sheets, as we did not meet the sale criteria at the time we transferred financial assets to these entities. Additionally, we determined that we are the primary beneficiary of these VIEs as our ongoing loss mitigation and resolution responsibilities provide us with the power to direct the activities that most significantly impact the economic performance of these entities and our significant investment interests provide us with the obligation to absorb losses or the right to receive benefits that are significant.

We consolidate the assets and liabilities of the Acacia securitization entities, as we did not meet the sale criteria at the time we transferred financial assets to these entities and we are the primary beneficiary of these VIEs. Our ongoing asset management responsibilities and call options provide us with the power to direct the activities that most significantly impact the economic performance of these individual entities, and our equity investments in each entity provide us with the obligation to absorb losses or the right to receive benefits that are significant.

We consolidate the assets and liabilities of the entity formed in connection with the resecuritization transaction we engaged in during the third quarter of 2011, as we did not meet the sale criteria at the time the financial assets were transferred to this entity and we are the primary beneficiary. We transferred an aggregate of $365 million ($437 million principal value) of residential senior securities to Credit Suisse First Boston Mortgage Securities Corp., which subsequently sold them to CSMC 2011-9R, a resecuritization entity. In connection with this transaction, senior securities of $245 million were issued by CSMC 2011-9R and sold to third-party investors and we acquired $192 million of subordinate securities issued by CSMC 2011-9R. We also received $243 million in cash and acquired $245 million notional amount of variable rate, interest-only senior certificates.

We engaged in the resecuritization primarily for the purpose of obtaining permanent non-recourse financing on a portion of our residential securities portfolio. Our credit risk exposure is largely unchanged as a result of engaging in the transaction, as we remain economically exposed to the financed securities through the first loss position in the structure.

Prior to the third quarter of 2011, we consolidated the assets, liabilities, and noncontrolling interests of the Fund, as we determined that we were the primary beneficiary of this VIE. Our ongoing asset management responsibilities provided us with the power to direct the activities that most significantly impacted the Fund s economic performance, and our general and limited partnership interests provided us with the obligation to absorb losses or the right to receive benefits that were significant. In the second quarter of 2011, the Fund sold all of its remaining investments. As all partners received final cash asset distributions in the third quarter of 2011 and there are no remaining assets or liabilities in the Fund, we deconsolidated the Fund and recognized a loss on deconsolidation of less than $1 million in our consolidated statements of income through realized gains on sales and calls, net.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 4. Principles of Consolidation (continued)

Analysis of Third-party VIEs

Third-party VIEs are securitization entities in which we maintain an economic interest but do not sponsor. Our economic interest may include several securities from the same third-party VIE, and in those cases, the analysis is performed in consideration of all of our interests. The following table presents a summary of our interest in third-party VIEs at September 30, 2011, grouped by collateral type and ownership interest.

Third-Party VIE Summary

September 30, 2011 (Dollars in Thousands)	Fair Value	Number of VIEs
Real estate securities at Redwood		
Residential		
Senior	$ 226,078	62
Re-REMIC	113,100	13
Subordinate	81,222	173
Commercial	5,887	9
CDO	1,010	8
Total Third-party Real Estate Securities	$ 427,297	265

We determined that we are not the primary beneficiary of any third-party residential, commercial, or CDO entities, as we do not have the required power to direct the activities that most significantly impact the economic performance of these entities. Specifically, we do not service or manage these entities or otherwise hold decision making powers that are significant. As a result of this assessment, we do not consolidate any of the underlying assets and liabilities of these third-party VIEs we only account for our specific interests in each.

Our assessments of whether we are required to consolidate a VIE may change in subsequent reporting periods based upon changing facts and circumstances pertaining to each VIE. Any related accounting changes could result in a material impact to our financial statements.

Note 5. Fair Value of Financial Instruments

For financial reporting purposes, we follow a fair value hierarchy established under GAAP that is used to measure the fair value of the assets and liabilities. This hierarchy prioritizes relevant market inputs in order to determine an exit

price , or the price at which an asset could be sold or a liability could be transferred in an orderly process that is not a forced liquidation or distressed sale at the date of measurement. Level 1 inputs are observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 inputs are observable inputs other than quoted prices for an asset or liability that are obtained through corroboration with observable market data. Level 3 inputs are unobservable inputs (e.g., our own data or assumptions) that are used when there is little, if any, relevant market activity for the asset or liability being measured at fair value.

In certain cases, inputs used to measure fair value fall into different levels of the fair value hierarchy. In such cases, the level in which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement. Our assessment of the significance of a particular input requires judgment and considers factors specific to the asset or liability being measured.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 5. Fair Value of Financial Instruments (continued)

The following table presents the carrying values and estimated fair values of assets and liabilities that are required to be recorded or disclosed at fair value at September 30, 2011 and December 31, 2010.

(In Thousands)	September 30, 2011 Carrying Value	September 30, 2011 Fair Value	December 31, 2010 Carrying Value	December 31, 2010 Fair Value
Assets				
Residential real estate loans (held-for-sale)	$2,178	$2,178	$1,855	$1,855
Residential real estate loans (held-for-investment)	4,155,405	3,693,867	3,795,240	3,367,340
Commercial real estate loans (fair value)	12,563	12,563	19,850	19,850
Commercial real estate loans (held-for-investment)	98,061	98,533	30,536	30,887
Trading securities	278,391	278,391	329,717	329,717
Available-for-sale securities	754,862	754,862	825,119	825,119
Cash and cash equivalents	133,446	133,446	46,937	46,937
Derivative assets	2,718	2,718	8,051	8,051
Restricted cash	17,011	17,011	24,524	24,524
Accrued interest receivable	14,699	14,699	13,782	13,782
REO (included in other assets)	6,554	6,554	14,481	14,481
Liabilities				
Short-term debt			44,137	44,137
Accrued interest payable	7,607	7,607	5,930	5,930
Derivative liabilities	127,220	127,220	83,115	83,115
ABS issued	4,293,024	3,711,728	3,761,578	3,263,074
Long-term debt	139,500	57,195	139,500	75,330

We did not elect the fair value option for any financial instruments that we acquired in the first nine months of 2011. We have elected the fair value option for all of the commercial loans, trading securities, and ABS issued at Acacia, as well as certain residential securities and CDOs at Redwood.

The following table presents assets and liabilities recorded at fair value on our consolidated balance sheets on a recurring basis and indicates the fair value hierarchy of the valuation techniques used to measure fair value.

Assets and Liabilities Measured at Fair Value on a Recurring Basis at September 30, 2011

September 30, 2011 (In Thousands)	Carrying Value	Fair Value Measurements Using Level 1	Level 2	Level 3
Assets				
Commercial real estate loans	$ 12,563	$	$	$ 12,563
Trading securities	278,391			278,391
Available-for-sale securities	754,862			754,862
Derivative assets	2,718	302	2,416	
Liabilities				
Derivative liabilities	127,220	2,465	104,755	20,000
ABS issued Acacia	234,235			234,235

20

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 5. Fair Value of Financial Instruments (continued)

The following table presents additional information about Level 3 assets and liabilities for the nine months ended September 30, 2011.

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis

	Assets			Liabilities			
(In Thousands)	Commercial Real Estate Loans	Trading Securities	AFS Securities	Derivative Assets	Derivative Liabilities	ABS Issued	Acacia
Beginning balance December 31, 2010	$19,850	$329,717	$825,119	$ 1	$	$303,077	
Transfer to Level 3					20,052		
Principal paydowns	(8,730)	(43,104)	(86,735)			(68,698)	
Gains (losses) in net income, net	1,443	4,962	28,991		1,651	(9,773)	
Losses in OCI, net			(39,581)				
Acquisitions			90,512				
Sales		(13,588)	(63,525)				
Other settlements, net		404	81	(1)	(1,703)	9,629	
Ending Balance September 30, 2011	$12,563	$278,391	$754,862	$	$20,000	$234,235	

The following table presents the portion of gains or losses included in our consolidated statements of income that were attributable to Level 3 assets and liabilities recorded at fair value on a recurring basis and still held at September 30, 2011 and 2010. Gains or losses incurred on assets or liabilities sold, matured, called, or fully written down during the three and nine months ended September 30, 2011 and 2010 are not included in this presentation.

Portion of Net Gains (Losses) Attributable to Level 3 Assets and Liabilities Still Held at September 30, 2011 and 2010 Included in Net Income

Included in Net Income

(In Thousands)	Three Months Ended September 30, 2011	2010	Nine Months Ended September 30, 2011	2010
Assets				
Real estate loans	$ (184)	$ 3	$ 1,358	$ 7,347
Trading securities	(5,207)	46,819	(3,938)	64,531
Available-for-sale securities	(1,083)	(2,580)	(3,551)	(8,361)
Derivative assets		16		16
Liabilities				
Derivative liabilities	1,651	19	1,651	129
ABS issued Acacia	16,530	(25,703)	9,773	(19,699)

Portion of Net Gains (Losses) Attributable to Level 3 Assets and LiabilitiesStill Held at September 30, 20147and 201

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 5. Fair Value of Financial Instruments (continued)

The following table presents information on assets and liabilities recorded at fair value on a non-recurring basis at September 30, 2011.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis at September 30, 2011

(In Thousands)	Carrying Value	Fair Value Measurements Using			Gain (Loss)	
		Level 1	Level 2	Level 3	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Assets						
Real estate loans (held-for-sale)	$ 2,178	$	$	$ 2,178	$ 363	$ 374
REO	6,554			6,554	(255)	(1,416)

The following table presents the components of market valuation adjustments, net, recorded in our consolidated statements of income for the three and nine months ended September 30, 2011 and 2010.

Market Valuation Adjustments, Net

(In Thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Assets				
Real estate loans (fair value)	$ (184)	$ 3	$ 1,358	$ 7,347
Real estate loans (held-for-sale)	363	159	374	335
Trading securities	(5,359)	47,375	4,963	65,854
REO	(255)	(620)	(1,416)	(1,979)
Impairments on AFS securities	(1,083)	(2,580)	(5,171)	(8,742)
Liabilities				
Derivative instruments, net	(23,460)	(20,207)	(40,216)	(63,051)
ABS issued Acacia	16,530	(25,703)	9,773	(19,699)

Market Valuation Adjustments, Net	$ (13,448)	$ (1,573)	$ (30,335)	$ (19,935)

A description of the instruments measured at fair value as well as the general classification of such instruments pursuant to the Level 1, Level 2, and Level 3 valuation hierarchy is listed below.

Real estate loans

Residential real estate loan fair values are determined by available market quotes and discounted cash flow analyses (Level 3).

Commercial real estate loan fair values are determined by available market quotes and discounted cash flow analyses (Level 3). The availability of market quotes for all of our commercial loans is limited. Any changes in fair value are primarily a result of instrument specific credit risk.

Real estate securities

Real estate securities are residential, commercial, CDO, and other asset-backed securities that are illiquid in nature and trade infrequently. Fair values are determined by discounted cash flow analyses and other valuation techniques using market pricing assumptions that are confirmed by third-party dealer/pricing indications, to the extent available. Significant inputs in the valuation analysis are predominantly Level 3 in nature, due to the lack of readily available market quotes

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 5. Fair Value of Financial Instruments (continued)

and related inputs. Relevant market indicators that are factored in the analyses include bid/ask spreads, credit losses, interest rates, and prepayment speeds. Estimated fair values are based on applying the market indicators to generate discounted cash flows (Level 3).

We request and consider indications of value (marks) from third-party dealers to assist us in our valuation process. For September 30, 2011, we received dealer marks on 82% of our securities. In the aggregate, our internal valuations of the securities on which we received dealer marks were within 1% of the aggregate dealer marks.

Derivative assets and liabilities

Our derivative instruments include interest rate agreements, TBAs, and financial futures. Fair values of derivative instruments are determined using quoted prices from active markets when available or valuation models and are verified by valuations provided by dealers active in derivative markets. TBA and financial futures fair values are generally obtained using quoted prices from active markets (Level 1). Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit curves, measures of volatility, prepayment rates, and correlations of such inputs. Model inputs for interest rate agreements can generally be verified and model selection does not involve significant management judgment (Level 2). For other derivatives, valuations are based on various factors such as liquidity, bid/offer spreads, and credit considerations for which we rely on available market evidence. In the absence of such evidence, management s best estimate is used (Level 3).

Cash and cash equivalents

Cash and cash equivalents include cash on hand and highly liquid investments with original maturities of three months or less. Fair values equal carrying values.

Restricted cash

Restricted cash primarily includes interest-earning cash balances in ABS entities and the Fund for the purpose of distribution to bondholders or limited partners, and reinvestment. Due to the short-term nature of the restrictions, fair values approximate carrying values.

Accrued interest receivable and payable

Accrued interest receivable and payable includes interest due on our assets and payable on our liabilities. Due to the short-term nature of when these interest payments will be received or paid, fair values approximate carrying values.

Short-term debt

Short-term debt includes our credit facilities that mature within one year. Short-term debt is generally at an adjustable rate. Fair values approximate carrying values.

ABS issued

ABS issued includes asset-backed securities issued through our Sequoia, Acacia, and resecuritization programs. These instruments are illiquid in nature and trade infrequently, if at all. Fair values are determined by discounted cash flow analyses and other valuation techniques using market pricing assumptions that are confirmed by third-party dealer/pricing indications, to the extent available. Significant inputs in the valuation analysis are predominantly Level 3, due to the nature of these instruments and the lack of readily available market quotes. Relevant market indicators

factored into the analyses include dealer price indications to the extent

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 5. Fair Value of Financial Instruments (continued)

available, bid/ask spreads, external spreads, collateral credit losses, interest rates and collateral prepayment speeds. Estimated fair values are based on applying the market indicators to generate discounted cash flows (Level 3).

We request and consider indications of value (marks) from third-party dealers to assist us in our valuation process. For September 30, 2011, we received dealer marks on 93% of our ABS issued. Our internal valuations of our ABS issued on which we received dealer marks were 3% higher (i.e., more conservative) than the aggregate dealer marks.

Long-term debt

Long-term debt includes our subordinated notes and trust preferred securities. Fair values are determined using comparable market indicators of current pricing. Significant inputs in the valuation analysis are predominantly Level 3 due to the nature of these instruments and the lack of readily available market quotes. Estimated fair values are based on applying the market indicators to generate discounted cash flows (Level 3).

REO

REO includes properties owned in satisfaction of foreclosed loans. Fair values are determined using available market quotes, appraisals, broker price opinions, comparable properties, or other indications of value (Level 3).

Note 6. Residential Real Estate Loans

We invest in residential real estate loans that we acquire from third-party originators. These loans are financed through the Sequoia entities that we sponsor or with equity and long-term debt. We do not currently service any residential loans, although we may from time to time acquire the rights to service loans purchased from third-party originators. The following table summarizes the classifications and carrying value of the residential real estate loans at September 30, 2011 and December 31, 2010.

September 30, 2011 (In Thousands)	Redwood	Sequoia	Total
Held-for-sale	$ 2,178	$	$ 2,178
Held-for-investment	226,728	3,928,677	4,155,405
Total Residential Real Estate Loans	$ 228,906	$ 3,928,677	$ 4,157,583

December 31, 2010 (In Thousands)	Redwood	Sequoia	Total
Held-for-sale	$ 1,855	$	$ 1,855
Held-for-investment	253,081	3,542,159	3,795,240
Total Residential Real Estate Loans	$ 254,936	$ 3,542,159	$ 3,797,095

Residential Real Estate Loans Held-for-Sale

Residential real estate loans held-for-sale are owned at Redwood and financed with equity and long-term debt. At both September 30, 2011 and December 31, 2010, there were eleven residential loans held-for-sale with $3 million in outstanding principal value and a lower of cost or fair value of $2 million.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 6. Residential Real Estate Loans (continued)

Residential Real Estate Loans Held-for-Investment

During the three and nine months ended September 30, 2011, we purchased $402 million and $656 million, respectively, of residential loans in connection with our Sequoia securitization program. The following table provides additional information for total residential real estate loans held-for-investment at September 30, 2011 and December 31, 2010.

(In Thousands)	September 30, 2011	December 31, 2010
Principal balance	$ 4,181,061	$ 3,815,273
Unamortized premium, net	38,341	42,399
Recorded investment	4,219,402	3,857,672
Allowance for loan losses	(63,997)	(62,432)
Carrying Value	$ 4,155,405	$ 3,795,240

Of the $4.2 billion of principal value and $38 million of unamortized premium on loans held-for-investment at September 30, 2011, $1.6 billion of principal value and $24 million of unamortized premium relate to residential loans acquired prior to July 1, 2004. During the first nine months of 2011, 6% of these residential loans prepaid and we amortized 14% of the premium based upon the accounting elections we apply. For residential loans acquired after July 1, 2004, the principal value was $2.6 billion and the unamortized premium was $14 million. During the first nine months of 2011, 7% of these loans prepaid and we amortized 9% of the premium.

Of the $3.8 billion of principal value and $42 million of unamortized premium on loans held-for-investment at December 31, 2010, $1.7 billion of principal value and $27 million of unamortized premium relate to residential loans acquired prior to July 1, 2004. For residential loans acquired after July 1, 2004, the principal value was $2.1 billion and the unamortized premium was $15 million.

Allowance for Loan Losses on Residential Loans

For residential real estate loans held-for-investment, we establish and maintain an allowance for loan losses. The allowance includes a component for loans collectively evaluated for impairment that includes pools of residential loans owned at Sequoia securitization entities, and a component for loans individually evaluated for impairment that includes modified residential loans from Sequoia entities that have been determined to be troubled debt restructurings.

Activity in the Allowance for Loan Losses on Residential Loans

The following table summarizes the activity in the allowance for loan losses for the three and nine months ended September 30, 2011 and 2010.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
Balance at beginning of period	$ 62,306	$ 61,478	$ 62,432	$ 54,220
Charge-offs, net	(2,287)	(4,822)	(6,802)	(11,361)
Provision for loan losses	3,978	2,436	8,367	16,233
Balance at End of Period	$ 63,997	$ 59,092	$ 63,997	$ 59,092

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 6. Residential Real Estate Loans (continued)

During the three months ended September 30, 2011 and 2010, there were $2 million and $5 million of charge-offs, respectively, in our residential loan portfolio that reduced our allowance for loan losses. These charge-offs arose from $8 million and $15 million of defaulted loan principal, respectively. During the nine months ended September 30, 2011 and 2010, there were $7 million and $11 million of charge-offs, respectively, in our residential loan portfolio that reduced our allowance for loan losses. These charge-offs arose from $23 million and $36 million of defaulted loan principal, respectively. For the three and nine months ended, September 30, 2011, we did not record any interest income on individually impaired loans.

Residential Loans Collectively Evaluated for Impairment

We collectively evaluate most of our residential loans for impairment. The following table summarizes the balances for loans collectively evaluated for impairment at September 30, 2011 and December 31, 2010.

(In Thousands)	September 30, 2011	December 31, 2010
Principal balance	$ 4,169,133	$ 3,801,921
Recorded investment	4,208,153	3,844,372
Related allowance	60,795	57,804

The following table summarizes the recorded investment and past due status of residential loans collectively evaluated for impairment at September 30, 2011 and December 31, 2010.

(In Thousands)	30 59 Days Past Due	60 89 Days Past Due	90+ Days Past Due	Current	Total Loans
September 30, 2011	$ 61,166	$ 14,946	$ 133,450	$ 3,998,591	$ 4,208,153
December 31, 2010	65,708	21,674	133,695	3,623,295	3,844,372

We establish the allowance for residential loan losses based primarily on the characteristics of the loan pools underlying the securitization entities that own the loans, including loan product types, credit characteristics, and origination years. The collective analysis is further divided into two segments. The first segment reflects our estimate of losses on delinquent loans within each loan pool. These loss estimates are determined by applying the loss factors described in *Note 3* to the delinquent loans, including our expectations of the timing of defaults and the loss severities we expect once defaults occur. The second segment relates to our estimate of losses incurred on nondelinquent loans within each loan pool. This estimate is based on losses we expect to realize over a 23-month loss confirmation period,

which is based on our historical loss experience as well as consideration of the loss factors described in *Note 3*.

Residential Loans Individually Evaluated for Impairment

If a loan is determined to be a TDR, it is removed from the general loan pools used for calculating the allowance for residential loan losses and assessed for impairment on an individual basis primarily based on any adverse change in the expected future cash flows resulting from the restructuring. The average recorded investment of loans individually evaluated for impairment for the three and nine months ended September 30, 2011 was $11 million and $12 million, respectively. The average recorded investment of loans individually evaluated for impairment for the three and nine months ended September 30, 2010 was $12 million and $10 million, respectively.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 6. Residential Real Estate Loans (continued)

The following table summarizes the balances for loans individually evaluated for impairment at September 30, 2011 and December 31, 2010.

(In Thousands)	September 30, 2011	December 31, 2010
Principal balance	$ 11,928	$ 13,352
Recorded investment	11,249	13,300
Related allowance	3,202	4,628

The following table summarizes the recorded investment and past due status of residential loans individually evaluated for impairment at September 30, 2011 and December 31, 2010.

(In Thousands)	30 59 Days Past Due	60 89 Days Past Due	90+ Days Past Due	Current	Total Loans
September 30, 2011	$ 710	$ 1,023	$ 1,331	$ 8,185	$ 11,249
December 31, 2010	2,604		1,046	9,650	13,300

Credit Characteristics of Residential Loans Held-for-Investment

As a percentage of total recorded investment, 99% of residential loans held-for-investment at September 30, 2011, were first lien, predominately prime-quality loans at the time of origination. The remaining 1% of loans were second lien, home equity lines of credit. The weighted average original loan-to-value (LTV) ratio for our residential loans held-for-investment outstanding at September 30, 2011 was 66%. The weighted average Fair Isaac Corporation (FICO) score for the borrowers of these loans (at origination) was 739.

We consider the year of origination of our residential loans held-for-investment to be a general indicator of credit performance as loans originated in specific years often had similar product and credit characteristics. The following table displays the recorded investment and year of origination for residential loans held-for-investment at September 30, 2011 and December 31, 2010.

(In Thousands)	September 30, 2011	December 31, 2010

2003 & Earlier	$ 1,806,822	$ 1,939,618
2004	1,064,533	1,116,358
2005	128,508	136,481
2006	184,551	191,945
2007	65,364	75,136
2008		
2009	178,683	189,355
2010	403,451	208,779
2011	387,490	
Total Recorded Investment	$ 4,219,402	$ 3,857,672

27

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 7. Commercial Real Estate Loans

We invest in commercial real estate loans that we originate and service as well as loans that we acquire from third-party originators. These loans are financed with equity and long-term debt or through the Acacia entities that we sponsor. The following table summarizes the classifications and carrying value of the commercial real estate loans at September 30, 2011 and December 31, 2010.

September 30, 2011 (In Thousands)	Redwood	Acacia	Total Loans
Fair value	$	$ 12,563	$ 12,563
Held-for-investment	98,061		98,061
Total Commercial Real Estate Loans	$ 98,061	$ 12,563	$ 110,624

December 31, 2010 (In Thousands)	Redwood	Acacia	Total Loans
Fair value	$	$ 19,850	$ 19,850
Held-for-investment	30,536		30,536
Total Commercial Real Estate Loans	$ 30,536	$ 19,850	$ 50,386

Commercial Real Estate Loans at Fair Value

Commercial real estate loans at fair value are owned at the consolidated Acacia securitization entities. At September 30, 2011, there were three commercial real estate loans at fair value with an aggregate outstanding principal value of $14 million and an aggregate fair value of $13 million. At December 31, 2010, there were four commercial real estate loans at fair value with an aggregate outstanding principal value of $23 million and an aggregate fair value of $20 million.

Commercial Real Estate Loans Held-for-Investment

Commercial real estate loans held-for-investment are loans we originate or acquire from third party-originators. At September 30, 2011, there were twelve commercial real estate loans held-for-investment with an outstanding principal value of $99 million and a carrying value of $98 million. Of the $98 million commercial loans held-for-investment at September 30, 2011, 69% were originated in 2011, 31% were originated in 2010, and less than 1% were acquired in 2004. At December 31, 2010, there were four commercial real estate loans held-for-investment with an outstanding principal value and carrying value of $31 million. Of the $31 million of recorded investment in commercial loans held-for-investment at December 31, 2010, 99% were originated in the fourth quarter of 2010 and 1% were originated

in 2004.

Allowance for Loan Losses on Commercial Loans

For commercial real estate loans classified as held-for-investment, we establish and maintain an allowance for loan losses for any loans we have determined to be impaired. At September 30, 2011 and December 31, 2010, there were no delinquent or impaired commercial loans.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 8. Real Estate Securities

We invest in third-party residential, commercial, and CDO securities. The following table presents the fair values of our real estate securities by collateral type and entity at September 30, 2011 and December 31, 2010.

September 30, 2011 (In Thousands)	Redwood	The Fund	Acacia	Securities
Residential	$ 770,164	$	$ 199,590	$ 969,754
Commercial	5,887		39,072	44,959
CDO	1,010		17,530	18,540
Total Real Estate Securities	$ 777,061	$	$ 256,192	$ 1,033,253

December 31, 2010 (In Thousands)	Redwood	The Fund	Acacia	Securities
Residential	$ 814,683	$ 19,011	$ 248,494	$ 1,082,188
Commercial	7,496		43,828	51,324
CDO	1,038	4,245	16,041	21,324
Total Real Estate Securities	$ 823,217	$ 23,256	$ 308,363	$ 1,154,836

At September 30, 2011, there were $4 million of AFS residential securities that had contractual maturities greater than five years but less than ten years, and the remainder of our real estate securities had contractual maturities greater than ten years.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 8. Real Estate Securities (continued)

The following table presents our securities by accounting classification, collateral type, and ownership entity at September 30, 2011 and December 31, 2010.

September 30, 2011	Trading			AFS		
(In Thousands)	Redwood	Acacia	Total	Redwood	The Fund	Total
Senior Securities						
Residential prime	$	$ 3,327	$ 3,327	$ 276,925	$	$ 276,925
Residential non-prime	20,756	100,238	120,994	278,161		278,161
Commercial		11,216	11,216			
Total Senior Securities	20,756	114,781	135,537	555,086		555,086
Re-REMIC Securities				113,100		113,100
Subordinate Securities						
Residential prime	328	36,987	37,315	70,277		70,277
Residential non-prime	155	59,038	59,193	10,462		10,462
Commercial		27,856	27,856	5,887		5,887
CDO	960	17,530	18,490	50		50
Total Subordinate Securities	1,443	141,411	142,854	86,676		86,676
Total Real Estate Securities	$ 22,199	$ 256,192	$ 278,391	$ 754,862	$	$ 754,862

December 31, 2010	Trading			AFS		
(In Thousands)	Redwood	Acacia	Total	Redwood	The Fund	Total
Senior Securities						
Residential prime	$	$ 4,412	$ 4,412	$ 315,891	$	$ 315,891
Residential non-prime	19,742	117,623	137,365	326,365	12,915	339,280
Commercial		11,000	11,000			
Total Senior Securities	19,742	133,035	152,777	642,256	12,915	655,171
Re-REMIC Securities				85,077		85,077
Subordinate Securities						
Residential prime	386	49,620	50,006	53,846		53,846
Residential non-prime	188	76,839	77,027	13,188	6,096	19,284
Commercial		32,828	32,828	7,496		7,496
CDO	1,038	16,041	17,079		4,245	4,245
Total Subordinate Securities	1,612	175,328	176,940	74,530	10,341	84,871

Total Real Estate Securities	$ 21,354	$ 308,363	$ 329,717	$ 801,863	$ 23,256	$ 825,119

Senior securities are those interests in a securitization that have the first right to cash flows and are last in line to absorb losses. Of the senior securities owned at Redwood at September 30, 2011, $185 million of prime securities and $165 million of non-prime securities were financed through a non-recourse resecuritization entity, as discussed in *Note 4*. Re-REMIC securities, as presented herein, were created through the resecuritization of certain senior interests to provide additional credit support to those interests. These re-REMIC securities are therefore subordinate to the remaining senior interest, but senior to any subordinate tranches of the securitization from which they were created. Subordinate securities are all interests below senior and re-REMIC interests.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 8. Real Estate Securities (continued)

For purposes of the table above, the prime or non-prime designation used to categorize our residential securities is based upon the general credit characteristics of the residential loans underlying each security at the time of origination. For example, prime residential loans are generally characterized by lower LTV ratios, and are made to borrowers with higher FICO scores. Non-prime residential loans are generally characterized by higher LTV ratios and may have been made to borrowers with lower credit scores or impaired credit histories (while exhibiting the ability to repay their loans). Regardless of whether or not the loans backing a mortgage-backed security were designated as prime or non-prime at origination, there is a risk that the borrower may not be able to repay the loan.

We elected the fair value option for certain securities at Redwood and the Acacia entities, and classify them as trading securities. The unpaid principal balance of these Acacia trading securities was $1.14 billion and $1.55 billion at September 30, 2011 and December 31, 2010, respectively.

AFS Securities

We often purchase AFS securities at a discount to their outstanding principal values. To the extent we purchase an AFS security that has a likelihood of incurring a loss, we generally do not amortize into income the portion of the purchase discount that we do not expect to collect due to the inherent credit risk of the security. We may also expense a portion of our investment in the security to the extent we believe that principal losses will exceed the purchase discount. We designate the amount of unpaid principal balance that we do not expect to receive and will not amortize into income as a credit reserve on the security, with any remaining net unamortized discounts or premiums amortized into income over time using the interest method.

The following table presents the components of carrying value (which equals fair value) of AFS securities at September 30, 2011 and December 31, 2010.

September 30, 2011 (In Thousands)	Residential	Commercial	CDO	Total
Principal balance	$ 1,135,145	$ 54,061	$ 10,689	$ 1,199,895
Credit reserve	(252,854)	(47,197)	(9,607)	(309,658)
Net unamortized (discount)	(229,521)	(2,551)	(1,082)	(233,154)
Amortized cost	652,770	4,313		657,083
Gross unrealized gains	112,818	1,788	50	114,656
Gross unrealized losses	(16,663)	(214)		(16,877)
Carrying Value	$ 748,925	$ 5,887	$ 50	$ 754,862

December 31, 2010 (In Thousands)	Residential	Commercial	CDO	Total
Principal balance	$ 1,257,601	$ 89,103	$ 89,476	$ 1,436,180
Credit reserve	(297,849)	(76,979)	(88,394)	(463,222)
Net unamortized (discount) premium	(291,093)	(5,591)	11,485	(285,199)
Amortized cost	668,659	6,533	12,567	687,759
Gross unrealized gains	153,125	1,604		154,729
Gross unrealized losses	(8,406)	(641)	(8,322)	(17,369)
Carrying Value	$ 813,378	$ 7,496	$ 4,245	$ 825,119

31

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 8. Real Estate Securities (continued)

The following table presents the changes for the three and nine months ended September 30, 2011, of the unamortized discount and designated credit reserves on AFS securities.

Changes in Unamortized Discount and Designated Credit Reserves on AFS Securities

Three Months Ended September 30, 2011 (In Thousands)	Residential		Commercial		CDO	
	Credit Reserve	Unamortized Discount, Net	Credit Reserve	Unamortized Discount, Net	Credit Reserve	Unamortized Premium, Net
Beginning balance June 30, 2011	$240,899	$243,662	$48,987	$4,362	$10,780	$1,083
Amortization of net (discount) premium		(10,138)		(69)		26
Realized credit losses	(19,258)		(4,066)		(1,200)	
Acquisitions	17,104	10,388				
Sales, calls, other	(329)	(502)				
Impairments	549		534			
Transfers to (release of) credit reserves	13,889	(13,889)	1,742	(1,742)	27	(27)
Ending Balance September 30, 2011	$252,854	$229,521	$47,197	$2,551	$9,607	$1,082

Nine Months Ended September 30, 2011 (In Thousands)	Residential		Commercial		CDO	
	Credit Reserve	Unamortized Discount, Net	Credit Reserve	Unamortized Discount, Net	Credit Reserve	Unamortized Discount, Net
Beginning balance December 31, 2010	$297,849	$291,093	$76,979	$5,591	$88,394	$(11,485)
Amortization of net discount		(32,602)		(138)		(59)
Realized credit losses	(75,523)		(30,018)		(4,205)	
Acquisitions	18,280	21,989				
Sales, calls, other	(20,517)	(21,379)	(2,653)	(1,439)	(74,662)	12,146
Impairments	3,185		1,426		560	

Transfers to (release of) credit reserves		29,580	(29,580)	1,463	(1,463)	(480)	480
Ending Balance	September 30, 2011	$252,854	$229,521	$47,197	$2,551	$9,607	$1,082

The loans underlying our residential subordinate securities totaled $26 billion at September 30, 2011. These loans are located nationwide with a large concentration in California (41%). Serious delinquencies (90+ days, in foreclosure or REO) at September 30, 2011 were 5.74% of current principal balances. The loans underlying our commercial subordinate securities totaled $19 billion at September 30, 2011, and consist primarily of office (29%), retail (35%), and multifamily (12%) loans. These loans are located nationwide with the highest concentration in California (15%). Serious delinquencies (60+ days, in foreclosure or REO) at September 30, 2011 were 6.0% of current principal balances.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 8. Real Estate Securities (continued)

AFS Securities with Unrealized Losses

The following table presents the components comprising the total carrying value of AFS securities that were in a gross unrealized loss position at September 30, 2011 and December 31, 2010.

September 30, 2011 (In Thousands)	Less Than 12 Consecutive Months			12 Consecutive Months or Longer		
	Amortized Cost	Unrealized Losses	Fair Value	Amortized Cost	Unrealized Losses	Fair Value
Residential	$173,195	$(6,332)	$166,863	$58,509	$(10,331)	$48,178
Commercial	422	(67)	355	1,085	(147)	938
CDO						
Total Securities	$173,617	$(6,399)	$167,218	$59,594	$(10,478)	$49,116

December 31, 2010 (In Thousands)	Less Than 12 Consecutive Months			12 Consecutive Months or Longer		
	Amortized Cost	Unrealized Losses	Fair Value	Amortized Cost	Unrealized Losses	Fair Value
Residential	$104,154	$(1,628)	$102,526	$26,374	$(6,778)	$19,596
Commercial	2,134	(257)	1,877	1,728	(384)	1,344
CDO				12,567	(8,322)	4,245
Total Securities	$106,288	$(1,885)	$104,403	$40,669	$(15,484)	$25,185

At September 30, 2011, after giving effect to purchases, sales, and extinguishments due to credit losses, our consolidated balance sheet included 438 AFS securities, of which 90 were in an unrealized loss position and 21 were in a continuous unrealized loss position for twelve consecutive months or longer. At December 31, 2010, our consolidated balance sheet included 509 AFS securities, of which 80 were in a continuous unrealized loss position, of which 46 were in a continuous unrealized loss position for twelve consecutive months or longer.

Of the total unrealized losses at September 30, 2011, none related to securities owned at the Fund. At December 31, 2010, $10 million of unrealized losses related to securities owned at the Fund and the remaining unrealized losses related to securities owned at Redwood.

Evaluating AFS Securities for Other-than-Temporary Impairments

When the fair value of an AFS security is below its cost basis, we evaluate the security for OTTI. Part of this evaluation is based upon adverse changes in the assumptions used to value the security. The table below summarizes the significant valuation assumptions we used for our AFS securities at September 30, 2011.

Significant Valuation Assumptions

	Range for Securities		
September 30, 2011	Prime	Non-prime	Commercial
Prepayment rates	4 15%	2 10%	N/A
Loss severity	16 57%	22 56%	33 50%
Projected losses	0 32%	1 40%	2 7%

The credit component of OTTI is recognized through our consolidated statement of income as a component of market valuation adjustments, net, while the non-credit component of OTTI is recognized through accumulated other comprehensive income, a component of equity. Total credit OTTI for the three and nine months ended September 30, 2011 was $1 million and $5 million, respectively. Total non-credit OTTI for the three and nine months ended September 30, 2011 was less than $1 million and $2 million, respectively.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 8. Real Estate Securities (continued)

The following table details the activity related to the credit component of OTTI (i.e., OTTI in either current earnings or retained earnings) for AFS securities that also had a non-credit component and were still held at September 30, 2011 and 2010.

Activity of Credit Component of Other-than-Temporary Impairments

(In Thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Balance at beginning of period	$90,019	$132,030	$121,016	$146,454
Additions				
Initial credit impairments	519	377	982	680
Subsequent credit impairments	217	2,174	1,152	6,613
Reductions				
Securities sold, or expected to sell			(12,317)	(5,113)
Securities with no outstanding principal at period end	(11,056)	(7,086)	(31,134)	(21,139)
Balance at End of Period	$79,699	$127,495	$79,699	$127,495

The credit component is reduced if we sell, intend to sell, or believe we will be required to sell previously credit-impaired debt securities. Additionally, the credit loss component is reduced if we receive or expect to receive cash flows in excess of what we previously expected to receive over the remaining life of the credit-impaired debt security, the security matures, or the security experiences an event (such as full prepayment or principal losses) such that the outstanding principal is reduced to zero.

Gross Realized Gains and Losses

Gains and losses from the sale of AFS securities are recorded as realized gains on sales and calls, net, in our consolidated statements of income. The following table presents the gross realized gains on sales and calls of AFS securities for the three and nine months ended September 30, 2011 and 2010.

(In Thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010

Gross realized gains	sales	$	$ 22	$ 12,665	$ 56,546
Gross realized gains	calls	832	1,494	1,365	1,494
Gross realized losses	sales			(3,523)	(3,335)
Gross realized losses	calls			(223)	
Total Realized Gains on Sales and Calls of AFS Securities, net		$ 832	$ 1,516	$ 10,284	$ 54,705

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 9. Derivative Financial Instruments

The following table presents the aggregate fair value and notional amount of derivative financial instruments held by Redwood and the consolidated Acacia entities at September 30, 2011 and December 31, 2010. The derivatives held at Acacia entities are not assets or legal obligations of Redwood.

September 30, 2011 (In Thousands)	Redwood Fair Value	Redwood Notional Amount	Acacia Fair Value	Acacia Notional Amount	Total Fair Value	Total Notional Amount
Assets Risk Management Derivatives						
Interest rate swaps	$	$	$912	$5,601	$912	$5,601
TBAs	289	124,000			289	124,000
Futures	13	126,000			13	126,000
Interest rate caps purchased			1,504	703,400	1,504	703,400
Total Assets	302	250,000	2,416	709,001	2,718	959,001
Liabilities Cash Flow Hedges						
Interest rate swaps	(51,977)	165,000			(51,977)	165,000
Liabilities Risk Management Derivatives						
Interest rate swaps	(4,875)	154,500	(67,902)	582,794	(72,777)	737,294
TBAs	(2,397)	301,000			(2,397)	301,000
Futures	(69)	198,000			(69)	198,000
Total Liabilities	(59,318)	818,500	(67,902)	582,794	(127,220)	1,401,294
Total Derivative Financial Instruments, Net	$(59,016)	$1,068,500	$(65,486)	$1,291,795	$(124,502)	$2,360,295

December 31, 2010 (In Thousands)	Redwood Fair Value	Redwood Notional Amount	Acacia Fair Value	Acacia Notional Amount	Total Fair Value	Total Notional Amount
Assets Risk Management Derivatives						
Interest rate swaps	$175	$44,000	$813	$18,037	$988	$62,037
TBAs	348	35,000			348	35,000
Futures	703	433,000			703	433,000

Interest rate caps purchased			6,012	703,400	6,012	703,400
Total Assets	1,226	512,000	6,825	721,437	8,051	1,233,437
Liabilities Cash Flow Hedges						
Interest rate swaps	(11,449)	155,500			(11,449)	155,500
Liabilities Risk Management Derivatives						
Interest rate swaps	(1,283)	26,000	(69,373)	663,604	(70,656)	689,604
TBAs	(951)	124,000			(951)	124,000
Futures	(59)	225,000			(59)	225,000
Total Liabilities	(13,742)	530,500	(69,373)	663,604	(83,115)	1,194,104
Total Derivative Financial Instruments, Net	$(12,516)	$1,042,500	$(62,548)	$1,385,041	$(75,064)	$2,427,541

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 9. Derivative Financial Instruments (continued)

Risk Management Derivatives

To offset to varying degrees the changes in the value of mortgage products to which we have exposure, we may enter into interest rate agreements, TBA contracts, and Eurodollar futures contracts.

Certain Risks Related to Unsecuritized Residential and Commercial Loans at Redwood

In order to manage certain risks associated with residential loans we own or plan to acquire and securitize, and commercial loans we invest in, at September 30, 2011, we were party to interest rate agreements with an aggregate notional amount of $154 million, TBA contracts sold, net with a notional amount of $177 million, and financial futures with an aggregate notional amount of $324 million. Net negative market valuation adjustments on these derivatives were $13 million and $16 million for the three and nine months ended September 30, 2011, respectively.

Certain Risks Related to Liabilities at Acacia Entities

Net valuation adjustments on interest rate agreements at Acacia were negative $10 million and negative $18 million for the three months ended September 30, 2011 and 2010, respectively. Net valuation adjustments on interest rate agreements at Acacia were negative $24 million and negative $59 million for the nine months ended September 30, 2011 and 2010, respectively.

Derivatives Designated as Cash Flow Hedges

To hedge the variability in interest expense related to our long-term debt and certain adjustable-rate securitization entity liabilities that are included in our consolidated balance sheets for financial reporting purposes, we designated interest rate swaps as cash flow hedges during 2010 and during the second quarter of 2011 with an aggregate notional balance of $165 million. For the three and nine months ended September 30, 2011, these hedges decreased in value by $38 million and $40 million, respectively, which was recorded as a decrease to accumulated other comprehensive income, a component of equity.

For interest rate agreements currently or previously designated as cash flow hedges, our total unrealized loss reported in accumulated other comprehensive income was $65 million at September 30, 2011 and $29 million at December 31, 2010. For both the three months ended September 30, 2011 and 2010 we reclassified $1 million of unrealized losses on derivatives to interest expense. For both the nine months ended September 30, 2011 and 2010, we reclassified $3 million of unrealized losses on derivatives to interest expense.

The following table illustrates the impact on interest expense of our interest rate agreements accounted for as cash flow hedges for the three and nine months ended September 30, 2011 and 2010.

Impact on Interest Expense of Our Interest Rate Agreements Accounted for as Cash Flow Hedges

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
Net interest expense on cash flow interest rate agreements	$(1,637)	$(1,486)	$(4,803)	$(2,523)
Realized net (expense) income due to net ineffective portion of hedges	(5)	19	(18)	(7)
Realized net losses reclassified from other comprehensive income	(1,067)	(1,058)	(3,211)	(2,604)
Total Interest Expense	$(2,709)	$(2,525)	$(8,032)	$(5,134)

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 9. Derivative Financial Instruments (continued)

Credit Derivatives

At September 30, 2011 and December 31, 2010, we had no outstanding CDS contracts or obligations. During the nine months ended September 30, 2010, the reference securities underlying our CDS experienced principal losses and corresponding obligations of $20 million.

Derivative Counterparty Credit Risk

We incur credit risk to the extent that counterparties to our derivative financial instruments do not perform their obligations under specified contractual agreements. If a derivative counterparty does not perform, we may not receive the proceeds to which we may be entitled under these agreements. To mitigate this risk, we enter into agreements that are either a) transacted on a national exchange or b) transacted with counterparties that are either i) designated by the Federal Reserve Bank of New York as a primary government dealer, ii) affiliates of primary government dealers, or iii) rated A or higher. We also attempt to transact with several different counterparties in order to reduce our specific counterparty exposure. We consider counterparty risk as part of our fair value assessments of all derivative financial instruments.

At September 30, 2011, Redwood had outstanding derivative agreements with eight bank counterparties and Acacia entities had outstanding derivative agreements with five bank counterparties. At September 30, 2011, Redwood and the Acacia entities were in compliance with International Swaps and Derivatives Association (ISDA) agreements governing these open derivative positions.

Note 10. Other Assets

Other assets at September 30, 2011 and December 31, 2010, are summarized in the following table.

Other Assets

(In Thousands)	September 30, 2011	December 31, 2010
REO	$ 6,554	$ 14,481
Fixed assets and leasehold improvements	2,967	3,692

Margin posted, net	57,080	16,233
Investment receivable	2,241	883
Income tax receivables	4,736	1,243
Prepaid expenses	2,221	1,973
Other	381	157
Total Other Assets	$ 76,180	$ 38,662

REO consists of foreclosed properties received in full satisfaction of defaulted real estate loans. The carrying value of REO at September 30, 2011 was $7 million, which includes the net effect of $8 million related to transfers into REO during the first nine months of 2011, offset by $15 million of REO liquidations and $1 million of negative market valuation adjustments. At September 30, 2011, there were 49 REO properties recorded on our consolidated balance sheet, all of which were owned at Sequoia. At December 31, 2010, there were 83 REO properties recorded on our balance sheet, of which 81 were owned at Sequoia and two were owned at Redwood. Properties located in Michigan, Georgia, Ohio, and California accounted for 65% of our REO properties at September 30, 2011.

Margin posted, net, was $57 million at September 30, 2011, resulting from margin calls from our swap and master repurchase agreement counterparties that required us to post collateral.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 11. Short-term Debt

At September 30, 2011, we had no short-term debt outstanding. For the three months ended September 30, 2011, the average balance of short-term debt outstanding was $18 million, with a weighted average interest rate of 1.72%. For the nine months ended September 30, 2011, the average balance of short-term debt outstanding was $23 million, with a weighted average interest rate of 1.58%. At December 31, 2010, we had short-term debt outstanding of $44 million, which was repaid in March 2011.

Note 12. Asset-Backed Securities Issued

The Sequoia and Acacia securitization entities issue ABS to acquire assets from us and from third-parties. Each series of ABS issued consists of various classes that pay interest on a monthly or quarterly basis. Substantially all ABS issued pay variable rates of interest, which are indexed to one, three, or six-month LIBOR. Some ABS issued pay fixed rates of interest or pay hybrid rates, which are fixed rates that subsequently adjust to variable rates. ABS issued also include some interest-only classes with coupons set at a fixed-rate or a fixed spread to a benchmark rate, or set at a spread to the interest rates earned on the assets less the interest rates paid on the liabilities of a securitization entity.

In 2011, we securitized $671 million of loans through our Sequoia program and issued $640 million of ABS to third-parties. In July 2011, we transferred $365 million of residential securities into a resecuritization, with $245 million of ABS issued to third-parties. The components of ABS issued by consolidated securitization entities we sponsored at September 30, 2011 and December 31, 2010, along with other selected information, are summarized in the following table.

Asset-Backed Securities Issued

	September 30, 2011			
(In Thousands)	Sequoia	Acacia	Resecuritization	Total
Certificates with principal balance	$3,813,642	$2,894,156	$ 232,006	$6,939,804
Interest-only certificates	17,950			17,950
Unamortized premium	1,357			1,357
Unamortized discount	(6,166)			(6,166)
Fair value adjustment, net		(2,659,921)		(2,659,921)
Total ABS Issued	$3,826,783	$234,235	$ 232,006	$4,293,024
Range of weighted average interest rates, by series	0.38% to 4.39%	0.76% to 1.93%	2.19%	

Stated maturities	2014	2047	2039	2052	2046
Number of series	39		10		1

	December 31, 2010			
(In Thousands)	Sequoia	Acacia	Resecuritization	Total
Certificates with principal balance	$3,445,882	$2,956,657	$	$6,402,539
Interest-only certificates	15,587			15,587
Unamortized premium	1,726			1,726
Unamortized discount	(4,694)			(4,694)
Fair value adjustment, net		(2,653,580)		(2,653,580)
Total ABS Issued	$3,458,501	$303,077	$	$3,761,578
Range of weighted average interest rates, by series	0.45% to 4.40%	0.76% to 1.88%		
Stated maturities	2014 2047	2039 2052		
Number of series	37	10		

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 12. Asset-Backed Securities Issued (continued)

The maturity of each class of ABS issued is primarily determined by the rate of principal prepayments on the assets of the issuing entity. Each series is also subject to redemption (call) according to the specific terms of the respective governing documents. As a result, the actual maturity of ABS issued will often occur earlier than its stated maturity. At September 30, 2011, $4.2 billion of ABS issued ($6.89 billion principal balance) had contractual maturities of over five years and $51 million of ABS issued ($51 million principal balance) had contractual maturities of one to five years. Amortization of the resecuritization and Sequoia deferred ABS issuance costs was $1 million and $2 million for the nine months ended September 30, 2011 and 2010, respectively.

The following table summarizes the accrued interest payable on ABS issued at September 30, 2011 and December 31, 2010. Interest due on Sequoia and resecuritization ABS issued is payable monthly and interest due on Acacia ABS issued is payable quarterly.

Accrued Interest Payable on Asset-Backed Securities Issued

(In Thousands)	September 30, 2011	December 31, 2010
Sequoia	$ 4,236	$ 2,356
Acacia	2,687	2,911
Resecuritization	72	
Total Accrued Interest Payable on ABS Issued	$ 6,995	$ 5,267

The following table summarizes the carrying value components of the collateral for ABS issued and outstanding at September 30, 2011 and December 31, 2010.

Collateral for Asset-Backed Securities Issued

	September 30, 2011			
(In Thousands)	Sequoia	Acacia	Resecuritization	Total
Real estate loans	$ 3,928,677	$ 12,563	$	$ 3,941,240
Real estate securities		272,222	349,764	621,986
REO	6,554			6,554
Restricted cash	283	16,632		16,915
Accrued interest receivable	7,925	2,082	987	10,994

Total Collateral for ABS Issued	$ 3,943,439	$ 303,499	$ 350,751	$ 4,597,689

	December 31, 2010			
(In Thousands)	Sequoia	Acacia	Resecuritization	Total
Real estate loans	$ 3,542,159	$ 19,850	$	$ 3,562,009
Real estate securities		327,919		327,919
Other investments				
REO	14,241			14,241
Restricted cash	331	21,790		22,121
Accrued interest receivable	6,264	2,735		8,999
Total Collateral for ABS Issued	$ 3,562,995	$ 372,294	$	$ 3,935,289

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 13. Long-Term Debt

In 2006, we issued $100 million of trust preferred securities through Redwood Capital Trust I, a Delaware statutory trust, in a private placement transaction. These trust preferred securities require quarterly distributions at a floating coupon rate equal to three-month LIBOR plus 2.25% until the notes are redeemed, which will be no later than January 30, 2037. The interest expense yield on our trust preferred securities was 2.62% and 3.34% for the nine months ended September 30, 2011 and 2010, respectively. Including hedging costs and amortization of deferred securities issuance costs, the interest expense yield on our trust preferred securities was 6.88% for the nine months ended September 30, 2011. The earliest optional redemption date without penalty is January 30, 2012. In December 2010, we repurchased $500 thousand principal amount of these trust preferred securities.

In 2007, we issued an additional $50 million of subordinated notes. These subordinated notes require quarterly distributions at a floating interest rate equal to three-month LIBOR plus 2.25% until the notes are redeemed, which will be no later than July 30, 2037. The interest expense yield on our subordinated notes was 2.62% and 3.34% for the nine months ended September 30, 2011 and 2010, respectively. Including hedging costs, and amortization of deferred securities issuance costs, the interest expense yield on our trust preferred securities was 6.88% for the nine months ended September 30, 2011. The earliest optional redemption date without a penalty is July 30, 2012. In July 2009, we repurchased $10 million principal amount of this subordinated debt.

At both September 30, 2011 and December 31, 2010, the accrued interest payable balance on long-term debt was less than $1 million. Under the terms of our long-term debt, we covenant to, among other things, use our best efforts to continue to qualify as a REIT. If an event of default were to occur in respect of our long-term debt, we would generally be restricted under its terms (subject to certain exceptions) from making dividend distributions to stockholders, from repurchasing common stock or repurchasing or redeeming any other then-outstanding equity securities, and from making any other payments in respect of any equity interests in us or in respect of any then-outstanding debt that is *pari passu* or subordinate to our long-term debt.

Note 14. Commitments and Contingencies

Lease Commitments

At September 30, 2011, we were obligated under non-cancelable operating leases with expiration dates through 2018 for $11 million. Operating lease expense was $1 million for both the nine months ended September 30, 2011 and 2010.

The following table presents our future lease commitments at September 30, 2011, giving effect to the amendment.

Future Lease Commitments by Year

(In Thousands)	September 30, 2011
2011 (three months)	$ 533
2012	1,913
2013	1,759
2014	1,800
2015	1,756
2016 and thereafter	3,691
Total	$ 11,452

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 14. Commitments and Contingencies (continued)

In the third quarter of 2011, we entered into a follow-on lease agreement for our executive office. The new lease, which goes into effect in the second quarter of 2012, will replace our existing lease at that time and expire in 2018. The total payments required under both the current and follow-on lease will be recognized as office rent expense on a straight-line basis over the respective lease terms. In the third quarter of 2011, we also relocated our New York office and entered into a new lease agreement. This lease expires in 2015 and accounts for approximately ten percent of our future lease obligation.

Leasehold improvements for our offices are amortized into expense over the prior lease term, expiring in 2012. The unamortized leasehold improvement balance was $2 million and $3 million, respectively, at September 30, 2011 and December 31, 2010.

Loss Contingencies Litigation

On December 23, 2009, the Federal Home Loan Bank of Seattle (the FHLB-Seattle) filed a claim in Superior Court for the State of Washington (case number 09-2-46348-4 SEA) against Redwood Trust, Inc., our subsidiary, Sequoia Residential Funding, Inc. (SRF), Morgan Stanley & Co., and Morgan Stanley Capital I, Inc. (collectively, the FHLB-Seattle Defendants). The FHLB-Seattle alleges claims under the Securities Act of Washington (Section 21.20.005, *et seq.*) and seeks to rescind the purchase of a mortgage pass-through certificate (or, residential mortgage backed securities, RMBS) issued through our Sequoia RMBS platform as part of the Sequoia Mortgage Trust 2005-4 securitization transaction and purchased by the FHLB-Seattle. The FHLB-Seattle also seeks to collect interest on the original purchase price at the statutory interest rate of 8% per annum from the date of original purchase (net of interest received), as well as attorneys fees and costs. On June 10, 2010, the FHLB-Seattle filed an amended complaint. Subsequently, on October 18, 2010, the FHLB-Seattle Defendants filed motions to dismiss the FHLB-Seattle s complaint. Redwood Trust, Inc. and SRF additionally moved to dismiss the complaint for lack of personal jurisdiction. The FHLB-Seattle alleges that the FHLB-Seattle Defendants offering materials for this RMBS contained materially untrue statements and omitted material facts about this RMBS and the loans securitized in this transaction. Among other things, the FHLB-Seattle alleges that the FHLB-Seattle Defendants made untrue statements or omissions regarding the (1) loan-to-value ratios of these mortgage loans and the appraisals of the properties that secured these mortgage loans, (2) occupancy status of those properties, (3) underwriting standards of the originators of these mortgage loans, and (4) ratings assigned to this RMBS. In a series of rulings issued between June 23, 2011 and August 15, 2011, the Washington State Superior Court dismissed the allegations relating to occupancy status and denied other grounds for dismissal. On July 19, 2011, the Court granted Redwood Trust, Inc. s and SRF s motion to dismiss for lack of personal jurisdiction. Redwood Trust, Inc. does not know whether the FHLB-Seattle will appeal or otherwise contest the dismissal, or file a claim in another jurisdiction. The Sequoia RMBS that is the subject of the FHLB-Seattle s claim was issued with an original principal balance of approximately $133 million and, at September

30, 2011, had a remaining outstanding principal balance of approximately $29 million. We believe that this claim is without merit and we intend to defend the action vigorously. In connection with the issuance of the Sequoia RMBS that is the subject of the FHLB-Seattle s claim, Redwood agreed to indemnify the underwriters of this RMBS for certain losses and expenses they might incur as a result of claims made against them relating to this RMBS, including, without limitation, certain legal expenses. The FHLB-Seattle s claims against the underwriters of this RMBS were not dismissed for lack of personal jurisdiction. Regardless of the outcome of this litigation, Redwood could incur a loss as a result of these indemnities.

On August 18, 2010, Redwood Trust, Inc. s subsidiary, SRF, received service of process with respect to a claim filed on July 15, 2010 in Superior Court for the State of California in San Francisco (case number CGC-10-501610) by The Charles Schwab Corporation (Schwab). In the complaint, Schwab is suing SRF and 26 other named defendants (collectively, the Schwab Defendants) in relation to RMBS sold or issued by the Schwab Defendants. With respect to SRF, Schwab alleges a cause of action of negligent

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 14. Commitments and Contingencies (continued)

misrepresentation under California state law and seeks unspecified damages and attorneys fees and costs with respect to a RMBS issued through the Sequoia RMBS platform as part of the Sequoia Mortgage Trust 2005-4 securitization transaction (which is the same transaction at issue in the litigation initiated by the FHLB-Seattle described in the preceding paragraph). Among other things, Schwab alleges that the offering materials for this Sequoia RMBS contained materially untrue statements or omissions regarding this RMBS and the loans securitized in this securitization transaction, including untrue statements or omissions regarding the (1) loan-to-value ratios of these mortgage loans and the appraisals of the properties that secured these mortgage loans, (2) occupancy status of those properties, (3) underwriting standards of the originators of these mortgage loans, and (4) ratings assigned to this RMBS. On September 22, 2011, the Schwab Defendants moved to dismiss the complaint, which motions are now pending. The Sequoia RMBS that is the subject of Schwab s claim was issued with an original principal balance of approximately $14.8 million and, at September 30, 2011, had a remaining outstanding principal balance of approximately $3.2 million. We believe that this case is without merit and we intend to defend the action vigorously. In connection with the issuance of the Sequoia RMBS that is the subject of Schwab s claim, Redwood agreed to indemnify the underwriters of this RMBS for certain losses and expenses they might incur as a result of claims made against them relating to this RMBS, including, without limitation, certain legal expenses. Regardless of the outcome of this litigation, Redwood could incur a loss as a result of these indemnities.

On July 12, 2010, two notices of Election to Void Sale of Securities pursuant to Illinois Securities Law (815 ILCS Section 5/13(A)) were received from the Federal Home Loan Bank of Chicago (FHLB-Chicago). In the notices, the FHLB-Chicago sought to void its purchase of two RMBS that were issued in 2006 by a securitization trust with respect to which Redwood Trust, Inc. s subsidiary, SRF, was the depositor. Subsequently, on October 15, 2010, the FHLB-Chicago filed a claim in the Circuit Court of Cook County, Illinois (case number 10-CH-45033) against SRF and more than 45 other named defendants (collectively, the FHLB-Chicago Defendants) in relation to RMBS sold or issued by the FHLB-Chicago Defendants or by entities controlled by the FHLB-Chicago Defendants. In an amended complaint filed on March 16, 2011, FHLB-Chicago added as defendants Redwood Trust, Inc. and another one of our subsidiaries, RWT Holdings, Inc. With respect to Redwood Trust, Inc. and SRF, the FHLB-Chicago alleges that the offering materials for two RMBS issued through the Sequoia RMBS platform as part of the Sequoia Mortgage Trust 2006-1 securitization transaction contained untrue and misleading statements and material representations in violation of Illinois Securities Law (815 ILCS Sections 5/12(F)-(H)) and North Carolina Securities Law (N.C.G.S.A. § 78A-8(2) & § 78A-56(a)) and also alleges a claim of negligent misrepresentations under Illinois common law. On some of the causes of action, the FHLB-Chicago seeks to rescind the purchase of these RMBS and to collect interest on the original purchase price at the statutory interest rate of 10% per annum from the date of original purchase (net of interest received). On one cause of action, the FHLB-Chicago seeks unspecified damages. The FHLB-Chicago also seeks attorneys fees and costs. Among other things, the FHLB-Chicago alleges that the offering materials for this RMBS contained materially untrue statements or omissions regarding this RMBS and the loans securitized in this

transaction, including untrue statements or omissions regarding the (1) loan-to-value ratios of these mortgage loans and the appraisals of the properties that secured these mortgage loans, (2) occupancy status of those properties, (3) underwriting standards of the originators of these mortgage loans, (4) ratings assigned to these RMBS, and (5) due diligence performed on these mortgage loans. The first of these two Sequoia RMBS was issued with an original principal balance of approximately $105 million and, at September 30, 2011, had a remaining outstanding principal balance of approximately $43 million. The second of these two Sequoia RMBS was issued with an original principal balance of approximately $379 million and, at September 30, 2011, had a remaining outstanding principal balance of approximately $155 million. On March 27, 2011, the FHLB-Chicago Defendants moved to dismiss the amended complaint, which motions are now pending. We believe that this case is without merit, and we intend to defend the action vigorously. In connection with the issuance of the Sequoia RMBS that is the

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 14. Commitments and Contingencies (continued)

subject of the FHLB-Chicago s claim, Redwood agreed to indemnify the underwriters of these RMBS for certain losses and expenses they might incur as a result of claims made against them relating to these RMBS, including, without limitation, certain legal expenses. Regardless of the outcome of this litigation, Redwood could incur a loss as a result of these indemnities.

We cannot determine the outcome of any of the above-referenced litigation matters at this time or predict the results with certainty. We cannot be certain that any of these matters will not have a material adverse effect on our results of operations in any future period, and any loss or expense related to any of this litigation could have a material adverse impact on our consolidated financial statements.

In accordance with FASB guidance on accounting for contingencies, we review the need for any loss contingency reserves and establish reserves when, in the opinion of management, it is probable that a matter would result in a liability, and the amount of loss, if any, can be reasonably estimated. Additionally, we record receivables for insurance recoveries relating to litigation-related losses and expenses if and when such amounts are covered by insurance and recovery of such losses or expenses are due. If, with respect to a matter, it is not both probable to result in liability and the amount of loss cannot be reasonably estimated (as is the case for each of the above-referenced litigation matters), FASB guidance on accounting for contingencies provides that an estimate of possible loss or range of loss be disclosed unless such an estimate cannot be made. There are numerous factors that make it difficult to meaningfully estimate possible loss or range of loss at this stage of these litigation matters, including that: the proceedings are in relatively early stages, there are significant factual and legal issues to be resolved, information obtained or rulings made during the lawsuits could affect the methodology for calculation of rescission and the related statutory interest rate, our belief that these litigations are without merit, and our intent to defend these actions vigorously. In addition, with respect to claims where damages are the requested relief, no amount of loss or damages has been specified. We also may have additional rights and/or obligations pursuant to indemnity agreements, representations and warranties, and other contractual provisions with other parties relating to these litigation matters. These rights and obligations could offset or increase our potential losses. We are unable at this time to estimate the potential amount of any such offset or loss.

Note 15. Equity

The following table provides a summary of changes to stockholders equity for the three and nine months ended September 30, 2011.

Stockholders Equity

(In Thousands)	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Balance at beginning of period	$ 1,024,510	$ 1,064,753
Net income attributable to Redwood Trust, Inc.	1,297	28,901
Distributions to shareholders	(20,114)	(60,474)
Unrealized gains on securities and derivatives, net	(48,312)	(80,030)
Other changes in equity, net	1,564	5,795
Balance at End of Period	$ 958,945	$ 958,945

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 15. Equity (continued)

Accumulated Other Comprehensive Income

The following table provides a summary of the components of accumulated other comprehensive income at September 30, 2011 and December 31, 2010.

(In Thousands)	September 30, 2011	December 31, 2010
Net unrealized gains on real estate securities	$ 97,779	$ 137,360
Less: Unrealized losses attributable to noncontrolling interest		(4,164)
Net unrealized gains on real estate securities recognized in equity	97,779	141,524
Net unrealized losses on interest rate agreements accounted for as cash flow hedges	(65,470)	(29,185)
Total Accumulated Other Comprehensive Income	$ 32,309	$ 112,339

Noncontrolling Interest

Noncontrolling interest represents the aggregate limited partnership (LP) interests in the Fund held by third-parties. During the second quarter of 2011, the Fund sold all remaining securities and during the third quarter of 2011, the Fund distributed all remaining cash to investors, and had no assets or liabilities at September 30, 2011. There was no noncontrolling interest on our consolidated balance sheet at September 30, 2011. Of the total equity recorded on our consolidated balance sheet at December 31, 2010, $11 million was noncontrolling interest. Income allocated to the noncontrolling interest is based on the 48% third-party LP ownership percentage. The ownership percentage is determined by dividing the number of units held by third-party LP investors by the total units outstanding.

Earnings Per Common Share

The following table provides the basic and diluted earnings per common share computations for the three and nine months ended September 30, 2011 and 2010.

Basic and Diluted Earnings Per Common Share

(In Thousands, Except Share Data)	Three Months Ended September 30, 2011	2010	Nine Months Ended September 30, 2011	2010
Basic Earnings Per Common Share:				
Net income attributable to Redwood	$1,297	$19,898	$28,901	$95,343
Less: Dividends and undistributed earnings allocated to participating securities	520	539	1,659	2,655
Net income allocated to common shareholders	$777	$19,359	$27,242	$92,688
Basic weighted average common shares outstanding	78,470,625	77,901,970	78,275,796	77,794,106
Basic Earnings Per Common Share	$0.01	$0.25	$0.35	$1.19
Diluted Earnings Per Common Share:				
Net income attributable to Redwood	$1,297	$19,898	$28,901	$95,343
Less: Dividends and undistributed earnings allocated to participating securities	520	541	1,659	2,235
Net income allocated to common shareholders	$777	$19,357	$27,242	$93,108
Basic weighted average common shares outstanding	78,470,625	77,901,970	78,275,796	77,794,106
Net effect of dilutive equity awards		1,059,235		969,583
Diluted weighted average common shares outstanding	78,470,625	78,961,205	78,275,796	78,763,689
Diluted Earnings Per Common Share	$0.01	$0.25	$0.35	$1.18

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 15. Equity (continued)

For the three and nine months ended September 30, 2011, there were no dilutive equity awards determined under the two-class method as dividend distributions were greater than net income for each of these periods. Therefore, diluted earnings per common share was computed in the same manner as basic earnings per share. For the three and nine months ended September 30, 2010, there were 1,059,235 and 969,583, respectively, of dilutive equity awards determined under the two-class method. We included participating securities in the calculation of diluted earnings per common share as we determined that the two-class method was more dilutive than the alternative treasury stock method. For the three and nine months ended September 30, 2011, the number of outstanding equity awards that were antidilutive totaled 1,689,546 and 1,850,659, respectively, under the two-class method. For the three and nine months ended September 30, 2010, the number of outstanding equity awards that were antidilutive totaled 648,963 and 590,578, respectively, under the two-class method. There were no other participating securities during these periods.

Stock Repurchases

We announced a stock repurchase authorization in November 2007 for the repurchase of up to 5,000,000 common shares. This plan replaced all previous share repurchase plans and has no expiration date. During the three and nine months ended September 30, 2011, there were 222,386 shares acquired under the plan. At September 30, 2011, there remained 4,435,685 shares available for repurchase under this plan.

Note 16. Equity Compensation Plans

At September 30, 2011 and December 31, 2010, 1,192,148 and 1,052,826 shares of common stock, respectively, were available for grant under Redwood s Incentive Plan. The unamortized compensation cost under the Incentive Plan and the Employee Stock Purchase Plan totaled $13 million at September 30, 2011, as shown in the following table.

	Nine Months Ended September 30, 2011					
(In Thousands)	Stock Options	Restricted Stock	Deferred Stock Units	Performance Stock Units	Employee Stock Purchase Plan	Total
Unrecognized compensation cost at beginning of period	$	$ 1,390	$ 14,420	$ 3,320	$	$ 19,130
Equity grants		7	637		120	764
Equity compensation cost		(355)	(5,397)	(854)	(90)	(6,696)

Unrecognized Compensation Cost at End of Period	$ $1,042	$9,660	$2,466	$ 30	$13,198

At September 30, 2011, the weighted average amortization period remaining for all of our equity awards was less than two years.

Stock Options

At September 30, 2011 and December 31, 2010, there were 455,115 and 459,115, respectively, of fully vested stock options outstanding. There was no aggregate intrinsic value for the options outstanding and exercisable at September 30, 2011.

For the three and nine months ended September 30, 2011 and 2010, there were no stock options exercised. For the nine months ended September 30, 2010, there were 11,500 stock options exercised with an intrinsic value or gain (fair market value less exercise price) of a negligible amount.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 16. Equity Compensation Plans (continued)

Restricted Stock

At September 30, 2011 and December 31, 2010, there were 100,871 and 119,071 shares, respectively, of restricted stock awards outstanding. Restrictions on these shares lapse through 2015. There were no restricted stock awards granted during the three months ended September 30, 2011. There were 1,647 restricted stock awards granted during the nine months ended September 30, 2011.

Deferred Stock Units

At September 30, 2011 and December 31, 2010, there were 1,943,599 and 2,351,804 DSUs outstanding, respectively, of which 1,000,963 and 1,042,341, respectively, had vested. There were 5,803 and 65,971 DSUs granted during the three and nine months ended September 30, 2011, respectively. During the three and nine months ended September 30, 2011, the number of DSUs distributed to participants in the Executive Deferred Compensation Plan (EDCP) totaled 3,098 and 456,640, respectively. During the three months ended September 30, 2011, there were no cash distributions to participants in the EDCP. Cash distributions to EDCP participants of some of their previously deferred compensation totaled less than $1 million during the nine months ended September 30, 2011.

In March 2010, vesting of 376,564 DSUs previously awarded to Mr. George E. Bull, III, was accelerated to June 1, 2010, in connection with the announcement that he would retire from serving as Chief Executive Officer in the second quarter of 2010. We recorded a $4 million equity compensation expense during the three months ended March 31, 2010, related to the modification of these DSUs. No such equity award modifications occurred during the nine months ended September 30, 2011.

Performance Stock Units

At both September 30, 2011 and December 31, 2010, there were 243,754 PSUs outstanding, none of which had vested. These PSUs may cliff vest on November 30, 2013, the third anniversary of their grant date, with vesting contingent on total stockholder return (defined as the change in our common stock price plus dividends paid on our common stock relative to the per share price of our common stock on the date of the PSU grant) over the three-year vesting period (Three-Year TSR). The number of underlying shares of our common stock that will vest on November 30, 2013, will vary between 0% (if Three-Year TSR is negative) and 200% (if Three-Year TSR is greater than or equal to 125%) of the number of these PSUs originally granted on November 30, 2010, adjusted (if vesting is greater than 0%) to reflect the value of dividends paid during the three-year vesting period.

Employee Stock Purchase Plan

The ESPP allows a maximum of 200,000 shares of common stock to be purchased in aggregate for all employees. At September 30, 2011 and December 31, 2010, 143,546 and 121,643 shares have been purchased, respectively, and there remained a negligible amount of uninvested employee contributions in the ESPP.

TABLE OF CONTENTS

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011
(Unaudited)

Note 17. Operating Expenses

Components of our operating expenses for the three and nine months ended September 30, 2011 and 2010 are presented in the following table.

Operating Expenses

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
Fixed compensation expense	$ 3,702	$ 3,362	$ 11,643	$ 11,444
Variable compensation expense	863	2,206	2,109	5,389
Equity compensation expense	1,929	1,507	6,696	9,643
Total compensation expense	6,494	7,075	20,448	26,476
Systems	2,124	2,220	5,979	5,531
Office costs	1,517	1,791	4,838	5,338
Accounting and legal	1,022	852	2,566	2,362
Other operating expenses	350	307	1,276	1,071
Total Operating Expenses	$ 11,507	$ 12,245	$ 35,107	$ 40,778

Note 18. Taxes

For each of the three and nine months ended September 30, 2011 and 2010, we recognized a provision for income taxes of less than $1 million. The following is a reconciliation of the statutory federal and state tax rates to our projected annual effective rate at September 30, 2011 and 2010.

Reconciliation of Statutory Tax Rate to Effective Tax Rate

	September 30,	
	2011	2010
Federal statutory rate	34.0 %	34.0 %
State statutory rate, net of Federal tax effect	7.2 %	7.2 %
Differences in taxable income from GAAP income	(41.1)%	(41.1)%
Effective Tax Rate	0.1 %	0.1 %

We assessed our tax positions for all open tax years (Federal years 2006 to 2010, State years 2005 to 2010) and concluded at September 30, 2011 and December 31, 2010, that we had no material unrecognized tax liabilities.

TABLE OF CONTENTS

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Introduction

Redwood Trust, Inc., together with its subsidiaries, is a financial institution that seeks to invest in real estate related assets that have the potential to provide attractive cash flows over a long period of time and support our goal of distributing attractive levels of dividends to our stockholders. For tax purposes, we are structured as a real estate investment trust (REIT). We are able to pass through substantially all of our earnings generated at our REIT to our stockholders without paying income tax at the corporate level. We pay income tax on the REIT taxable income we retain and on the income we earn at our taxable subsidiaries. Redwood was incorporated in the State of Maryland on April 11, 1994, and commenced operations on August 19, 1994. Our executive offices are located at One Belvedere Place, Suite 300, Mill Valley, California 94941.

References herein to Redwood, the company, we, us, and our include Redwood Trust, Inc. and its consolidat subsidiaries, unless the context otherwise requires. Financial information concerning our business is set forth in *Management s Discussion and Analysis of Financial Condition and Results of Operations*, the consolidated financial statements and notes thereto, and the supplemental financial information, which is included in Part I, Items 1 and 2 of this Quarterly Report on Form 10-Q.

Our website can be found at *www.redwoodtrust.com*. We make available, free of charge through the investor information section of our website, access to our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934, as well as proxy statements, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission (SEC). We also make available, free of charge, access to our Corporate Governance Standards, charters for our Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee, our Corporate Governance Standards, and our Code of Ethics governing our directors, officers, and employees. Within the time period required by the SEC and the New York Stock Exchange, we will post on our website any amendment to the Code of Ethics and any waiver applicable to any executive officer, director, or senior officer (as defined in the Code). In addition, our website includes information concerning purchases and sales of our equity securities by our executive officers and directors, as well as disclosure relating to certain non-GAAP and financial measures (as defined in the SEC s Regulation G) that we may make public orally, telephonically, by webcast, by broadcast, or by similar means from time to time. Through the commercial section of our website, we also disclose information about our origination or acquisition of new commercial real estate loans, generally within five business days of origination or acquisition. We believe that this information may be of interest to investors in Redwood, although we may not always disclose on our website each new commercial loan we originate or acquire (or we may not disclose them on our website within the five business day period described above) due to, among other reasons, confidentiality obligations to the borrowers of those loans. The information on our website is not part of this Quarterly Report on Form 10-Q.

Our Investor Relations Department can be contacted at One Belvedere Place, Suite 300, Mill Valley, CA 94941, Attn: Investor Relations, telephone (866) 269-4976.

Cautionary Statement

This Quarterly Report on Form 10-Q and the documents incorporated by reference herein contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve numerous risks and uncertainties. Our actual results may differ from our beliefs, expectations, estimates, and projections and, consequently, you should not rely on these forward-looking statements as predictions of future events. Forward-looking statements are not historical in nature and can be identified by words such as anticipate, estimate, will, should, expect, believe, intend, seek, plan and similar expressions forms, or by references to strategy, plans, or intentions. These forward-looking statements are subject to risks and uncertainties, including, among other things, those described in Part II, Item 1A of this quarterly report on Form 10-Q and those described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, under the caption *Risk Factors*. Other risks, uncertainties, and factors that could cause actual results

TABLE OF CONTENTS

to differ materially from those projected may be described from time to time in reports we file with the SEC, including reports on Forms 10-Q and 8-K. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Statements regarding the following subjects, among others, are forward-looking by their nature: (i) our competitive position and our ability to compete in the future, including our ability to effectively compete to acquire residential mortgage loans and our ability to compete to originate and acquire commercial real estate loans; (ii) our future investment strategy and our ability to find investments with attractive risk return profiles, including, without limitation, statements relating to our efforts to acquire residential mortgage loans, make commercial real estate investments, and make residential investments in the secondary market; (iii) statements relating to our plan to acquire loans included in our pipeline of residential mortgage loans that, as of the end of the third quarter of 2011, we planned to purchase through our conduit program and our plan to acquire additional loans that we have already added, or plan in the future to add, to our pipeline after the end of the third quarter of 2011, including loan included in our pipeline of residential mortgage loans as of October 31, 2011; (iv) our statements that changes in the conforming loan limits are expected to result in incremental volume for our residential loan conduit and that our residential loan conduit could also benefit from banks exiting the correspondent mortgage lending business or otherwise refocusing their business on retail customers; (v) our statement, in respect of the risk management activities we carry out relating to our pipeline of residential mortgage loans we own or plan to acquire for future securitization, that under normal market conditions and assuming we have hedged well, we would expect our risk management derivatives to keep our pipeline economically neutral to changing interest rates (i.e., that the gain or loss on our derivatives would roughly match a loss or gain in the value of our pipeline of loans); (vi) our expectations relating to income statement volatility; (vii) future securitization transactions, the timing of the completion of those future securitization transactions, and the number and size of such transactions we expect to complete in 2011 and future periods, which future securitizations may not be completed when planned or at all, and, more generally, statements regarding the likelihood and timing of, and our participation in, future securitization transactions and our ability to finance loan acquisitions through the execution of securitization transactions; (viii) our statement that we expect to reverse an aggregate of $7 million of loan loss reserves that relate to eleven Sequoia securitization entities in future periods upon the retirement or deconsolidation of those entities; (ix) that we do not expect to need to raise equity capital financing over the next couple of quarters (which expectation, we note, could change as 2012 unfolds), that we would consider raising equity or another form of long-term capital only when investment opportunities make raising capital attractive, and that we have exhausted our ability to raise financing through other sources; (x) statements relating to our estimates of our investment capacity (including that we estimate our investment capacity was $206 million at September 30, 2011), our short-term borrowing capacity, our excess capital, and the amount of cash we need to cover short-term operations, working capital, and a liquidity cushion; (xi) our statement that we may use mortgage warehouse borrowing facilities to finance the acquisition of residential mortgage loans in the future; (xii) future market and economic conditions and the future volume of transactions in those markets, including, without limitation, future conditions in the residential and commercial real estate markets and related financing markets (e.g., the CMBS market), and the related potential opportunities for our residential and commercial businesses; (xiii) our beliefs about, and our outlook for, the future direction of housing market fundamentals, including, without limitation, home prices, demand for housing, delinquency rates, foreclosure rates, prepayment rates, inventory of homes for sale, and mortgage interest rates and their potential impact on our business and results of operations and our belief that the housing market is in the process of forming a bottom and our expectation that housing, in general, will not be a significantly appreciating asset class for several years; (xiv) our beliefs about the future direction of commercial real estate fundamentals and statements regarding the competitive landscape for and availability of financing for commercial real estate; (xv) our expectation that in the near term our commercial real estate loan originations are likely to be in the range of $25 million to $50 million per quarter in the near future and our statement that we could see origination volumes at the higher end of this range; (xvi) statements relating to the impact of recent and future legislative and regulatory changes that affect our business, the regulation of securitization transactions, and the mortgage finance markets, the manner in which the

reform of the GSEs, including Fannie Mae and Freddie Mac, may take place and the timeline for that reform; (xvii) our statement that we are optimistic that any regulatory changes relating to the Investment Company Act exclusion that we rely on will not have a negative impact on us or companies like us; (xviii) our expectations regarding credit reserves, credit losses, the adequacy of credit support, and impairments and their impact on our investments (including as compared to our original expectations and credit reserve levels) and the timing of losses and impairments, and statements that the amount of credit reserves we designate may require changes in the future; (xix) expectations regarding future interest income, future earnings, future earnings volatility, and future trends in operating expenses and the factors that may affect those trends; and (xx) our expectations and estimates relating to tax accounting and our anticipation of additional credit losses for tax purposes in 2011 and future periods and the level of those losses.

Important factors, among others, that may affect our actual results include: general economic trends, the performance of the housing, commercial real estate, mortgage, credit, and broader financial markets, and their effects on the prices of earning assets and the credit status of borrowers; federal and state legislative and regulatory developments, and the actions of governmental authorities, including those affecting the mortgage industry or our business; our exposure to credit risk and the timing of credit losses within our portfolio; the concentration of the credit risks we are exposed to, including due to the structure of assets we hold and the geographical concentration of real estate underlying assets we own; our exposure to adjustable-rate and negative amortization mortgage loans; the efficacy and expense of our efforts to manage or hedge credit risk, interest rate risk, and other financial and operational risks; changes in credit ratings on assets we own and changes in the rating agencies credit rating methodologies; changes in interest rates; changes in mortgage prepayment rates; the availability of assets for purchase at attractive prices and our ability to reinvest cash we hold; changes in the values of assets we own; changes in liquidity in the market for real estate securities and loans; our ability to finance the acquisition of real estate-related assets with short-term debt; the ability of counterparties to satisfy their obligations to us; our involvement in securitization transactions and the risks we are exposed to in engaging in securitization transactions; exposure to litigation arising from our involvement in securitization transactions; whether we have sufficient liquid assets to meet short-term needs; our ability to successfully compete and retain or attract key personnel; our ability to adapt our business model and strategies to changing circumstances; changes in our investment, financing, and hedging strategies and new risks we may be exposed to if we expand our business activities; exposure to environmental liabilities and the effects of global climate change; failure to comply with applicable laws and regulations; our failure to maintain appropriate internal controls over financial reporting and disclosure controls and procedures; the impact on our reputation that could result from our actions or omissions or from those of others; changes in accounting principles and tax rules; our ability to maintain our status as a REIT for tax purposes; limitations imposed on our business due to our REIT status and our status as exempt from registration under the Investment Company Act of 1940; decisions about raising, managing, and distributing capital; and other factors not presently identified.

This Quarterly Report on Form 10-Q may contain statistics and other data that in some cases have been obtained from or compiled from information made available by servicers and other third-party service providers.

Our Business

Redwood invests in, finances, and manages real estate assets. We invest in residential and commercial real estate loans and in securities backed by real estate loans. We seek to invest in assets that have the potential to generate sufficient long-term cash flow returns to support our goal of distributing an attractive level of dividends per share to shareholders over time.

Our primary source of income is typically net interest income, which consists of the interest income we earn from our investments less the interest expenses we incur on borrowed funds and other liabilities. We assume a range of risks in our investments and the level of risk is influenced by the manner in which we finance our purchases of, and derive income from, our investments.

Our investments include residential and commercial real estate loans and securities backed by residential and commercial loans. The securities include both senior securities and subordinate securities. Senior securities are those interests in a securitization that have the first right to cash flows and are last to absorb losses. Subordinate securities are those interests in a securitization that have the last right to cash flows and are first in line to absorb losses. We may also invest in re-REMIC securities, or securities that were created

TABLE OF CONTENTS

through the resecuritization of certain senior interests in residential mortgage securitizations to provide additional credit support to those interests.

Residential securities we invest in are generally acquired by us from third-parties or by retaining mortgage-backed securities issued by Sequoia securitization trusts, which are securitization entities we sponsor. The process of sponsoring a Sequoia securitization includes the acquisition of residential loans, which we generally fund with equity and short-term debt during the accumulation period, the transfer of a pool of those loans to a Sequoia securitization entity, and the structuring and issuance by the Sequoia securitization entity of mortgage-backed securities collateralized by that pool of loans. Senior securities issued by Sequoia securitization entities are generally issued to third-parties, while the subordinate securities issued by these entities are generally retained by us.

Historically, we have also sponsored other entities: a private limited partnership fund that we managed, the Redwood Opportunity Fund, LP (the Fund), and Acacia securitization entities that we also manage. The Fund was and the Acacia securitization entities are generally invested in a variety of real estate related assets. Our investments in these entities are currently financed with equity and long-term debt. We are not currently seeking to sponsor other entities like the Fund and the Acacia securitization entities. During the third quarter of 2011, we engaged in a resecuritization transaction primarily for the purpose of obtaining permanent non-recourse financing on a portion of our residential securities portfolio.

Each securitization and resecuritization entity is independent of Redwood and of each other and the assets and liabilities are not owned by and are not legal obligations of Redwood, although we are exposed to certain financial risks associated with our role as the sponsor or manager of these entities. For financial reporting purposes, we are required to consolidate the assets and liabilities of the resecuritization we engaged in during the third quarter of 2011, and the assets and liabilities of many of the Sequoia and Acacia securitization entities we have sponsored. Prior to the third quarter of 2011, we consolidated the assets, liabilities, and noncontrolling interests of the Fund.

The commercial real estate loans we invest in are primarily originated by us and any commercial mortgage-backed securities we invest in are acquired from third-parties. Our commercial investments are currently financed with equity and long-term debt.

For tax purposes, we are structured as a REIT. As a REIT, we are able to pass through substantially all of our earnings to our stockholders without paying income tax at the corporate level. We pay income tax on the REIT taxable income we retain and on the income we earn at our taxable subsidiaries.

Business Update Third Quarter 2011

We made steady progress building our residential and commercial businesses in the third quarter despite challenging market conditions. We completed another residential mortgage securitization, continued to put capital to work in our commercial business, and were able to invest additional capital in secondary residential mortgage securities at attractive yields. When it comes to our financial performance, we are not satisfied with our third quarter results. While the negative impact of market conditions combined with our accounting treatment for certain risk management derivatives (which is discussed in the *Hedging our Residential Loan Pipeline* section of this *Management s Discussion and Analysis of Financial Condition and Results of Operation*) certainly contributed to these results, we believe we need to put more capital to work at attractive levels and further leverage our cost structure. Progress has been slower than we would like, but we are encouraged by the operating progress in our businesses and believe we are headed in the right direction.

Our GAAP net income for the third quarter of 2011 was $1 million (or $0.01 per share), down from $9 million (or $0.11 per share) reported for the second quarter of 2011. The decline in net income was largely driven by falling interest rates, which resulted in a $13 million ($0.17 per share) negative mark-to-market adjustment on derivatives primarily used to manage risks associated with the residential loans we owned or planned to purchase for securitization. Our financial results are presented in more detail throughout this quarter s *Management s Discussion and Analysis of Financial Condition and Results of Operations*.

The third quarter can be characterized by the significant market dislocation evident throughout the credit markets. The well-documented causes of the dislocation include the debt crisis in Europe, the debt ceiling conflicts in the U.S., and deteriorating global economic fundamentals. These factors, among others, caused

TABLE OF CONTENTS

investors to pursue safer and more liquid investments, driving the 10-year Treasury bond from an interest yield of 3.16% at the beginning of the third quarter, to a low of 1.72% later in the quarter. With this challenging environment as a backdrop, we were encouraged by our ability to invest capital. Our long-term investments increased by $70 million in the third quarter, which is net of $20 million of paydown (there were no sales). This capital was invested across our businesses in commercial loans ($27 million), residential securities acquired in the secondary markets ($44 million), and securities created through our residential loan business ($19 million).

Residential Mortgage Loan Business

We completed our second residential securitization of 2011 in September, marking our third securitization since we restarted our residential mortgage loan business in 2010. While we take some satisfaction from completing the transaction and from being the first and only company to securitize newly originated residential mortgage loans without government subsidies since 2008, there are still many issues to be resolved before the market recovers and we are potentially joined by other issuers. Presumably, regulators from several government agencies are trying to absorb and analyze the numerous highly detailed comment letters submitted by market participants related to risk retention and the definition of a qualified mortgage in the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act). We will not be surprised if the process is delayed or if another request for comment is issued by these agencies. There are other long-pending issues related to mortgage servicing, disclosure, and the role of the credit rating agencies that also need to be resolved. Although we don t expect these issues will be resolved soon, they have not stopped us from moving ahead with our residential loan business.

During the third quarter we added five loan originators, bringing the total number of originators that we may purchase loans to ten. Additionally, there were sixteen originators that were in various stages of implementation. We purchased $405 million of loans in the third quarter, as compared to $152 million in the second quarter, and finished the third quarter with $227 million in loans on our consolidated balance sheet and an additional $295 million of loans we plan to purchase. At October 31, 2011, loans held on our balance sheet for future securitization and loans we plan to purchase totaled $570 million. We expect to complete our next securitization late in the fourth quarter of 2011 or in the first quarter of 2012.

Residential Portfolio Business

The third quarter was a difficult quarter for credit markets, including the market for non-agency Residential Mortgage-Backed Securities (RMBS). Non-agency RMBS backed by subprime and option ARM loans declined by 5% to 10% in price, while higher credit quality RMBS did not, in general, experience the same magnitude of price declines, as investors sought safety and limited their risk exposure. Bid-ask spreads widened in the third quarter, making it more difficult to transact on securities. Despite these challenges, we managed to invest $43 million of capital in prime RMBS at yields not attainable in the first two quarters of 2011.

For the remainder of the 2011, we believe there will be additional opportunities to make residential investments at attractive risk return profiles. We believe that Wall Street dealers are holding a higher inventory of RMBS than they might by year-end as a result of increased funding pressures and the prospect of higher capital requirements. Making long-term investments in securities with credit-risk profiles we find attractive especially during periods of illiquidity when returns relative to credit risk are often most attractive has been a core investment philosophy of ours. We hope to be able to apply that discipline in the months ahead.

Commercial Loan Business

Our commercial group continued to patiently invest capital in the third quarter, and it appears the turbulence we see in the commercial markets may increase our opportunities in the near term. With credit spreads increasing in the Commercial Mortgage-Backed Securities (CMBS) market, issuers have been forced to increase subordination levels in recent deals. As a result, the surge in CMBS volume that began in late 2010 had slowed significantly by the third quarter and continued at a more moderate pace through October 2011. Despite the slowdown in activity, forecasters are calling for CMBS issuance volume of $30 billion for 2011, which would still be a threefold increase from the prior year.

TABLE OF CONTENTS

The slowdown in CMBS issuance has enabled portfolio lenders to increase their market share. We expect the demand for mezzanine financing will grow and the relative predictability of high quality commercial real estate cash flows will continue to attract capital. During the third quarter, we invested $27 million of capital through the origination of three commercial mezzanine loans. We also originated a $15 million mezzanine loan early in the fourth quarter, bringing the portfolio total to $113 million at October 31, 2011. These loans are, for example, backed by stabilized multi-family properties, central business district office buildings in major markets, necessity/grocery-anchored retail centers, and hotels with strong brands and operators. Our portfolio has a weighted average maturity of over five years, an average yield above 10%, an average LTV ratio of 73% at origination, and an average debt service coverage ratio of 1.15x at origination, as determined in accordance with our underwriting guidelines for commercial loans.

Looking forward, competition for higher quality assets in specific markets may continue to drive asset values up and capitalization rates down. We continue to observe significant transaction activity, particularly for stabilized income-producing assets against a backdrop of improving fundamentals on a property level. In the near term, we expect to be able to originate commercial loans in the aggregate amount of $25 million to $50 million per quarter.

Outlook

We continue to proceed with building our residential conduit and commercial businesses. As we move forward with these goals in mind, we remain focused on the challenges we continue to face, such as the current level of federal government intervention in the mortgage market. While the temporary increase in the size limits for loans eligible for purchase by Fannie Mae and Freddie Mac (conforming limits) was allowed to expire at the end of September 2011, efforts have been undertaken by various lobbyists to restore the higher limit. In late October 2011, the United States Senate voted in favor of a measure to raise the limit back to recent levels for two more years. To be enacted, the U.S. House of Representatives and the President would need to approve the increase. We do not believe the proposed increase is likely to be approved, as both the Republican-controlled House of Representatives and the Obama Administration have consistently been in favor of lowering the conforming limits over time, but we can t be sure. Regardless of where the conforming loan limits ultimately settle, we continue to believe that the best way to bring more private capital to the mortgage market is for the government to begin reducing its approximately 90% share of the residential mortgage market.

In the third quarter, the SEC published a Concept Release relating to the status of companies, like Redwood, that rely on a certain exclusion from the definition of an investment company in the Investment Company Act. In summary, this exclusion exempts companies that are primarily engaged in the mortgage banking business. Registered investment companies, such as mutual funds, are subjected to a high level of SEC regulatory oversight generally including, daily disclosure of changes in net asset values and limitations on financial leverage and transactions with affiliates. We believe that the SEC s Concept Release was prompted by a concern for protecting retail investors in externally-managed, leveraged, fund-like companies whose business is exclusively focused on investing in mortgage-backed securities. In contrast, we believe that our residential and commercial mortgage businesses are of the types of businesses that were intended to be within the scope of the exemption. We are optimistic that any regulatory changes that may eventually result from the SEC s Concept Release will not have a negative impact on companies such as ours. If we are wrong, it may require wholesale and adverse changes to our business model and operations.

In the fourth quarter, regulatory changes were enacted to the Home Affordable Refinance Program (the Program). We do not expect these changes to have a significant impact on our residential loan business. The revisions to the Program are intended to increase refinance opportunities for current borrowers whose loans are owned or guaranteed by Fannie Mae or Freddie Mac. Refinance help for similarly situated borrowers who were financed through private RMBS is not currently available.

Summary of Results of Operations

Net Income

Our reported GAAP net income was $1 million ($0.01 per share) for the third quarter of 2011, as compared to $20 million ($0.25 per share) for the third quarter of 2010. We declared regular quarterly dividends of $0.25 per share for both the third quarters of 2011 and 2010.

TABLE OF CONTENTS

The following table presents the components of our GAAP net income for the three and nine months ended September 30, 2011 and 2010.

Table 1 Net Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands, Except Share Data)	2011	2010	2011	2010
Interest income	$53,396	$59,015	$160,684	$174,301
Interest expense	(24,317)	(23,695)	(69,923)	(63,040)
Net interest income	29,079	35,320	90,761	111,261
Provision for loan losses	(3,978)	(2,436)	(8,367)	(16,233)
Market valuation adjustments, net	(13,448)	(1,573)	(30,335)	(19,935)
Net interest income after provision and market valuation adjustments	11,653	31,311	52,059	75,093
Operating expenses	(11,507)	(12,245)	(35,107)	(40,778)
Realized gains on sales and calls, net	1,145	1,566	10,844	61,985
Provision for income taxes	(14)	(202)	(42)	(254)
Less: Net (loss) income attributable to noncontrolling interest	(20)	532	(1,147)	703
Net Income	$1,297	$19,898	$28,901	$95,343
Diluted weighted average common shares outstanding	78,470,625	78,961,205	78,275,796	78,763,689
Net earnings per share	$0.01	$0.25	$0.35	$1.18

The *Results of Operations and Financial Condition* section of this *Management s Discussion and Analysis of Financial Condition and Results of Operations* contains a detailed analysis of the components of our GAAP net income.

Net Interest Income after Provision and Market Valuation Adjustments (MVA)

Net interest income after provision and MVA was $12 million for the third quarter of 2011, as compared to $31 million for the third quarter of 2010, a decrease of $19 million. This decrease was primarily due to declining benchmark interest rates that reduced the market values of our risk management derivatives, a decrease in our average holdings of securities that reduced interest income, and a modestly higher provision for our legacy Sequoia entities.

Market valuation adjustments, net, were negative $13 million for the third quarter of 2011, as compared to negative $2 million for the third quarter of 2010, an adverse change of $11 million. The following table details the components of the change for both the three and nine months ended September 30, 2011 and 2010.

Table 2 Components of MVA

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
Commercial real estate loans (fair value)	$ (184)	$ 3	$ 1,358	$ 7,347

Residential real estate loans (held-for-sale)	363	159	374	335
Trading securities	(5,359)	47,375	4,963	65,854
Impairment on AFS securities	(1,083)	(2,580)	(5,171)	(8,742)
REO	(255)	(620)	(1,416)	(1,979)
Risk management derivatives	(23,460)	(20,207)	(40,216)	(63,051)
ABS issued Acacia	16,530	(25,703)	9,773	(19,699)
Total Market Valuation Adjustments, Net	$ (13,448)	$ (1,573)	$ (30,335)	$ (19,935)

TABLE OF CONTENTS

In order to manage certain risks associated with residential and commercial loans we own or plan to acquire at Redwood, we may enter into various interest-rate derivatives, since the value of our loans changes with the level of interest rates. When we incur a gain or loss on these derivatives due to a change in interest rates, this amount is generally intended to offset a corresponding change in the value of the loans. For financial reporting purposes, the periodic gain or loss on derivatives classified as trading instruments is reflected in our consolidated statements of income as it is incurred, while any corresponding change in the value of the loans may be taken through lower or higher interest income over time. Thus, while risk management derivatives are intended to protect economic values, the accounting treatment can result in unavoidable periodic mismatches that affect our reported results. See the *Hedging our Residential Loan Pipeline* section of this Management s Discussion and Analysis for additional analysis of risk management derivatives.

Operating Expenses

Operating expenses were $12 million for both the third quarters of 2011 and 2010.

Realized Gains on Sales and Calls, Net

Realized gains on sales and calls, net, were $1 million for the third quarter of 2011, a slight decline from the third quarter of 2010. During the third quarter of 2011, we recognized a $256 thousand loss upon deconsolidation of the Fund. The following table details the components of realized gains on sales and calls, net, for the three and nine months ended September 30, 2011 and 2010.

Table 3 Realized Gains on Sales and Calls, Net

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
Net gains on sales of real estate securities	$	$ 22	$ 9,141	$ 53,213
Net gains on repurchase of Sequoia ABS				6,959
Net gains on extinguishment of debt	569	39	817	317
Net gains on calls	832	1,494	1,142	1,494
Loss on deconsolidation	(256)		(256)	
Net losses on U.S. Treasuries		11		2
Total Realized Gains on Sales and Calls, Net	$ 1,145	$ 1,566	$ 10,844	$ 61,985

Estimated Taxable Income (Loss) for Federal Tax Purposes

Our estimated total taxable income was $6 million ($0.07 per share) for the third quarter of 2011, as compared to a taxable loss of $9 million ($0.11 per share) for the third quarter of 2010. Our estimated REIT taxable income was $7 million ($0.09 per share) for the third quarter of 2011, as compared to a REIT taxable loss of $9 million ($0.11 per share) for the third quarter of 2010. Total realized credit losses on subordinate securities for the third quarters of 2011 and 2010 were $12 million ($0.15 per share) and $31 million ($0.40 per share), respectively.

Our REIT taxable income is that portion of our total taxable income that we earn at Redwood and its qualifying REIT subsidiaries and determines the minimum amount of dividends we must distribute to shareholders in order to maintain our tax status as a REIT.

TABLE OF CONTENTS

Summary of Financial Condition, Capital Resources, and Liquidity

At September 30, 2011, our total capital was $1.1 billion, including $959 million in stockholders equity and $140 million of long-term debt. We use our capital to invest in earning assets, meet lender capital requirements, and fund our operations and working capital needs. We do not expect a need to raise equity capital over the next couple of quarters, but that could change as 2012 unfolds. We would consider raising equity or another form of long-term capital only when investment opportunities make raising equity capital attractive, providing we have exhausted our ability to raise financing through other sources. We estimate that our investment capacity or the amount of capital we have readily available to support long-term investments was $206 million at September 30, 2011. We estimate our investment capacity as (1) cash on hand, plus (2) cash we believe we could raise by increasing short-term borrowings to finance all of our residential mortgage loans held for securitization, less (3) cash needed to cover short-term operations, working capital, and a liquidity cushion. We will continue to look for ways to leverage our capital without taking undue funding risk before raising new capital.

We are engaged in negotiations with financial institution counterparties to establish one or more warehouse credit facilities that will allow us to incur short-term borrowings secured by pledges of residential mortgage loans and we currently anticipate establishing one or more of these facilities during the fourth quarter of 2011. We may also establish other additional short-term borrowing facilities.

Components of Book Value

The following supplemental components of book value table presents our assets and liabilities at September 30, 2011 and June 30, 2011. We show our investments in the Sequoia and Acacia entities and the Fund as separate line items, as estimated under GAAP, to highlight our specific ownership interests, as the underlying assets and liabilities of these entities are legally not ours even though we are required to consolidate them for financial reporting purposes. For all other components of book value, the values in the table below equal GAAP values.

Table 4 Components of Book Value

(In Millions, Except per Share Data)	September 30, 2011	June 30, 2011
Cash and cash equivalents	$ 133	$ 80
Real estate loans		
Residential	229	205
Commercial	98	71
Total real estate loans at Redwood	327	276
Real estate securities at Redwood		
Residential[(1)]	770	754
Commercial	6	6
CDO	1	1
Total real estate securities at Redwood	777	761
Investments in Sequoia	101	90
Investments in Acacia	1	1

Investments in the Fund		3
Other assets	77	39
Total assets	1,416	1,250
Short-term debt		(41)
Long-term debt	(140)	(140)
Asset-backed securities issued Resecuritization[1]	(232)	
Other liabilities	(85)	(44)
Stockholders Equity	**$ 959**	**$ 1,025**
Book Value Per Share	**$ 12.22**	**$ 13.04**

TABLE OF CONTENTS

(1) The assets and liabilities of the resecuritization we engaged in during the third quarter of 2011 are included in Real estate securities at Redwood Residential and Asset-backed securities issued Resecuritization, respectively, although these assets and liabilities are owned by the resecuritization entity and are legally not ours and we own only the securities and interests that we acquired from the resecuritization entity. At September 30, 2011, the resecuritization accounted for $350 million of real estate securities and $232 million of asset-backed securities issued and our investment in this resecuritization is reflected in the difference between these assets and liabilities.

Changes in Book Value and Estimated Non-GAAP Economic Value

During the third quarter of 2011, our GAAP book value decreased by $0.82 per share to $12.22 per share. The net decrease resulted from $0.01 per share increase from reported earnings, $0.15 per share in net negative valuation decreases on securities not reflected in earnings, $0.47 per share in decreases in value of derivative hedges related to long-term debt not reflected in earnings, $0.25 per share from dividends paid to shareholders, and $0.04 from other net positive items.

At September 30, 2011, our estimate of non-GAAP economic value was $13.33 per share, or $1.11 per share higher than our reported GAAP book value. Approximately $1.06 of this per share difference relates to an economic valuation of our long-term debt of $57 million, which was $83 million below the unamortized cost basis used to determine GAAP book value. An additional $0.06 per share relates to an economic valuation of our net investment in Sequoia of $106 million, which was $5 million above the unamortized cost basis used to determine GAAP book value. These amounts were offset by $0.01 per share relating to an economic valuation of our net investment in the resecuritization we engaged in during the third quarter of 2011 that was $1 million above the unamortized cost basis used to determine GAAP book value. A further discussion of our estimate of non-GAAP economic value is set forth below under *Investments in Securitization Entities* and *Factors Affecting Management s Estimate of Economic Book Value*.

TABLE OF CONTENTS

Cash and Cash Equivalents

At September 30, 2011, we had $133 million in cash and cash equivalents, as compared to $80 million at June 30, 2011, an increase of $53 million. The increase was primarily attributable to cash raised during the third quarter of 2011 from a Sequoia loan securitization and a resecuritization of certain of our senior securities, offset by the acquisition of residential mortgage loans and securities, originations of commercial loans, and posting of margin.

As a supplement to the Consolidated Statements of Cash Flows included in this Quarterly Report on Form 10-Q, the following table details our sources and uses of cash for the three and nine months ended September 30, 2011. This table illustrates our cash balances at September 30, 2011, June 30, 2011, and December 31, 2010 (each a GAAP amount), and the components of sources and uses of cash organized in a manner consistent with the way management analyzes them by aggregating and netting all items within our GAAP Consolidated Statements of Cash Flows that were attributable to the periods presented.

Table 5 Sources and Uses of Cash

(In Millions)	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Beginning Cash Balance	$ 80	$ 47
Sources of Cash[1]		
Loans at Redwood Principal and Interest	11	22
Proceeds from New Sequoia securitization	379	675
Proceeds from resecuritization	243	243
Securities at Redwood Principal and Interest[2]		
Residential senior	28	91
Residential re-REMIC	2	5
Residential subordinate	7	24
Commercial and CDO	1	2
Sales of securities		44
Investments in Consolidated Entities[3]	11	42
Short-term debt		41
Margin returned, net		3
Changes in working capital	2	4
Total Sources of Cash	$ 684	$ 1,196
Uses of Cash		
Acquisitions of residential loans	(405)	(658)
Originations of commercial loans	(27)	(68)
Acquisitions of securities[4]	(48)	(90)
Investment in New Sequoia	(19)	(34)
Short-term debt repayment	(41)	(85)
Cash operating expenses	(10)	(39)
Margin posted, net	(33)	(44)
Derivative pair-off	(9)	(9)
Interest expense on long-term debt	(2)	(6)

ABS issued Principal and Interest[2]	(14)	(14)
Dividends	(20)	(60)
Common share repurchase	(3)	(3)
Total Uses of Cash	(631)	(1,110)
Net Sources of Cash	53	86
Ending Cash Balance	$ 133	$ 133

Cash flow from securities and investments can be volatile from quarter to quarter depending on the level of invested capital, the timing of credit losses, acquisitions, sales, and changes in prepayments and interest rates.

(1) Therefore, (i) cash flow generated by these investments in a given period is not necessarily reflective of the long-term economic return we will earn on the investments; and (ii) it is difficult to determine what portion of the cash received from an investment is a return of principal and what portion is a return on principal in a given period.

Sources of cash from residential securities include the cash received from the securities that were included in the

(2) resecuritization we engaged in during the third quarter of 2011, and ABS issued principal and interest reflect payments in respect of ABS issued in that resecuritization.

(3) This table excludes the gross cash flow generated by our investments in the Sequoia and Acacia entities

TABLE OF CONTENTS

and the Fund (cash flow that is not available to Redwood), but does include the cash flow distributed to Redwood as a result of our investments in these entities.

(4) Total acquisitions of securities in the third quarter of 2011 were $44 million. Securities acquisitions of $4 million made in the second quarter that settled in July are reflected in the third quarter. There were no unsettled trades at the end of the third quarter.

Real Estate Securities at Redwood

The following table presents the components of fair value (which equals GAAP carrying value) for real estate securities at Redwood at September 30, 2011. We categorize our securities by portfolio vintage (the year(s) the securities were issued), by priority of cash flows senior, re-REMIC, and subordinate and, for residential, by quality of underlying loans prime and non-prime.

Table 6 Securities at Redwood by Vintage and as a Percentage of Total Securities

September 30, 2011 (In Millions)	2004 & Earlier	2005	2006	2008	Total	% of Total Securities
Residential						
Senior						
Prime	$ 12	$ 202	$ 63		$ 277	36 %
Non-prime	104	189	6		299	38 %
Total Senior	116	391	69		576	74 %
Re-REMIC prime	2	19	92		113	15 %
Subordinate						
Prime	61	6	4		71	9 %
Non-prime	10				10	1 %
Total Subordinate	71	6	4		81	10 %
Total Residential	189	416	165		770	99 %
Commercial	6				6	1 %
CDO		1			1	%
Total Securities at Redwood	$ 195	$ 417	$ 165		$ 777	100 %

During the third quarter of 2011, our securities portfolio increased from $761 million to $777 million. This increase is attributable to acquisitions of $44 million, offset by $20 million from the effect of principal paydowns and $8 million from the net effect of gains on sales, calls and valuation changes. Our third quarter acquisitions included $3 million of prime subordinate securities, $3 million of prime senior securities, $1 million of non-prime senior securities, and $37 million of re-REMIC securities. Through October 31, 2011, we acquired $14 million of securities at Redwood.

TABLE OF CONTENTS

Unrealized Gains and Losses on Real Estate Securities and Derivatives

At September 30, 2011, we had net unrealized gains of $32 million recorded to accumulated other comprehensive income, a component of stockholders equity, an $80 million decrease from the net unrealized gains of $112 million at December 31, 2010. The following table presents the activity related to unrealized gains and losses on securities and derivatives for the nine months ended September 30, 2011.

Table 7 Accumulated Other Comprehensive Income

(In Millions)	Senior Residential	Re-REMIC Residential	Subordinate Residential	Commercial	CDO	Derivatives	Total
December 31, 2010	$ 87	$ 52	$5	$ 1	$ (4)	$ (29)	$ 112
OTTI recognized in OCI			(1)				(1)
Net unrealized loss on real estate securities	(36)	(6)	(8)				(50)
Net unrealized loss on interest rate agreements						(40)	(40)
Reclassification:							
Other-than-temporary impairment to net income	1		2	1			4
Unrealized loss to noncontrolling interest					4		4
Unrealized loss on interest rate agreements to net income						3	3
Accumulated Income (Loss) Recognized in Stockholders Equity at September 30, 2011	$ 52	$ 46	$(2)	$ 2	$	$ (66)	$ 32

During the first nine months of 2011, $4 million of net unrealized losses were reclassified to earnings upon recognition of other-than-temporary impairment (OTTI), $1 million of OTTI were recognized in unrealized losses, and $50 million of fair value decreases on securities were recognized in net unrealized gains. A portion of these fair value changes, $4 million, was attributable to AFS securities owned at the Fund and reclassified to noncontrolling interest.

A significant aspect of our ongoing risk management activities entails managing the interest-rate exposure brought about by long-term liabilities, primarily our $140 million of long-term debt. Changes in the values of derivatives designated as cash flow hedges used to offset changes in future payment obligations currently flow to the extent effective through our consolidated balance sheet and not our consolidated income statement. The significant decline in benchmark interest rates during the third quarter of 2011 caused a $37 million decline in the value of these derivatives, accounting for 56% of the book value decline in the third quarter. At September 30, 2011, interest rate agreements previously or currently accounted for as cash flow hedges had an unrealized loss of $66 million, a $37 million reduction from the net unrealized loss of $29 million at December 31, 2010. During the first nine months of 2011, $3 million of net unrealized losses on interest rate agreements related to derivatives previously designated as cash flow hedges were reclassified to earnings, and $40 million of valuation decreases associated with derivatives currently accounted for cash flow hedges were recognized in other comprehensive income.

While changes in the value of derivatives designated as cash flow hedges affect reported book value from quarter to quarter, we have a long-term view on the underlying hedging relationships. For instance, the derivative hedges closely

match the terms of our long-term debt, which has a remaining life of approximately 26 years. At some point during this time frame, interest rates may rise, increasing the value of these hedges. Through October 31, 2011, as a result of the recent rise in rates, our long-term debt hedges have recovered in value by approximately $9 million quarter-to-date.

TABLE OF CONTENTS

Investments in Securitization Entities

The estimated carrying value of our investments in the Sequoia and Acacia entities totaled $102 million, or 11% of our equity at September 30, 2011. During the third quarter of 2011, cash flow generated by our investments on these entities totaled $8 million.

At September 30, 2011, the estimated carrying value of our investments in Sequoia entities was $101 million and management s estimate of the non-GAAP economic value was $106 million. The non-GAAP economic value of New Sequoia was $49 million and the non-GAAP economic value of Legacy Sequoia was $57 million. The $101 million estimate of carrying value represents the difference between the carrying costs of the assets ($3.9 billion at September 30, 2011) and liabilities ($3.8 billion at September 30, 2011) owned at the consolidated Sequoia entities. The $106 million estimate of economic value consists of $53 million of interest-only securities (IOs) and $53 million of senior and subordinate securities and is calculated using the same valuation process that we follow to fair value our other real estate securities.

At September 30, 2011, the estimated carrying value of our investments in the Acacia entities was $1 million.

Factors Affecting Management s Estimate of Economic Book Value

In reviewing our non-GAAP estimate of economic value, there are a number of important factors and limitations to consider. The estimated economic value of our stockholders equity is calculated as of a particular point in time based on our existing assets and liabilities or, in certain cases, our estimate of economic value of our existing assets and liabilities, and does not incorporate other factors that may have a significant impact on that value, most notably the impact of future business activities and cash flows. As a result, the estimated economic value of our stockholders equity does not necessarily represent an estimate of our net realizable value, liquidation value, or our market value as a whole. Amounts we ultimately realize from the disposition of assets or settlement of liabilities may vary significantly from the estimated economic values of those assets and liabilities. Because temporary changes in market conditions can substantially affect our estimate of the economic value of our stockholders equity, we do not believe that short-term fluctuations in the economic value of our assets and liabilities are necessarily representative of the effectiveness of our investment strategy or the long-term underlying value of our business.

Our estimated non-GAAP economic value is calculated using bid-side asset marks (or estimated bid-side values) and offer-side marks for our financial liabilities (or estimated offered-side values), as required to determine fair value under GAAP. When quoted market prices or observable market data are not available to estimate fair value, we rely on Level 3 inputs. Because assets and liabilities classified as Level 3 are generally based on unobservable inputs, the process of calculating economic value is generally subjective and involves a high degree of management judgment and assumptions. These assumptions may have a significant effect on our estimates of economic value, and the use of different assumptions as well as changes in market conditions could have a material effect on our results of operations or financial condition.

For GAAP, we report as a liability the $140 million outstanding principal amount of our long-term debt. We calculated the $57 million estimate of non-GAAP economic value of our long-term debt based on its stated interest rate using the same valuation process used to fair value our other financial assets and liabilities. The differences between the GAAP carrying value of our investments in Sequoia entities and management s estimate of the non-GAAP economic value of those investments is set forth above under *Investments in Securitization Entities.*

TABLE OF CONTENTS

Results of Operations and Financial Condition

The following tables present the results of Redwood (Parent), New Sequoia (Sequoia securitization entities issued in 2010 and subsequent periods), and Other Consolidated Entities in order to supplement our consolidated GAAP results for the three and nine months ended September 30, 2011 and 2010. The interest income and expense related to the resecuritization we engaged in during the third quarter of 2011 are included at Redwood (Parent). Additionally, these tables present the New Sequoia securitization entities separately from Other Consolidated Entities to highlight our renewed focus on growing our core business of creating residential credit investments. Other Consolidated Entities include Sequoia entities issued prior to 2010, Acacia entities, and the Fund.

Table 8 Consolidating Income Statements

	Three Months Ended September 30, 2011				
(In Thousands)	Redwood (Parent)	New Sequoia	Other Consolidated Entities	Intercompany Adjustments	Redwood Consolidated
Interest income	$28,220	$4,648	$20,528	$	$53,396
Interest expense	(3,583)	(3,928)	(16,806)		(24,317)
Net interest income	24,637	720	3,722		29,079
Provision for loan losses		(8)	(3,970)		(3,978)
Market valuation adjustments, net	(12,337)		(1,111)		(13,448)
Net interest income (loss) after provision and market valuation adjustments	12,300	712	(1,359)		11,653
Operating expenses	(11,451)		(56)		(11,507)
Realized gains on sales and calls, net	576		569		1,145
Income from New Sequoia	712			(712)	
Loss from Other Consolidated Entities	(826)			826	
Noncontrolling interest			20		20
Net income (loss) before provision for taxes	1,311	712	(826)	114	1,311
Provision for income taxes	(14)				(14)
Net Income (Loss)	$1,297	$712	$(826)	$114	$1,297

	Three Months Ended September 30, 2010				
(In Thousands)	Redwood (Parent)	New Sequoia	Other Consolidated Entities	Intercompany Adjustments	Redwood Consolidated
Interest income	$26,445	$2,315	$30,255	$	$59,015
Interest expense	(2,621)	(1,760)	(19,314)		(23,695)
Net interest income	23,824	555	10,941		35,320
Provision for loan losses		(9)	(2,427)		(2,436)
Market valuation adjustments, net	114		(1,687)		(1,573)
Net interest income after provision and market valuation adjustments	23,938	546	6,827		31,311

Operating expenses	(12,207)		(38)		(12,245)
Realized gains on sales and calls, net	1,505		61		1,566
Income from New Sequoia	546			(546)	
Income from Other Consolidated Entities	6,318			(6,318)	
Noncontrolling interest			(532)		(532)
Net income before provision for taxes	20,100	546	6,318	(6,864)	20,100
Provision for income taxes	(202)				(202)
Net Income	$19,898	$546	$6,318	$(6,864)	$19,898

TABLE OF CONTENTS

	Nine Months Ended September 30, 2011				
(In Thousands)	Redwood (Parent)	New Sequoia	Other Consolidated Entities	Intercompany Adjustments	Redwood Consolidated
Interest income	$ 82,042	$ 11,964	$ 66,678	$	$ 160,684
Interest expense	(8,518)	(10,208)	(51,197)		(69,923)
Net interest income	73,524	1,756	15,481		90,761
Provision for loan losses		(21)	(8,346)		(8,367)
Market valuation adjustments, net	(18,406)		(11,929)		(30,335)
Net interest income (loss) after provision and market valuation adjustments	55,118	1,735	(4,794)		52,059
Operating expenses	(34,859)	(7)	(241)		(35,107)
Realized gains (losses) on sales and calls, net	11,583		(739)		10,844
Income from New Sequoia	1,728			(1,728)	
Loss from Other Consolidated Entities	(4,627)			4,627	
Noncontrolling interest			1,147		1,147
Net income (loss) before provision for taxes	28,943	1,728	(4,627)	2,899	28,943
Provision for income taxes	(42)				(42)
Net Income (Loss)	$ 28,901	$ 1,728	$ (4,627)	$ 2,899	$ 28,901

	Nine Months Ended September 30, 2010				
(In Thousands)	Redwood (Parent)	New Sequoia	Other Consolidated Entities	Intercompany Adjustments	Redwood Consolidated
Interest income	$ 79,292	$ 3,905	$ 91,104	$	$ 174,301
Interest expense	(5,913)	(3,147)	(53,980)		(63,040)
Net interest income	73,379	758	37,124		111,261
Provision for loan losses		(21)	(16,212)		(16,233)
Market valuation adjustments, net	(6,543)		(13,392)		(19,935)
Net interest income after provision and market valuation adjustments	66,836	737	7,520		75,093
Operating expenses	(40,272)		(506)		(40,778)
Realized gains on sales and calls, net	55,543		6,442		61,985
Income from New Sequoia	737			(737)	
Income from Other Consolidated Entities	12,753			(12,753)	
Noncontrolling interest			(703)		(703)
Net income before provision for taxes	95,597	737	12,753	(13,490)	95,597
Provision for income taxes	(254)				(254)
Net Income	$ 95,343	$ 737	$ 12,753	$ (13,490)	$ 95,343

TABLE OF CONTENTS

At September 30, 2011, 77% of our consolidated assets and 90% of our consolidated liabilities were owned at the consolidated Sequoia and Acacia entities that we sponsor. Although we consolidate these assets and liabilities for financial reporting purposes, they are bankruptcy-remote from us. That is, they are structured so that Redwood s obligations are not liabilities of the consolidated entities and the liabilities of the consolidated entities are not legal obligations of Redwood.

The following table presents the components of our non-GAAP consolidating balance sheet at September 30, 2011.

Table 9 Consolidating Balance Sheet

September 30, 2011 (In Thousands)	Redwood (Parent)[1]	New Sequoia	Other Consolidated Entities	Intercompany Adjustments	Redwood Consolidated
Residential real estate loans	$228,906	$742,931	$3,185,746	$	$4,157,583
Commercial real estate loans	98,061		12,563		110,624
Real estate securities, at fair value:					
Trading securities	22,199		256,192		278,391
Available-for-sale securities	754,862				754,862
Cash and cash equivalents	133,446				133,446
Investment in New Sequoia	53,696			(53,696)	
Investment in Other Consolidated Entities	48,178			(48,178)	
Total earning assets	1,339,348	742,931	3,454,501	(101,874)	5,434,906
Other assets	76,573	6,646	36,208		119,427
Total Assets	$1,415,921	$749,577	$3,490,709	$(101,874)	$5,554,333
Short-term debt	$	$	$	$	$
Other liabilities	85,470	2,488	74,906		162,864
Asset-backed securities issued	232,006	693,393	3,367,625		4,293,024
Long-term debt	139,500				139,500
Total liabilities	456,976	695,881	3,442,531		4,595,388
Stockholders equity	958,945	53,696	48,178	(101,874)	958,945
Noncontrolling interest					
Total equity	958,945	53,696	48,178	(101,874)	958,945
Total Liabilities and Equity	$1,415,921	$749,577	$3,490,709	$(101,874)	$5,554,333

(1) The consolidating balance sheet presents the assets and liabilities of the resecuritization we engaged in during the third quarter of 2011 under Redwood (Parent), although these assets and liabilities are owned by the resecuritization entity and are legally not ours and we own only the securities and interests that we acquired from the resecuritization entity. At September 30, 2011, the resecuritization accounted for $350 million of available-for-sale securities and $232 million of asset-backed securities issued and our investment in this resecuritization is reflected in the difference between these assets and liabilities.

TABLE OF CONTENTS

Results of Operations Redwood (Parent)

Net Interest Income after MVA at Redwood (Parent)

Net interest income after MVA at Redwood was $12 million and $24 million for the three months ended September 30, 2011 and 2010, respectively. Net interest income after MVA at Redwood was $55 million and $67 million for the nine months ended September 30, 2011 and 2010, respectively. The interest income and interest expense related to the resecuritization we engaged in during the third quarter of 2011 are included in Redwood (Parent). The following table presents the components of net interest income after MVA at Redwood for the three and nine months ended September 30, 2011 and 2010.

Table 10 Net Interest Income after MVA at Redwood (Parent)

	Three Months Ended September 30,					
	2011			2010		
(Dollars in Thousands)	Interest Income/ (Expense)	Average Amortized Cost	Yield	Interest Income/ (Expense)	Average Amortized Cost	Yield
Interest Income						
Residential real estate loans	$3,583	$313,763	4.57 %	$271	$16,463	6.58 %
Commercial real estate loans	2,158	79,445	10.87%	60	242	99.17%
Trading securities	2,032	21,014	38.68%	2,351	20,540	45.78%
Available-for-sale securities	20,442	637,180	12.83%	23,674	652,438	14.51%
Cash and cash equivalents	5	124,467	0.02 %	89	241,278	0.15 %
Total Interest Income	28,220	1,175,869	9.60 %	26,445	930,961	11.36%
Interest Expense						
Short-term debt	(78)	18,116	(1.72)%	(2)		(0.00)%
ABS issued	(1,121)	181,776	(2.47)%			
Long-term debt[1]	(907)	138,242	(2.62)%	(1,198)	138,620	(3.46)%
Interest rate agreements[1]	(1,477)	138,242	(4.27)%	(1,421)	138,620	(4.10)%
Total Interest Expense	(3,583)	338,134	(4.24)%	(2,621)	138,620	(7.56)%
Net Interest Income	24,637			23,824		
Market valuation adjustments, net	(12,337)			114		
Net Interest Income After MVA at Redwood	$12,300			$23,938		

	Nine Months Ended September 30,					
	2011			2010		
(Dollars in Thousands)	Interest Income/ (Expense)	Average Amortized Cost	Yield	Interest Income/ (Expense)	Average Amortized Cost	Yield
Interest Income						
Residential real estate loans	$7,562	$214,574	4.70 %	$332	$7,077	6.26 %
Commercial real estate loans	4,688	58,632	10.66%	74	243	40.65%

Trading securities	6,164	20,862	39.40%	7,866	19,592	52.80%
Available-for-sale securities	63,597	635,338	13.35%	70,826	659,603	14.34%
Cash and cash equivalents	31	108,865	0.04 %	194	249,745	0.10 %
Total Interest Income	82,042	1,038,271	10.54%	79,292	936,260	11.29%
Management fees						
Interest Expense						
Short-term debt	(267)	22,520	(1.58)%	(38)	2,640	(1.92)%
ABS issued	(1,121)	61,258	(2.44)%			
Long-term debt[1]	(2,716)	138,231	(2.62)%	(3,467)	138,384	(3.34)%
Interest rate agreements[1]	(4,414)	138,231	(4.26)%	(2,408)	138,384	(2.32)%
Total Interest Expense	(8,518)	222,009	(5.12)%	(5,913)	141,024	(5.59)%
Net Interest Income	73,524			73,379		
Market valuation adjustments, net	(18,406)			(6,543)		
Net Interest Income After MVA at Redwood	$55,118			$66,836		

(1) Interest rate agreement expense relates to cash-flow hedges on long-term debt. The combined expense yield on our hedged long-term debt is 6.89% and 6.88% for the three and nine months ended September 30, 2011, respectively.

TABLE OF CONTENTS

The $12 million decrease in net interest income after MVA for the three months ended September 30, 2011, was primarily due to an increase in negative MVA during the third quarter of 2011 as a result of valuation decreases on risk management derivatives.

Net Interest Income at Redwood (Parent)

Net interest income at Redwood was $25 million and $24 million for the three months ended September 30, 2011 and 2010, respectively. Net interest income at Redwood was $74 million and $73 million for the nine months ended September 30, 2011 and 2010, respectively. Higher interest income from commercial and residential loans was partially offset by lower interest income from real estate securities. In future periods, we expect our expanding residential and commercial loan businesses to represent a larger portion of our net interest income.

The following tables present the components of the interest income we earned on AFS securities for the three and nine months ended September 30, 2011 and 2010.

Table 11 Interest Income AFS Securities at Redwood (Parent)

Three Months Ended September 30, 2011

(Dollars in Thousands)	Interest Income	Discount (Premium) Amortization	Total Interest Income	Average Amortized Cost	Yield as a Result of[1] Interest Income	Discount (Premium) Amortization	Total Interest Income
Residential							
Senior	$5,473	$ 8,621	$14,094	$508,262	4.31 %	6.78 %	11.09%
Re-REMIC	1,737	(62)	1,675	41,598	16.70%	(0.60)%	16.10%
Subordinate	2,541	1,579	4,120	82,600	12.31%	7.65 %	19.96%
Total Residential	9,751	10,138	19,889	632,460	6.17 %	6.41 %	12.58%
Commercial	484	69	553	4,720	41.02%	5.85 %	46.87%
CDO	26	(26)			N/A	N/A	N/A
Total AFS Securities	$10,261	$ 10,181	$20,442	$637,180	6.44 %	6.39 %	12.83%

Three Months Ended September 30, 2010

(Dollars in Thousands)	Interest Income	Discount (Premium) Amortization	Total Interest Income	Average Amortized Cost	Yield as a Result of[1] Interest Income	Discount (Premium) Amortization	Total Interest Income
Residential							
Senior	$6,583	$9,617	$16,200	$567,483	4.64 %	6.78 %	11.42 %
Re-REMIC	1,794	(336)	1,458	33,250	21.59 %	(4.04)%	17.55 %
Subordinate	3,002	871	3,873	44,431	27.02 %	7.84 %	34.86 %
Total Residential	11,379	10,152	21,531	645,164	7.05 %	6.29 %	13.34 %
Commercial	2,137	(2)	2,135	7,274	117.50%	(0.10)%	117.40%
CDO	34	(26)	8		N/A	N/A	N/A

Total AFS Securities	$13,550	$10,124	$23,674	$652,438	8.31 %	6.21 %	14.52 %

66

TABLE OF CONTENTS

Nine Months Ended September 30, 2011

(Dollars in Thousands)	Interest Income	Discount (Premium) Amortization	Total Interest Income	Average Amortized Cost	Yield as a Result of[1] Interest Income	Discount (Premium) Amortization	Total Interest Income
Residential							
Senior	$17,236	$ 27,193	$44,429	$521,278	4.41 %	6.96 %	11.37%
Re-REMIC	4,750	(159)	4,591	34,930	18.13%	(0.61)%	17.52%
Subordinate	7,976	4,965	12,941	73,733	14.42%	8.98 %	23.40%
Total Residential	29,962	31,999	61,961	629,941	6.34 %	6.77 %	13.11%
Commercial	1,465	138	1,603	5,397	36.22%	3.38 %	39.60%
CDO	112	(79)	33		N/A	N/A	N/A
Total AFS Securities	$31,539	$ 32,058	$63,597	$635,338	6.62 %	6.73 %	13.35%

Nine Months Ended September 30, 2010

(Dollars in Thousands)	Interest Income	Discount (Premium) Amortization	Total Interest Income	Average Amortized Cost	Yield as a Result of[1] Interest Income	Discount (Premium) Amortization	Total Interest Income
Residential							
Senior	$21,598	$ 30,141	$51,739	$569,338	5.06 %	7.06 %	12.12%
Re-REMIC	6,237	(1,471)	4,766	37,783	22.01%	(5.19)%	16.82%
Subordinate	9,658	1,013	10,671	45,030	28.60%	3.00 %	31.60%
Total Residential	37,493	29,683	67,176	652,151	7.67 %	6.07 %	13.74%
Commercial	3,838	(290)	3,548	7,452	68.67%	(5.20)%	63.47%
CDO	179	(77)	102		N/A	N/A	N/A
Total AFS Securities	$41,510	$ 29,316	$70,826	$659,603	8.39 %	5.93 %	14.32%

(1) Cash flow from many of our subordinate securities can be volatile and in certain cases (e.g., when the fair values of certain securities are close to zero) any interest income earned can result in unusually high reported yields that are not sustainable and not necessarily meaningful.

Interest income from available-for-sale securities at Redwood was $20 million for the third quarter of 2011, a decline of $4 million from the third quarter of 2010. Interest income from available-for-sale securities at Redwood was $64 million for the nine months ended September 30, 2011, a decline of $7 million from the nine months ended September 30, 2010. These decreases were primarily the result of declining security balances as proceeds from the sales and paydowns from this portfolio were reinvested in our expanding residential and commercial loans businesses.

Interest income from trading securities at Redwood was $2 million in both the third quarter of 2011 and 2010. Interest income from trading securities at Redwood was $6 million for the nine months ended September 30, 2011, as compared to $8 million for the nine months ended September 30, 2010. We have not acquired or otherwise added to our trading securities at Redwood since early in the first quarter of 2010. The decline in interest income from these securities is a result of principal paydowns on the notional balances of these investments. The decline in reported yield is a result of the appreciation in value of these securities since early in 2010. The appreciation in value during this time period was recorded as market valuation adjustments through our consolidated statements of income.

67

TABLE OF CONTENTS

Market Valuation Adjustments (MVA) at Redwood (Parent)

The following table shows the impact of market valuation adjustments and impairments (including those of the resecuritization we engaged in during the third quarter of 2011) on our consolidated statements of income for the three and nine months ended September 30, 2011 and 2010.

Table 12 MVA at Redwood (Parent)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
Residential real estate loans (held-for-sale)	$ 363	$ 159	$ 374	$ 335
Trading securities	1,765	5,022	912	5,271
Impairment on AFS securities	(1,083)	(2,514)	(3,551)	(7,442)
Risk management derivatives	(13,093)	(2,538)	(15,843)	(4,635)
REO	(289)	(15)	(298)	(72)
Total Market Valuation Adjustments, Net	$ (12,337)	$ 114	$ (18,406)	$ (6,543)

Trading Securities and Derivatives

Negative market valuation adjustments on trading securities and derivatives were $11 million in the third quarter of 2011, an increase in expense of $14 million from the third quarter of 2010. Market valuation adjustments on trading securities were $2 million in the third quarter of 2011, a decrease of $3 million from the third quarter of 2010. Over the past several quarters we have increased the balances of our risk management derivatives as part of our ongoing efforts to manage certain risks associated with the residential loans we own or plan to acquire and securitize, and our investments in commercial loans.

Hedging our Residential Loan Pipeline

As part of our ongoing risk management activities, we hedge against potential decreases in the value of our pipeline of fixed-rate and hybrid loans awaiting securitization that would result primarily from a rise in benchmark interest rates. We are exposed to this risk between the time we lock the mortgage rate on loans we plan to acquire, through the time these loans are securitized through our Sequoia program. Under normal market conditions and assuming we have hedged well, we would expect our risk management derivatives to minimize our risk to changing interest rates so that the gain or loss in the value of our derivatives would roughly match a loss or gain in the value of our pipeline of loans. Under more difficult market conditions, such as those we have experienced over recent quarters, navigating through our GAAP results can become increasingly complex.

One complexity results from our current method of accounting for Sequoia securitizations GAAP financing treatment. With financing (as opposed to sale) treatment, there are timing differences between when the changes in value of our loan pipeline derivatives are recognized in our consolidated income statement versus the recognition of changes in value of the related loans. The relatively long periods, on average, between when the interest rate is locked on a loan we plan to acquire and when that loan is securitized through our Sequoia program has resulted in significant timing differences using GAAP financing treatment that we would not expect once the loan volume through our Sequoia securitization program increases and accumulation periods shorten.

Another complexity related to our residential loan pipeline results from adverse market conditions observed recently as interest rates moved sharply lower while credit spreads widened. As a result of these movements, loan values did not increase sufficiently to offset the $12 million mark-to-market loss on loan pipeline derivatives. Such a directional trend can reverse however, at any time. For example, at September 30, 2011, our pipeline hedges had declined in value by $12 million for the third quarter while, at October 31, 2011, our pipeline hedges had recovered $2 million of value as a result of the rise in benchmark interest rates during the month of October.

To reduce these complexities, management analyzes our loan securitization activities in an alternative manner that measures each securitization transaction from what we believe to be its economic contribution. That is, we determine whether an economic gain or loss resulted from a securitization transaction after

TABLE OF CONTENTS

considering net securitization proceeds, the net coupon interest earned on accumulated loans prior to securitization, loan acquisition costs, and the net effect of pipeline hedging activities. On this economic basis, our September 2011 securitization, which was done amid much market turmoil, resulted in an economic loss. On this same economic basis, our March 2011 securitization, which was done during more favorable conditions, resulted in an economic gain. Overall, for 2011, the net of these results for the two transactions was a modest economic gain and we achieved our primary goal of creating long-term investments (approximately $34 million) that we could retain at attractive levels.

We continue to reassess our disclosures with the goal of making our GAAP accounting as reflective of the economics of our business as possible. One specific change we are contemplating is moving from a financing accounting model for some future securitizations, to a sale accounting model in order to significantly reduce the timing differences that prevail in our GAAP results as a result of the complexities described herein. We are aware of the negative connotations often associated with sale accounting in the wake of the subprime collapse in 2007. However, a combination of accounting rule changes, significant new disclosures, a robust methodology for valuing retained securities, and greater auditor and regulatory scrutiny has us contemplating whether a sale accounting framework might help our readers to better understand and evaluate our reported results.

Impairment on AFS securities

At Redwood, we classify most securities as AFS and report any unrealized gains and losses, as well as any OTTI not related to credit factors, as components of equity in our consolidated balance sheets. Any OTTI on AFS securities that is related to adverse credit factors is recorded through our consolidated statements of income. Similarly, any unrealized losses on AFS securities that we no longer intend to hold at the date of the financial statements are recorded as OTTI through our consolidated statements of income.

During the third quarter of 2011, we recognized an aggregate $1 million of OTTI on AFS securities at Redwood. Of this amount, $1 million was related to credit factors and recognized in our consolidated statements of income, and less than $1 million was recognized as a reduction in stockholders equity. During the third quarter of 2010, we recognized an aggregate $6 million of OTTI on AFS securities at Redwood. Of this amount, $3 million was related to credit factors and recognized in our consolidated statements of income, and the remaining $3 million was recognized as a reduction in equity.

During the first nine months of 2011, we recognized an aggregate $6 million of OTTI on AFS securities at Redwood. Of this amount, $4 million was related to credit factors and recognized in our consolidated statements of income, and $2 million was recognized as a reduction in stockholders equity. During the nine months of 2010, we recognized an aggregate $15 million of OTTI on AFS securities at Redwood. Of this amount, $7 million was related to credit factors and recognized in our consolidated statements of income, and the remaining $8 million was recognized as a reduction in stockholders equity.

TABLE OF CONTENTS

Earning Assets Redwood (Parent)

Residential Real Estate Loans Held-for-Investment at Redwood (Parent)

During the third quarter of 2011, we continued to purchase newly originated jumbo loans through our Sequoia securitization program. At September 30, 2011, residential loans held-for-investment had an outstanding principal balance of $226 million and a carrying value of $227 million. The following table provides the activity of residential real estate loans held-for-investment during the three and nine months ended September 30, 2011.

Table 13 Residential Real Estate Loans Held-for-Investment at Redwood (Parent) Activity

(In Thousands)	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Balance at beginning of period	$ 203,465	$ 253,081
Acquisitions	404,597	657,457
Sequoia securitization	(376,226)	(671,329)
Principal repayments	(5,099)	(10,608)
Transfers to held-for-sale		(1,861)
Premium amortization	(9)	(12)
Balance at End of Period	$ 226,728	$ 226,728

The following table details outstanding balances for these loans by product type at September 30, 2011.

Table 14 Characteristics of Residential Real Estate Loans Held-for-Investment at Redwood (Parent)

September 30, 2011 (Dollars In Thousands)	Principal Value	Weighted Average Coupon
First Lien Prime		
Fixed	$ 153,958	4.49 %
Hybrid	72,486	4.27 %
Total Outstanding Principal	$ 226,444	4.42 %

TABLE OF CONTENTS

Commercial Real Estate Loans Held-for-Investment at Redwood (Parent)

At September 30, 2011, there were twelve commercial loans held-for-investment with an outstanding principal balance of $99 million and a carrying value of $98 million. The following table provides the activity of commercial real estate loans held-for-investment during the three and nine months ended September 30, 2011.

Table 15 Commercial Real Estate Loans at Redwood (Parent) Activity

(In Thousands)	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Balance at beginning of period	$ 71,168	$ 30,536
Originations/Acquisitions	26,908	67,493
Principal repayments	(24)	(28)
Discount amortization	9	60
Balance at End of Period	$ 98,061	$ 98,061

The following table details outstanding balances for these loans by product type at September 30, 2011.

Table 16 Commercial Real Estate Loans Characteristics at Redwood (Parent)

September 30, 2011 (Dollars In Thousands)	Principal Value	Percent of Total
Office	$ 36,949	37.47 %
Hospitality	17,700	17.95 %
Multi-family	14,000	14.20 %
Retail	29,951	30.38 %
Total Outstanding Principal	$ 98,600	100.00 %

Derivative Financial Instruments at Redwood (Parent)

Risks Related to Unsecuritized Residential and Commercial Loans

In order to manage risks associated with residential loans we own or plan to acquire and securitize, and commercial loans we invest in, at September 30, 2011, we were party to interest rate agreements with an aggregate notional amount of $154 million, TBA contracts sold, net with a notional amount of $177 million, and financial futures with an aggregate notional amount of $324 million. Net negative market valuation adjustments on these derivatives were $13 million and $16 million for the three and nine months ended September 30, 2011, respectively.

Derivatives Designated as Cash Flow Hedges

To fix the interest expense related to our long-term debt we entered into interest rate swaps during 2010 with an aggregate notional balance of $140 million at September 30, 2011. We designated these derivatives as cash flow hedges. For the three and nine months ended September 30, 2011, these hedges decreased in value by $38 million and $40 million, respectively, which was recorded to accumulated other comprehensive income, a component of equity.

TABLE OF CONTENTS

Securities at Redwood (Parent)

We classify most senior, re-REMIC, and subordinate securities as AFS securities under GAAP. Senior securities are those interests in a securitization that have the first right to cash flows and are last in line to absorb losses. Of the senior securities owned at Redwood at September 30, 2011, $185 million of prime securities and $165 million of non-prime securities were financed through a non-recourse resecuritization entity. Re-REMIC securities, as presented herein, were created through the resecuritization of certain senior interests to provide additional credit support to those interests. These re-REMIC securities are therefore subordinate to the remaining senior interest, but senior to any subordinate tranches of the securitization from which they were created. Subordinate securities are all interests below senior and re-REMIC interests. The commercial and CDO securities that we own are subordinate securities.

The following table provides real estate securities activity at Redwood for the three and nine months ended September 30, 2011.

Table 17 Real Estate Securities Activity at Redwood (Parent)

Three Months Ended September 30, 2011

(In Thousands)	Residential Senior	Re-REMIC	Subordinate	Commercial	CDO	Total
Beginning fair value	$593,350	$77,575	$82,881	$5,865	$1,403	$761,074
Acquisitions	3,635	36,888	3,491			44,014
Sales						
Gains on sales and calls, net			832			832
Effect of principal payments	(17,745)		(2,282)			(20,027)
Change in fair value, net	(3,398)	(1,363)	(3,700)	22	(393)	(8,832)
Ending Fair Value	$575,842	$113,100	$81,222	$5,887	$1,010	$777,061

Nine Months Ended September 30, 2011

(In Thousands)	Residential Senior	Re-REMIC	Subordinate	Commercial	CDO	Total
Beginning fair value	$661,998	$85,077	$67,608	$7,496	$1,038	$823,217
Acquisitions	18,950	36,888	34,674			90,512
Sales	(35,865)	(5,230)	(703)	(2,116)		(43,914)
Gains on sales and calls, net	6,276	3,006	1,595	1,185		12,062
Effect of principal payments	(57,065)		(6,788)			(63,853)
Change in fair value, net	(18,452)	(6,641)	(15,164)	(678)	(28)	(40,963)
Ending Fair Value	$575,842	$113,100	$81,222	$5,887	$1,010	$777,061

TABLE OF CONTENTS

The following tables present the carrying value (which equals fair value) as a percent of principal balance for securities owned at Redwood at September 30, 2011 and December 31, 2010.

Table 18 Fair Value as Percent of Principal Balance for Real Estate Securities at Redwood (Parent)

September 30, 2011 (Dollars in Millions)	2004 & Earlier		2005		2006	2008	Total	
	Value	%	Value	%	Value	%	Value	%
Residential Senior								
Prime	$ 12	84 %	$ 202	83 %	$ 63	89 %	$ 277	84 %
Non-prime	104	85 %	189	83 %	6	82 %	299	84 %
Total	116	85 %	391	83 %	69	88 %	576	84 %
Residential Re-REMIC	2	60 %	19	54 %	92	59 %	113	58 %
Residential Subordinate								
Prime	61	36 %	6	21 %	4	12 %	71	31 %
Non-prime	10	44 %					10	28 %
Total	71	37 %	6	21 %	4	9 %	81	31 %
Commercial	6	18 %					6	18 %
CDO			1	5 %			1	5 %
Total Securities at Redwood	$ 195		$ 417		$ 165		$ 777	

December 31, 2010 (Dollars in Millions)	2004 & Earlier		2005		2006	2008	Total	
	Value	%	Value	%	Value	%	Value	%
Residential Senior								
Prime	$ 13	85 %	$ 228	88 %	$ 75	90 %	$ 316	88 %
Non-prime	117	86 %	220	82 %	9	79 %	346	83 %
Total	130	86 %	448	85 %	84	89 %	662	85 %
Residential Re-REMIC	6	64 %	12	66 %	67	60 %	85	61 %
Residential Subordinate								
Prime	42	25 %	7	17 %	5	8 %	54	20 %
Non-prime	13	46 %					13	46 %
Total	55	28 %	7	17 %	5	7 %	67	21 %
Commercial	7	17 %	1	1 %			8	8 %
CDO			1	6 %			1	6 %
Total Securities at Redwood	$ 198		$ 469		$ 156		$ 823	

TABLE OF CONTENTS

Residential Securities

At September 30, 2011, the residential securities held at Redwood (as a percentage of current market value) consisted of fixed-rate assets (37%), adjustable-rate assets (13%), hybrid assets that reset within the next year (29%), hybrid assets that reset between 12 and 36 months (4%), and hybrid assets that reset after 36 months (17%).

The following tables present the components of carrying value at September 30, 2011 and December 31, 2010 for our residential securities.

Table 19 Carrying Value of Residential Securities at Redwood (Parent)

September 30, 2011	Residential		
(In Thousands)	Senior	Re-REMIC	Subordinate
Principal balance of AFS securities	$ 687,275	$ 194,245	$ 253,625
Credit reserve	(52,993)	(58,106)	(141,755)
Net unamortized discount	(130,780)	(68,861)	(29,880)
Amortized cost	503,502	67,278	81,990
Gross unrealized gains	59,509	45,829	7,479
Gross unrealized losses	(7,925)	(7)	(8,730)
Carrying value of AFS securities	555,086	113,100	80,739
Carrying value of trading securities	20,756		483
Total Carrying Value of Residential Securities	$ 575,842	$ 113,100	$ 81,222

December 31, 2010	Residential		
(In Thousands)	Senior	Re-REMIC	Subordinate
Principal balance of AFS securities	$ 774,852	$ 139,426	$ 304,598
Credit reserve	(31,594)	(44,182)	(208,983)
Net unamortized discount	(187,983)	(62,471)	(34,431)
Amortized cost	555,275	32,773	61,184
Gross unrealized gains	88,339	52,304	11,499
Gross unrealized losses	(1,358)		(5,649)
Carrying value of AFS securities	642,256	85,077	67,034
Carrying value of trading securities	19,742		574
Total Carrying Value of Residential Securities	$ 661,998	$ 85,077	$ 67,608

Senior Securities

The fair value of our senior AFS securities was equal to 81% of their principal balance at September 30, 2011, while our amortized cost was equal to 73% of the principal balance. The fair value of our senior securities accounted for as trading securities was $21 million. Volatility in income recognition for these securities is most affected by changes in prepayment rates and, to a lesser extent, credit results and interest rates.

The loans underlying all of our residential senior securities totaled $19 billion at September 30, 2011, consisting of $11 billion prime and $8 billion non-prime. These loans are located nationwide with a large concentration in California (43%). Serious delinquencies (90+ days, in foreclosure or REO) at September 30, 2011 were 12.15% of

current balances. Serious delinquencies were 9.80% of current balances for loans in prime pools and 15.15% of current balances for loans in non-prime pools.

Re-REMIC Securities

Our re-REMIC portfolio consists of prime residential senior securities that were pooled and re-securitized in 2009 and 2010 by third-parties to create two-tranche structures; we own support securities within those structures. There were no credit losses in our re-REMIC portfolio during the first nine months of 2011. We anticipate losses, which were included in our acquisition assumptions, and have allocated $58 million of the purchase discount to credit reserves of the $194 million principal balance.

TABLE OF CONTENTS

The fair value of our re-REMIC AFS securities was equal to 58% of the principal balance of the portfolio at September 30, 2011, while our amortized cost was equal to 35% of the principal balance. The loans underlying all of our residential re-REMIC securities totaled $8 billion at September 30, 2011, and were all prime credit quality at time of origination. These loans are located nationwide with a large concentration in California (44%). Serious delinquencies (90+ days, in foreclosure or REO) at September 30, 2011 were 9.00% of current balances.

Subordinate Securities

The fair value of our subordinate AFS securities was equal to 32% of the principal balance at September 30, 2011, while our amortized cost was also equal to 32% of the principal balance. Credit losses totaled $19 million in our residential subordinate portfolio during the third quarter of 2011, as compared to $28 million of losses during the third quarter of 2010. We expect future losses will extinguish the majority of the outstanding principal of these securities, as reflected by the $142 million of credit reserves we have provided for on the $254 million principal balance of those securities.

The loans underlying all of our residential subordinate securities totaled $26 billion at September 30, 2011, consisting of $24 billion prime and $2 billion non-prime (at origination). These loans are located nationwide with a large concentration in California (41%). Serious delinquencies (90+ days, in foreclosure or REO) at September 30, 2011 were 5.82% of current balances. Serious delinquencies were 5.16% of current balances for loans in prime pools and 15.43% of current balances for loans in non-prime pools.

Commercial Securities

At September 30, 2011, all of our commercial securities at Redwood were subordinate securities predominantly issued in 2004 and 2005. The fair value of these securities totaled $6 million and $8 million at September 30, 2011 and December 31, 2010, respectively. These securities provided credit enhancement on $19 billion of underlying loans on office, retail, multifamily, industrial, and other income-producing properties nationwide. Seriously delinquent loans (60+ days delinquent, in foreclosure or real estate owned) underlying commercial subordinate securities were $1.1 billion at September 30, 2011, a decrease of $63 million from December 31, 2010. Our credit reserve of $47 million on the current principal balance of $54 million at September 30, 2011, reflects our expectation that we will only receive a small amount of principal over the remaining life of these securities. Credit losses in excess of our investments in each securitization will be borne by senior securities once losses extinguish our subordinate investments. Accordingly, most of the remaining expected cash flow from commercial securities will come from coupon interest payments. Realized credit losses on our commercial securities were $4 million and $30 million in the three and nine months ended September 30, 2011, respectively, and were charged against our designated credit reserve.

TABLE OF CONTENTS

Results of Operations New Sequoia

Net interest income at New Sequoia was less than $1 million for both the three months ended September 30, 2011 and 2010. Net interest income at New Sequoia was $2 million and less than $1 million for the nine months ended September 30, 2011 and 2010, respectively. The following table presents the net interest income after provision at New Sequoia for the three and nine months ended September 30, 2011 and 2010.

Table 20 Net Interest Income After Provision at New Sequoia

	Three Months Ended September 30,					
	2011			2010		
(Dollars in Thousands)	Interest Income/ (Expense)	Average Amortized Cost	Yield	Interest Income/ (Expense)	Average Amortized Cost	Yield
Interest Income						
Residential real estate loans	$4,648	$392,622	4.74 %	$2,315	$204,504	4.53 %
Interest Expense						
ABS issued	(3,928)	356,429	(4.41)%	(1,760)	184,615	(3.81)%
Net Interest Income	720			555		
Provision for loan losses	(8)			(9)		
Net Interest Income After Provision	$712			$546		

	Nine Months Ended September 30,					
	2011			2010		
(Dollars in Thousands)	Interest Income/ (Expense)	Average Amortized Cost	Yield	Interest Income/ (Expense)	Average Amortized Cost	Yield
Interest Income						
Residential real estate loans	$11,964	$338,922	4.71 %	$3,905	$122,751	4.24 %
Interest Expense						
ABS issued	(10,208)	305,241	(4.46)%	(3,147)	110,282	(3.81)%
Net Interest Income	1,756			758		
Provision for loan losses	(21)			(21)		
Net Interest Income After Provision	$1,735			$737		

During the third quarter of 2011, we transferred $376 million of fixed rate, first-lien, residential mortgage loans originated in 2010 and 2011 with a weighted average loan size of $793,292, into a Sequoia securitization entity that we sponsored and consolidated for financial reporting purposes. The weighted average FICO score for those securitized loans outstanding at September 30, 2011, was 773 at origination and the weighted average original LTV ratio was 61%. During the first quarter of 2011, we transferred $295 million of fixed rate and hybrid, first-lien, residential mortgage loans originated in 2009 and 2010 into a Sequoia securitization entity that we sponsored and consolidated for financial reporting purposes. The weighted average FICO score for those loans outstanding at September 30, 2011, was 775 at origination and the weighted average original LTV ratio was 59%.

Voluntary prepayments of loans at the Sequoia entity issued in 2010 have been high due to an increase in borrower refinancing activity, largely as a result of declining interest rates since the middle of 2010. At September 30, 2011, $151 million of outstanding principal had prepaid since issuance and the annualized prepayment rate was 51% constant prepayment rate (CPR) for the third quarter of 2011. The annualized prepayment rate for the Sequoia entity issued in the first quarter of 2011 was 10% CPR in the third quarter of 2011. At September 30, 2011, the current outstanding principal balance of loans at New Sequoia entities totaled $742 million. At September 30, 2011, none of these loans were delinquent.

TABLE OF CONTENTS

Earning Assets New Sequoia

The following table provides details of residential real estate loans activity at New Sequoia during the three and nine months ended September 30, 2011.

Table 21 Residential Real Estate Loans at New Sequoia Activity

(In Thousands)	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Balance at beginning of period	$ 391,728	$ 145,028
New securitization issuance	376,226	671,329
Principal repayments	(25,032)	(73,447)
Premium amortization	17	41
Provision for credit losses	(8)	(20)
Balance at End of Period	$ 742,931	$ 742,931

Results of Operations Other Consolidated Entities

The following table presents the net interest income (loss) after provision and MVA at our other consolidated entities for the three and nine months ended September 30, 2011 and 2010. These entities include all consolidated Sequoia entities issued prior to 2010, the Acacia entities, and the Fund. Net interest income at other consolidated entities will vary from period to period and depend primarily on the net effect of changes in the market values of trading securities, risk management derivatives and ABS issued at Acacia, changes in the levels of delinquencies and loss severities for loans held-for-investment, and changes in the rates of principal repayments or the investments held at these entities.

Table 22 Net Interest Income (Loss) After Provision and MVA at Other Consolidated Entities

	Three Months Ended September 30,					
	2011			2010		
(Dollars in Thousands)	Interest Income/ (Expense)	Average Amortized Cost	Yield	Interest Income/ (Expense)	Average Amortized Cost	Yield
Interest Income						
Residential real estate loans	$11,961	$3,207,500	1.49 %	$14,928	$3,505,497	1.70 %
Commercial real estate loans	195	12,647	6.17 %	263	19,460	5.41 %
Trading securities	8,371	270,716	12.37 %	13,875	270,386	20.53 %
Available-for-sale securities				1,183	34,334	13.78 %
Other investments				2	2,622	0.31 %
Cash and cash equivalents	1	20,817	0.02 %	4	23,434	0.07 %
Total Interest Income	20,528	3,511,680	2.34 %	30,255	3,855,733	3.14 %
Interest Expense						
ABS issued Sequoia	(8,601)	3,153,659	(1.09)%	(9,261)	3,439,201	(1.08)%

ABS issued	Acacia	(6,972)	257,872	(10.81)%	(8,948)	254,244	(14.08)%
Interest rate agreements	Sequoia	(161)	3,153,659	(0.02)%	(33)	3,439,201	(0.00)%
Interest rate agreements	Acacia	(1,072)	257,872	(1.66)%	(1,072)	254,244	(1.69)%
Total Interest Expense		(16,806)	3,411,531	(1.97)%	(19,314)	3,693,445	(2.09)%
Net Interest Income		3,722			10,941		
Provision for loan losses		(3,970)			(2,427)		
Market valuation adjustments, net		(1,111)			(1,687)		
Net Interest (Loss) Income After Provision and MVA		$(1,359)			$6,827		

77

TABLE OF CONTENTS

(Dollars in Thousands)	Nine Months Ended September 30, 2011 Interest Income/ (Expense)	Average Amortized Cost	Yield	2010 Interest Income/ (Expense)	Average Amortized Cost	Yield
Interest Income						
Residential real estate loans	$38,038	$3,281,691	1.55 %	$43,512	$3,586,830	1.62 %
Commercial real estate loans	691	15,003	6.14 %	821	16,954	6.46 %
Trading securities	26,975	291,439	12.34 %	42,680	267,445	21.28 %
Available-for-sale securities	967	8,994	14.34 %	4,067	37,303	14.54 %
Other investments				14	9,698	0.19 %
Cash and cash equivalents	7	27,668	0.03 %	10	55,358	0.02 %
Total Interest Income	66,678	3,624,795	2.45 %	91,104	3,973,588	3.06 %
Interest Expense						
ABS issued Sequoia	(26,107)	3,223,705	(1.08)%	(27,428)	3,515,198	(1.04)%
ABS issued Acacia	(21,472)	285,624	(10.02)%	(23,826)	270,276	(11.75)%
Interest rate agreements Sequoia	(390)	3,223,705	(0.02)%	44	3,515,198	0.00 %
Interest rate agreements Acacia	(3,228)	285,624	(1.51)%	(2,770)	270,276	(1.37)%
Total Interest Expense	(51,197)	3,509,329	(1.95)%	(53,980)	3,785,474	(1.90)%
Net Interest Income	15,481			37,124		
Provision for loan losses	(8,346)			(16,212)		
Market valuation adjustments, net	(11,929)			(13,392)		
Net Interest (Loss) Income After Provision and MVA	$(4,794)			$7,520		

Net interest loss after provision and MVA at other consolidated entities was negative $1 million for the third quarter of 2011, a decrease of $8 million from the third quarter of 2010. Net interest loss after provision and MVA at other consolidated entities was negative $5 million for the first nine months of 2011, a decrease of $12 million from the first nine months of 2010. We have not acquired or otherwise added to our assets and liabilities at other consolidated entities since late 2008. The decline in net interest income after provision and MVA over both the three and nine month periods is primarily due to declining net interest income as result of principal paydowns of the securities and loans consolidated at these entities. The decline in reported yield on trading securities is a result of the appreciation in value of these assets since early 2010. The decline in net interest income was partially offset by lower provision for loan losses at legacy Sequoia entities.

Market Valuation Adjustments at Other Consolidated Entities

We apply the fair value option provided under GAAP to account for the assets (e.g., loans and securities) and liabilities (e.g., ABS issued) at the consolidated Acacia entities. This option requires that changes in the fair value of these assets and liabilities be recorded in the consolidated statements of income each reporting period. Derivative assets and liabilities at Acacia securitization entities are accounted for as trading instruments with all changes in the fair value of these assets and liabilities recorded as market valuation adjustments through our consolidated statements of income.

TABLE OF CONTENTS

The following table shows the impact of MVA and impairments at our other consolidated entities for the three and nine months ended September 30, 2011 and 2010.

Table 23 MVA at Other Consolidated Entities

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
Commercial real estate loans fair value	$ (184)	$ 3	$ 1,358	$ 7,347
Trading securities	(7,124)	42,353	4,050	60,583
Impairment on AFS securities		(66)	(1,619)	(1,300)
Risk management derivatives	(10,368)	(17,669)	(24,373)	(58,416)
ABS issued Acacia	16,530	(25,703)	9,773	(19,699)
REO	35	(605)	(1,118)	(1,907)
Total Market Valuation Adjustments, Net	$ (1,111)	$ (1,687)	$ (11,929)	$ (13,392)

For the three months ended September 30, 2011 and 2010, there were (i) $1 million of net negative market valuation adjustments on the assets and liabilities at the Acacia entities for both periods; (ii) zero and less than $1 million of, respectively, impairments at the Fund; and, (iii) less than $1 million and negative $1 million, respectively, of net market valuation adjustments on REO properties at the legacy Sequoia entities. For the nine months ended September 30, 2011 and 2010, there were (i) $9 million and $10 million, respectively, of net negative market valuation adjustments on the assets and liabilities at the Acacia entities; (ii) $2 million and $1 million, respectively, of impairments at the Fund; and, (iii) $1 million and $2 million, respectively, of net negative market valuation adjustments on REO properties at the legacy Sequoia entities.

Loan Loss Provision at Legacy Sequoia Entities

Each quarter we perform a process to provide management with a reasonable and adequate estimate of loan loss reserving needs. This methodology is disclosed in *Note 3* and *Note 6* to the financial statements included in Part I, Item I of this Quarterly Report on Form 10-Q.

The provision for loan losses at legacy Sequoia entities (Sequoia securitizations issued prior to 2009 that we consolidate for financial reporting purposes) was $4 million for the three months ended September 30, 2011, as compared to $2 million for the three months ended September 30, 2010. The provision for loan losses at legacy Sequoia entities was $8 million for the nine months ended September 30, 2011, as compared to $16 million for the nine months ended September 30, 2010.

The increase in the provision from the third quarter of 2010 to the third quarter of 2011 was primarily attributable to an increase in observed loss severities on our loans originated in 2004 or prior. The provision for loan losses was greater than the net charge-offs of $2 million (or 0.07% of outstanding loan balances) for the three months ended September 30, 2011, and less than the charge-offs of $5 million (or 0.13% of outstanding loan balances) for the three months ended September 30, 2010. This resulted in an increase of $2 million and a decrease of $2 million in our allowance for loan losses for the third quarters of 2011 and 2010, respectively. These charge-offs were generated by $8 million and $15 million of defaulted loan principal during the third quarters of 2011 and 2010, respectively, for average implied loss severities of 29% and 33%, respectively.

The allowance for loan losses increased to $64 million (or 1.62% of outstanding loan balances) at September 30, 2011, from $59 million (or 1.60% of the outstanding loan balances) at September 30, 2010. Serious delinquencies on loans held by consolidated Sequoia entities (90+ days delinquent) increased to $133 million (or 3.37% of outstanding loan balances) at September 30, 2011, from $131 million (or 3.55% of outstanding loan balances) at September 30, 2010. Credit deterioration in the loan portfolio has been most notable in certain states. While loans originated in California, Florida, Georgia, and Ohio accounted for 45% of total loans held by Sequoia entities, loans in these states made up 52% of the seriously delinquent loan balance at September 30, 2011.

TABLE OF CONTENTS

At September 30, 2011, there were eleven Sequoia entities that we consolidated for which the carrying value of the liabilities at each entity exceeded the corresponding carrying value of the entity s assets. This is primarily attributable to the continued building of loan loss allowances in accordance with GAAP, resulting in lower asset carrying values. The aggregate estimated net assets (or equity) at these eleven consolidated entities was negative $7 million at September 30, 2011, an amount we expect to reverse through positive adjustments to earnings in future periods as the entities are retired or deconsolidated for financial reporting purposes.

Earning Assets Other Consolidated Entities

Real Estate Loans at Legacy Sequoia Entities

The following table provides details of residential real estate loans activity at the legacy Sequoia securitization entities for the three and nine months ended September 30, 2011.

Table 24 Residential Real Estate Loans at Legacy Sequoia Entities Activity

(In Thousands)	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Balance at beginning of period	$ 3,263,203	$ 3,397,130
Principal repayments	(70,251)	(189,995)
Charge-offs, net	2,287	6,802
Transfers to REO	(3,628)	(14,397)
Premium amortization	(1,895)	(5,447)
Provision for credit losses	(3,970)	(8,347)
Balance at End of Period	$ 3,185,746	$ 3,185,746

Loan Characteristics

The following table highlights principal balances for consolidated loans at legacy Sequoia entities by product type. First lien adjustable rate mortgage (ARM) loans comprise 95% of this portion of our consolidated Sequoia loan portfolio. Of the $123 million of hybrid loans held at Sequoia securitization entities at September 30, 2011, $57 million (or 46%) had reset as of September 30, 2011, and now act as ARM loans.

Table 25 Loan Characteristics at Legacy Sequoia Entities

September 30, 2011 (Dollars In Thousands)	Principal Value	Percent of Total
First Lien		
ARM	$ 3,051,153	94.98 %
Hybrid (Years to Reset)		
Reset	56,900	1.77 %
0 4	52,074	1.62 %
5 8	14,454	0.45 %

Second Lien			
ARM	37,840	1.18	%
Total Outstanding Principal	$ 3,212,421	100.00	%

At September 30, 2011, $2.96 billion of legacy Sequoia loans (92% of outstanding principal balances) were originated in 2005 or prior and have many years of demonstrated payment histories. At September 30, 2011, the weighted average FICO score (at origination) for our legacy Sequoia loans outstanding was 730 and the weighted average original LTV ratio was 67%.

TABLE OF CONTENTS

The following chart presents the weighted average prepayment speeds of loans held at these Sequoia securitization entities over the past four years.

Residential Loans at Sequoia Entities Prepayment Speeds

Prepayment speeds on ARM loans held at legacy Sequoia entities remained relatively low during the first nine months of 2011 as one-month and six-month LIBOR rates have remained low relative to historical averages. Prepayment speeds on hybrid loans outstanding increased modestly during this period. At September 30, 2011, LIBOR ARM loans at legacy Sequoia entities had a weighted average coupon of 1.66%, and hybrid loans at legacy Sequoia entities had a weighted average coupon of 3.98%.

Loan Repurchase Risk

Prior to 2008, subsidiaries of Redwood purchased and deposited residential mortgage loans into Sequoia securitization trusts sponsored by RWT Holdings, Inc., a Redwood subsidiary, and subsequently issued residential mortgage backed securities, some of which are not currently consolidated on our balance sheet for financial reporting purposes. In connection with these securitizations, these subsidiaries of Redwood made certain representations and warranties related to these loans which could result in an obligation to repurchase these loans to the extent a violation of these representations and warranties occurred. We do not originate residential loans and believe that risk of loss due to loan repurchases (i.e., due to breach of representations and warranties) would generally be a contingency to the third-party entity from whom we acquired the loans. However, in some cases, where loans were acquired from entities that have since become insolvent, repurchase claims would not be a contingency to a third-party and may result in repurchase claims made against us. As of September 30, 2011, there have been no loan-level repurchase claims made to Redwood by investors where the entity that originated the loans in question was insolvent. As a result, while it is possible that we may receive repurchase claims related to these securitizations in the future, Redwood cannot make a reasonable estimate of potential future liabilities based on historical experience to date.

We do not currently maintain a loan repurchase reserve and management is not aware of any outstanding repurchase claims against Redwood that would require the establishment of such a reserve. In circumstances where we believe that there is a risk of loss due to a specific loan repurchase demand (i.e., due to an allegation of a breach of representations and warranties), we will review the need for any loan repurchase reserve in accordance with FASB guidance on accounting for contingencies and establish reserves when, in the opinion of management, it is probable that a matter would result in a liability and the amount of loss, if any, can be reasonably estimated.

In addition, with respect to residential mortgage-backed securities issued by Sequoia securitization trusts prior to 2008, we believe that investors seeking recovery for any losses they incur on investments in these securities may be more likely to pursue remedies through securities-related litigation rather than through specific loan repurchase claims. We separately evaluate our exposure to such litigation when assessing whether the establishment of a litigation reserve is necessary under GAAP. For further discussion on litigation related contingencies see *Note 14* to the financial statements included in Part I, Item I of this Quarterly Report on Form 10-Q.

TABLE OF CONTENTS

Real Estate Securities at Other Consolidated Entities

The following table provides information on the activity at the other consolidated entities for the three and nine months ended September 30, 2011.

Table 26 Securities at Other Consolidated Entities Activity

Three Months Ended September 30, 2011

(In Thousands)	Residential Senior	Subordinate	Commercial	CDO	Total
Beginning fair value	$ 107,755	$ 106,000	$ 42,274	$ 20,498	$ 276,527
Sales		(553)			(553)
Gains on sales, net					
Effect of principal payments	(2,273)	(3,551)	(228)	(298)	(6,350)
Change in fair value, net	(1,917)	(5,871)	(2,974)	(2,670)	(13,432)
Ending Fair Value	$ 103,565	$ 96,025	$ 39,072	$ 17,530	$ 256,192

Nine Months Ended September 30, 2011

(In Thousands)	Residential Senior	Subordinate	Commercial	CDO	Total
Beginning fair value	$ 134,950	$ 132,555	$ 43,828	$ 20,286	$ 331,619
Sales	(14,141)	(10,889)	(3,398)	(13,913)	(42,341)
Gains (losses) on sales, net	728	588		(2,872)	(1,556)
Effect of principal payments	(6,501)	(11,911)	(3,981)	(1,427)	(23,820)
Change in fair value, net	(11,471)	(14,318)	2,623	15,456	(7,710)
Ending Fair Value	$ 103,565	$ 96,025	$ 39,072	$ 17,530	$ 256,192

During the second quarter of 2011, we sold all remaining securities at the Fund. We recognized $2 million of OTTI on these securities in the nine months ended September 30, 2011. In addition to the $256 million of real estate securities included in the table above, consolidated Acacia securitization entities owned $16 million of ABS issued by Sequoia securitization entities, and $13 million in commercial loans at September 30, 2011.

Derivative Financial Instruments at Acacia Securitization Entities

At September 30, 2011, consolidated Acacia securitization entities were party to interest rate agreements with a notional value of $1.3 billion and a net aggregate fair value of negative $65 million. Derivative obligations of Acacia entities are payable solely from the assets of those Acacia entities that have entered into the corresponding derivative contracts and are not legal obligations of Redwood. These derivatives are accounted for as trading instruments with all changes in value and any net payments and receipts recognized through market valuation adjustments, net, in our consolidated statements of income.

TABLE OF CONTENTS

Capital Resources and Liquidity

Set forth below is a discussion of our short- and long-term debt and contractual obligations and commitments, as well as a discussion of asset-backed securities issued. For additional discussion of our capital resources and liquidity see *Summary of Financial Condition, Capital Resources, and Liquidity* above.

Debt at Redwood

At September 30, 2011, we had no short-term debt. For the three and nine months ended September 30, 2011, we recorded interest expense on short-term debt of $78 thousand and $267 thousand, respectively, on an average balance of $18 million and $23 million, respectively, for weighted average expense yields of 1.72% and 1.58%, respectively. For both the three and nine months ended September 30, 2011, the highest balance of our short-term debt outstanding was $89 million. At December 31, 2010, we had $44 million of short-term debt (collateralized by mortgage-backed securities) that was used to fund the acquisition of mortgage loans that we intended to securitize. This debt matured and was repaid in March 2011, near the time those mortgage loans were securitized.

In 2006 and 2007, we issued a total of $100 million and $50 million of long-term debt, respectively. This debt requires quarterly distributions at a floating rate equal to three-month LIBOR plus 2.25% until the notes are redeemed in whole.

Beginning in the first quarter of 2010, we entered into interest rate swaps with aggregate notional values currently totaling $140 million to hedge the variability in our long-term debt interest expense, fixing our gross interest expense yield at 6.75%. These swaps are accounted for as cash flow hedges with all interest income recorded as a component of net interest income and other valuation changes recorded as a component of equity.

As noted above, in the ordinary course of our business, we may incur short-term recourse debt through several different types of borrowing facilities and use cash borrowings under these facilities to, among other things, fund the acquisition of residential loans we acquire in anticipation of securitization, fund the origination of commercial real estate loans, finance investments in securities and other investments, and otherwise fund our business and operations. During the third quarter of 2011, we established a $10 million short-term line of credit with a bank, which is collateralized by our pledge of certain securities. During the third quarter of 2011, we also utilized short-term debt financing available to us through five securities repurchase facilities we previously established with financial institution counterparties.

Asset-Backed Securities Issued at Resecuritization

In July 2011, Redwood transferred $365 million of residential securities into a resecuritization trust, with $245 million of ABS issued to third-parties. At September 30, 2011, there were $350 million of securities owned at the resecuritization, which were funded with $232 million of ABS issued. Since resecuritization, the ABS issued has paid down $13 million.

Asset-Backed Securities Issued at Securitization Entities

At September 30, 2011, there were $3.9 billion of loans owned at Sequoia securitization entities, which were funded with $3.8 billion of ABS issued at Sequoia entities. These loans and ABS issued are reported at their unpaid principal balances net of any unamortized premium or discount. To date, credit losses have not yet been incurred on any of the

senior securities issued by consolidated Sequoia securitization entities, although we expect that some of these senior securities may incur losses in the future, depending on the magnitude and timing of additional credit losses incurred on the underlying loans. At September 30, 2011, there were $256 million of securities owned by Acacia securitization entities and reported at fair value, which were funded with $234 million of ABS issued by Acacia entities that were also reported at fair value.

TABLE OF CONTENTS

The following tables provide detail on the activity for asset-backed securities issued by the Sequoia and Acacia securitization entities we consolidate for financial reporting purposes for the three and nine months ended September 30, 2011.

Table 27 ABS Issued Activity Securitization Entities

Three Months Ended September 30, 2011

(In Thousands)	New Sequoia	Legacy Sequoia	Acacia	Total
Balance at beginning of period	$ 357,853	$ 3,208,148	$ 273,325	$ 3,839,326
New issuance, net of discount	358,524			358,524
Paydowns	(22,998)	(73,689)	(25,825)	(122,512)
Extinguishment of debt		(569)		(569)
Amortization	14	(500)		(486)
Valuation adjustments			(13,265)	(13,265)
Balance at End of Period	$ 693,393	$ 3,133,390	$ 234,235	$ 4,061,018

Nine Months Ended September 30, 2011

(In Thousands)	New Sequoia	Legacy Sequoia	Acacia	Total
Balance at beginning of period	$ 123,146	$ 3,335,355	$ 303,077	$ 3,761,578
New issuance	638,635	1,345		639,980
Paydowns	(68,419)	(200,343)	(68,698)	(337,460)
Extinguishment of debt		(817)		(817)
Amortization	31	(2,150)		(2,119)
Valuation adjustments			(144)	(144)
Balance at End of Period	$ 693,393	$ 3,133,390	$ 234,235	$ 4,061,018

The following table presents our contractual obligations and commitments at September 30, 2011, as well as the obligations of the securitization entities that we sponsor and consolidate for financial reporting purposes.

Table 28 Contractual Obligations and Commitments

	Payments Due or Commitment Expiration by Period				
September 30, 2011 (In Millions)	Less Than 1 Year	1 to 3 Years	3 to 5 Years	After 5 Years	Total
Obligations of Redwood					
Short-term debt	$	$	$	$	$
Long-term debt				140	140
Anticipated interest payments on long-term debt	4	8	11	155	178
Accrued interest payable	1				1
Operating leases	2	4	3	1	10

Purchase commitments					
Total Redwood Obligations and Commitments	$ 7	$ 12	$ 14	$ 296	$ 329
Obligations of Consolidated Entities					
Consolidated ABS[1]	$	$	$	$ 7,172	$ 7,172
Anticipated interest payments on ABS[2]	372	867	661	443	2,343
Accrued interest payable	7				7
Total obligations of Securitization Entities	379	867	661	7,615	9,522
Total Consolidated Obligations and Commitments	$ 386	$ 879	$ 675	$ 7,911	$ 9,851

(1) All consolidated ABS issued are collateralized by real estate loans and securities. Although the stated maturity is as shown, the ABS obligations will pay down as the principal of these real estate loans or securities pay down. The amount shown is the principal balance of the ABS issued and not necessarily the value reported in our consolidated financial statements.

(2) The anticipated interest payments on consolidated ABS issued is calculated based on the contractual maturity of the ABS and therefore assumes no prepayments of the principal outstanding at September 30, 2011.

TABLE OF CONTENTS

Potential GAAP Earnings Volatility

We expect quarter-to-quarter GAAP earnings volatility from our business activities. This volatility can occur for a variety of reasons, including the timing and amount of purchases, sales, calls, and repayment of consolidated assets, changes in the fair values of consolidated assets and liabilities, and certain non-recurring events. In addition, the amount or timing of our reported earnings may be impacted by technical accounting issues, some of which are described below.

Changes in Premium Amortization for Loans

The net unamortized premium for loans owned by Sequoia and Redwood was $38 million at September 30, 2011. The amount of periodic premium amortization expense we recognize is volatile and dependent on a number of factors, including credit performance of the underlying loans, changes in prepayment speeds, and changes in short-term interest rates. Loan premium amortization was $5 million in the both the first nine months of 2011 and 2010.

Changes in Allowance for Loan Losses

For real estate loans classified as held-for-investment, we establish and maintain an allowance for loan losses based on our estimate of credit losses inherent in our loan portfolios at the reporting date. To calculate the allowance for loan losses, we assess inherent losses by determining loss factors (defaults, loss severities on default liquidations, and the timing of default liquidations) that can be specifically applied to each of the consolidated loans or pools of loans.

Changes in actual defaults or our expectations on loss severities and default timing can have a significant effect on periodic income.

Changes in Yields for Securities

The yields we project on real estate securities can have a significant effect on the periodic interest income we recognize for financial reporting purposes. Yields can vary as a function of credit results, prepayment rates, and interest rates. If estimated future credit losses are less than our prior estimate, credit losses occur later than expected, or prepayment rates are faster than expected (meaning the present value of projected cash flows is greater than previously expected for assets acquired at a discount to principal balance), the yield over the remaining life of the security may be adjusted upwards. If estimated future credit losses exceed our prior expectations, credit losses occur more quickly than expected, or prepayments occur more slowly than expected (meaning the present value of projected cash flows is less than previously expected for assets acquired at a discount to principal balance), the yield over the remaining life of the security may be adjusted downward.

Changes in the actual maturities of real estate securities may also affect their yields to maturity. Actual maturities are affected by the contractual lives of the associated mortgage collateral, periodic payments of principal, and prepayments of principal. Therefore, actual maturities of AFS securities are generally shorter than stated contractual maturities. Stated contractual maturities are generally greater than ten years. There is no assurance that our assumptions used to estimate future cash flows or the current period s yield for each asset will not change in the near term, and any change could be material.

Changes in Fair Values of Securities

All securities owned at Redwood and consolidated entities are classified as either trading or AFS securities, and in both cases are carried on our consolidated balance sheets at their estimated fair values. For trading securities, changes in fair values are recorded in the consolidated statements of income. Periodic fluctuations in the values of these investments are inherently volatile and thus can lead to significant GAAP earnings volatility each quarter.

For AFS securities, cumulative unrealized gains and losses are recorded as a component of accumulated other comprehensive income in our consolidated statements of equity. Unrealized gains and losses are not charged against current earnings to the extent they are temporary in nature. Certain factors may require us, however, to recognize these amounts as other-than-temporary impairments and record them through our current earnings. Factors that determine other-than-temporary-impairment include a change in our ability or intent to hold assets, adverse changes to projected cash flows of assets, or the likelihood that declines in the

TABLE OF CONTENTS

fair values of assets would not return to their previous levels within a reasonable time. Impairments can lead to significant GAAP earnings volatility each quarter.

Changes in Fair Values of Derivative Financial Instruments

We can experience significant earnings volatility from our use of derivatives. We generally use derivatives to manage risks associated with residential loans we own or plan to acquire and securitize, commercial loans we own, variability in interest expense indexed to adjustable rates, and cash flows on assets and liabilities that have different coupon rates (fixed rates versus floating rates, or floating rates based on different indices). The nature of the instruments we use and the accounting treatment for the specific assets, liabilities, and derivatives may therefore lead to volatility in our periodic earnings, even when we are meeting our hedging objectives.

Some of our derivatives are accounted for as trading instruments with all associated changes in value recorded through our consolidated statements of income. Changes in value of the assets and liabilities we manage by using derivatives may not be accounted for similarly. This could lead to reported income and book values in specific periods that do not necessarily reflect the economics of our risk management strategy. Even when the assets and liabilities are similarly accounted for as trading instruments, periodic changes in their values may not coincide as other market factors (e.g., supply and demand) may affect certain instruments and not others at any given time.

Changes in Loss Contingency Reserves

We may be exposed to various loss contingencies, including, without limitation, those described in *Note 14 Commitments and Contingencies* within the financial statements included in this Quarterly Report on Form 10-Q. In accordance with FASB guidance on accounting for contingencies, we review the need for any loss contingency reserves and establish them when, in the opinion of management, it is probable that a matter would result in a liability, and the amount of loss, if any, can be reasonably estimated. The establishment of a loss contingency reserve, the subsequent increase in a reserve or release of reserves previously established, or the recognition of a loss in excess of previously established reserves, can occur as a result of various factors and events that affect management s opinion of whether the standard for establishing, increasing, or continuing to maintain, a reserve has been met. Changes in the loss contingency reserves can lead to significant GAAP earnings volatility each quarter.

Proposed Regulatory Rules Relating to Securitization

As further described in *Management s Discussion and Analysis of Financial Condition and Results of Operations* in our Quarterly Report on Form 10-Q for the three months ended March 31, 2011, under the heading Proposed Regulatory Rules Relating to Securitization, a consortium of federal regulators recently released a joint Notice of Proposed Rulemaking (NPR) related to securitization. The proposed rule will require securitization sponsors to retain an economic interest in the assets they securitize incentivizing sponsors to control the quality of the assets being securitized and aligning the interests of sponsors with those of investors. It is too early to determine exactly how the NPR will affect our securitization business since not only are the final rules unknown, there is substantial confusion over how to interpret some of the proposed rules. We currently expect that the final rules for residential mortgage securitizations will go into effect one year after they are published by the federal regulators.

TABLE OF CONTENTS

Results of Operations Taxable Income

The following table summarizes our estimated taxable income and distributions to shareholders for the three and nine months ended September 30, 2011 and 2010. At both September 30, 2011 and December 31, 2010, we had no undistributed REIT taxable income.

Table 29 Estimated Taxable Income and Distributions to Shareholders

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2011	2010	2011	2010
REIT taxable income (loss)	$ 7,364	$ (8,763)	$ 16,205	$ 3,951
Taxable REIT subsidiary (loss) income	(1,728)	191	(6,129)	(13,926)
Total Estimated Taxable Income (Loss)	$ 5,636	$ (8,572)	$ 10,076	$ (9,975)
Distributions to shareholders	$ 19,624	$ 19,517	$ 58,798	$ 58,491

Our tax results for the three and nine months ended September 30, 2011, are estimates until we file tax returns for this year. Our estimated total taxable income for the three months ended September 30, 2011, was $6 million ($0.07 per share) and included $12 million in credit losses. This compared to a total taxable loss for the three months ended September 30, 2010, of $9 million ($0.11 per share). Estimated total taxable income for the nine months ended September 30, 2011, was $10 million ($0.13 per share) and included $43 million in credit losses. This compared to a total taxable loss for the nine months ended September 30, 2010, of $10 million ($0.13 per share).

For the nine months ended September 30, 2011, we declared three regular quarterly dividends totaling $0.75 per share. In November 2010, our board of directors announced its intention to pay a regular dividend of $0.25 per share, per quarter in 2011. Our dividends may be characterized as ordinary income to the extent the REIT has taxable income or net capital gains. Dividends paid in excess of REIT taxable income or net capital gains may be characterized as a return of capital. The portion of our dividends characterized as return of capital is not taxable, and reduces the basis of shares held at each quarterly distribution date. For the nine months ended September 30, 2011, our estimated REIT taxable income was $16 million and there were no net capital gains.

Differences between Estimated Taxable Income and GAAP Income

Differences between estimated taxable income and GAAP income are largely due to the following: (i) we cannot establish loss reserves for future anticipated events for tax but can for GAAP as realized credit losses are expensed when incurred for tax and these losses are anticipated through lower yields on assets or through loss provisions for GAAP; (ii) the timing, and possibly the amount, of some expenses (e.g., compensation expenses) are different for tax than for GAAP; (iii) since amortization and impairments differ for tax and GAAP, the tax and GAAP gains and losses on sales may differ, resulting in differences in realized gains on sale; for tax, realized capital gains on sales may be offset by prior capital losses; and, (iv) for tax, we do not consolidate noncontrolling interests or securitization entities as we do under GAAP. As a result of these differences in accounting, our estimated taxable income can vary significantly from our GAAP income during certain reporting periods.

TABLE OF CONTENTS

The tables below reconcile our estimated taxable income to our GAAP income for the three and nine months ended September 30, 2011 and 2010.

Table 30 Differences between Estimated Taxable Income and GAAP Net Income

	Three Months Ended September 30, 2011		
(In Thousands, Except per Share Data)	Tax (Est.)	GAAP	Differences
Interest income	$ 33,341	$ 53,396	$ (20,055)
Interest expense	(4,574)	(24,317)	19,743
Net interest income	28,767	29,079	(312)
Provision for loan losses		(3,978)	3,978
Realized credit losses	(11,748)		(11,748)
Market valuation adjustments, net		(13,448)	13,448
Operating expenses	(11,411)	(11,507)	96
Realized gains on sales and calls, net		1,145	(1,145)
Benefit from (provision for) income taxes	28	(14)	42
Less: Net loss attributable to noncontrolling interest		(20)	20
Net Income	$ 5,636	$ 1,297	$ 4,339
Income per share	$ 0.07	$ 0.01	$ 0.06

	Three Months Ended September 30, 2010		
(In Thousands, Except per Share Data)	Tax	GAAP	Differences
Interest income	$ 36,957	$ 59,015	$ (22,058)
Interest expense	(2,921)	(23,695)	20,774
Net interest income	34,036	35,320	(1,284)
Provision for loan losses		(2,436)	2,436
Realized credit losses	(31,232)		(31,232)
Market valuation adjustments, net		(1,573)	1,573
Operating expenses	(11,376)	(12,245)	869
Realized gains on sales and calls, net		1,566	(1,566)
Provision for income taxes		(202)	202
Less: Net income attributable to noncontrolling interest		532	(532)
Net (Loss) Income	$ (8,572)	$ 19,898	$ (28,470)
(Loss) income per share	$ (0.11)	$ 0.25	$ (0.36)

	Nine Months Ended September 30, 2011		
(In Thousands, Except per Share Data)	Tax (Est.)	GAAP	Differences
Interest income	$ 96,948	$ 160,684	$ (63,736)
Interest expense	(10,201)	(69,923)	59,722

Net interest income	86,747	90,761	(4,014)
Provision for loan losses		(8,367)	8,367
Realized credit losses	(42,638)		(42,638)
Market valuation adjustments, net		(30,335)	30,335
Operating expenses	(34,033)	(35,107)	1,074
Realized gains on sales and calls, net		10,844	(10,844)
Provision for income taxes		(42)	42
Less: Net loss attributable to noncontrolling interest		(1,147)	1,147
Net Income	$ 10,076	$ 28,901	$ (18,825)
Income per share	$ 0.13	$ 0.35	$ (0.22)

TABLE OF CONTENTS

	Nine Months Ended September 30, 2010		
(In Thousands, Except per Share Data)	Tax	GAAP	Differences
Interest income	$ 108,461	$ 174,301	$ (65,840)
Interest expense	(6,379)	(63,040)	56,661
Net interest income	102,082	111,261	(9,179)
Provision for loan losses		(16,233)	16,233
Realized credit losses	(79,909)		(79,909)
Market valuation adjustments, net		(19,935)	19,935
Operating expenses	(32,148)	(40,778)	8,630
Realized gains on sales and calls, net		61,985	(61,985)
Provision for income taxes		(254)	254
Less: Net income attributable to noncontrolling interest		703	(703)
Net (Loss) Income	$ (9,975)	$ 95,343	$ (105,318)
(Loss) income per share	$ (0.13)	$ 1.18	$ (1.31)

Potential Taxable Income Volatility

We expect period-to-period estimated taxable income volatility for a variety of reasons, including those described below.

Credit Losses on Securities and Loans

To determine estimated taxable income we are generally not permitted to anticipate, or reserve for, credit losses on investments which are generally purchased at a discount. For tax purposes, we accrue the entire purchase discount on a security into taxable income over the expected life of the security. Estimated taxable income is reduced when actual credit losses occur. For GAAP purposes, we establish a credit reserve and only accrete a portion of the purchase discount, if any, into income and write-down securities that become impaired. Our income recognition is therefore faster for tax as compared to GAAP, especially in the early years of owning a security (when there are generally few credit losses). At September 30, 2011, the cumulative difference between the GAAP and tax amortized cost basis of our residential, commercial, and CDO subordinate securities (excluding our investments in our securitization entities) was $136 million.

As we have no credit reserves or allowances for tax, any future credit losses on securities or loans will have a more significant impact on tax earnings than on GAAP earnings and may create significant taxable income volatility to the extent the level of credit losses fluctuates during reporting periods. During the three months ended September 30, 2011 and 2010, we realized $12 million and $31 million, respectively, of credit losses on securities for tax that we had previously provisioned for under GAAP. During the nine months ended September 30, 2011 and 2010, we realized $43 million and $80 million, respectively, of credit losses on securities for tax that we had previously provisioned for under GAAP. We anticipate that credit losses will continue to be a significant factor for determining 2011 taxable income. Credit losses are based on our tax basis, which differs materially from our basis for GAAP purposes. We anticipate an additional $147 million of credit losses for tax on securities, based on our projection of principal balance losses and assuming a similar tax basis as we have recently experienced, although the timing of actual losses is difficult to accurately project. At September 30, 2011, for GAAP we had a designated credit reserve of $310 million on our securities, and an allowance for loan losses of $64 million for our consolidated residential and commercial loans.

Recognition of Gains and Losses on Sale

Since amortization and impairments on assets differ for tax and GAAP, the tax and GAAP basis on assets sold or called may differ, resulting in differences in gains and losses on sale or call. In addition, gains realized for tax may be offset by prior capital losses and, thus, not affect taxable income. At September 30, 2011, the REIT had an estimated $104 million in capital loss carry-forwards ($1.32 per share) that can be used to offset future capital gains over the next three to five years. Since our intention is to generally invest in assets for the long-term, it is difficult to anticipate when sales may occur and, thus, when or whether we might exhaust these capital loss carry-forwards.

TABLE OF CONTENTS

Prepayments on Securities

As part of our investment in Sequoia securitization entities, we have retained IOs at the time they are issued. Our current tax basis in these securities is $26 million. The return on IOs is sensitive to prepayments, and, to the extent prepayments vary period to period, income from these IOs will vary. Typically, fast prepayments reduce yields and slow prepayments increase yields. We are not permitted to recognize a negative yield under tax accounting rules, so during periods of fast prepayments our periodic premium expense for tax purposes can be relatively low and the tax cost basis for these securities may not be significantly reduced. In periods prior to 2008, we did experience fast prepayments on the loans underlying our IOs. More recently, prepayments have been slowing, and our tax basis is now below the fair values for these IOs in the aggregate. Most of our Sequoia securitizations are callable or will become callable over the next two years, although we do not currently anticipate calling any Sequoia securitizations in the foreseeable future. If we do call a Sequoia securitization, the remaining tax basis in the IO is written off, creating an ordinary loss at the call date.

Prepayments also affect the taxable income recognition on other securities we own. We are required to use particular prepayment assumptions for the remaining lives of each security. As actual prepayment speeds vary, the yield we recognize for tax purposes will be adjusted accordingly. Thus, to the extent prepayments differ from our long-term assumptions or vary from period to period, the yield recognized will also vary and this difference could be material for a specific security.

Compensation Expense

The total tax expense for equity award compensation is dependent upon varying factors such as the timing of payments of dividend equivalent rights, the exercise of stock options, the distribution of deferred stock units and preferred stock units, and the cash deferrals to and withdrawals from our Executive Deferred Compensation Plan. For GAAP, the total expense associated with an equity award is determined at the award date and is recognized over the vesting period. For tax, the total expense is recognized at the date of distribution or exercise, not the award date. In addition, some compensation may not be deductible for tax if it exceeds certain levels and is not performance-based. Thus, the total amount of compensation expense, as well as the timing, could be significantly different for tax than for GAAP.

As an example, for GAAP we expense the grant date fair value of PSUs granted over the vesting term of those PSUs (regardless of the degree to which the performance conditions for vesting are ultimately satisfied, if at all), whereas for tax the value of the PSUs that actually vest in accordance with the performance conditions of those awards and are subsequently distributed to the award recipient is recorded as an expense on the date of distribution. If no PSUs under a particular grant ultimately vest, due to the failure to satisfy the performance conditions, no tax expense will be recorded for those PSUs, even though we would have already recorded expense for GAAP equal to the grant date fair value of the PSU awards. Conversely, if performance is such that a number of shares of common stock equal to 200% of the PSU award ultimately vest and are delivered to the award recipient, expense for tax will equal the common stock value on the date of distribution of 200% of the number of PSUs originally granted. This expense for tax could significantly exceed the recorded expense for GAAP.

In addition, since the decision to exercise options or distribute deferred stock units, preferred stock units, or cash out of the Executive Deferred Compensation Plan is an employee s, it can be difficult to project when the tax expense will occur.

TABLE OF CONTENTS

Critical Accounting Policies

See the Critical Accounting Policies section in Management s Discussion and Analysis of Financial Condition and Results of Operations , as well as *Note* 3 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2010, for a detailed discussion of the Company s critical accounting policies. Since the issuance of our Annual Report on Form 10-K for the year ended December 31, 2010, any changes to our critical accounting policies or the methodologies or assumptions we apply under them are noted in *Note* 3 to the consolidated financial statements presented in this Quarterly Report on Form 10-Q. We also describe in *Note* 3 certain recent accounting pronouncements that will amend the critical accounting policies we apply in future periods.

Market Risks

We seek to manage the risks inherent in our business including but not limited to credit risk, interest rate risk, prepayment risk, liquidity risk, and fair value risk in a prudent manner designed to enhance our earnings and dividends and preserve our capital. In general, we seek to assume risks that can be quantified from historical experience, to actively manage such risks, and to maintain capital levels consistent with these risks.

Credit Risk

Integral to our core business is assuming the credit risk of real estate loans primarily through the ownership of residential and commercial real estate loans and securities. Some of our capital base is employed in owning credit enhancement securities that have below investment-grade credit ratings due to their concentrated credit risks with respect to underlying real estate loans and investment-grade securities. We believe that many of the loans underlying these securities are above-average in credit quality as compared to U.S. real estate loans in general (although there may nevertheless be significant credit losses related to these loans). We may also own residential real estate loans that are not securitized.

Credit losses from the loans in securitized loan pools, in general, first reduce the principal value of and economic returns on the lower-rated securities in these pools. Credit losses on real estate loans can occur for many reasons, including: poor origination practices; fraud; faulty appraisals; documentation errors; poor underwriting; legal errors; poor servicing practices; weak economic conditions; decline in the value of homes, businesses, or commercial properties; special hazards; earthquakes and other natural events; over-leveraging of the borrower or on the property; reduction in market rents and occupancies and poor property management practices; changes in legal protections for lenders; reduction in personal incomes; job loss; and personal events such as divorce or health problems. In addition, if the U.S. economy or the housing market weakens further than we have anticipated, our credit losses could increase beyond levels that we have anticipated. Credit losses on real estate loans can vary for reasons not related to the general economy.

With respect to most of the loans securitized by securitization entities sponsored by us and for a portion of the loans underlying residential loan securities we have acquired from securitizations sponsored by others, the interest rate is adjustable. Accordingly, when short-term interest rates rise, required monthly payments from homeowners may rise under the terms of these loans, and this may increase borrowers delinquencies and defaults.

We also own securities backed by negative amortization adjustable-rate loans made to residential borrowers, some of which are prime-quality loans while many are Alt-A quality loans (and a few are subprime loans). We invest in these riskier loan types with the expectation of significantly higher delinquencies and losses as compared to regular

amortization loans, but believe these securities offer us the opportunity to generate attractive risk-adjusted returns as a result of attractive pricing and the manner in which these securitizations are structured. Nevertheless, there remains substantial uncertainty about the future performance of these assets.

TABLE OF CONTENTS

The commercial loans we credit-enhance are fixed-rate loans, the majority of which are interest-only loans. In general, these loans are not fully amortizing and therefore require balloon payments at maturity. Consequently, we could be exposed to credit losses at the maturity of these loans if the borrower is unable to repay or refinance the borrowing with another third-party lender.

We will experience credit losses on residential and commercial loans and securities, and to the extent the losses are consistent with the amount and timing of our assumptions, we expect to earn attractive returns on our investments. We manage our credit risks by analyzing the extent of the risk we are taking and reviewing whether we believe the appropriate underwriting criteria are met, and we utilize systems and staff to monitor the ongoing credit performance of each loan and security. To the extent we find the credit risks on specific assets are changing adversely, we may be able to take actions (which may include selling the assets) to mitigate potential losses. However, we may not always be successful in analyzing risks, reviewing underwriting criteria, foreseeing adverse changes in credit performance or in effectively mitigating future credit losses and the ability to sell an asset may be limited due to the structure of the asset or the absence of a liquid market for the asset.

In addition to residential and commercial subordinate securities, Redwood and Acacia own senior and other securities issued by securitization entities that are sponsored by others. A risk we face with respect to these securities is that we do not generally control or influence the underwriting, servicing, management, or loss mitigation with respect to these underlying loans.

The Acacia entities and Redwood also own securities backed by subprime and Alt-A residential loans that have substantially higher credit risk characteristics than prime-quality loans. Consequently, we can expect these lower-quality loans to have higher rates of delinquency and loss, and if such losses differ from our assumptions, Acacia, and Redwood could suffer losses.

The Acacia entities also own certain senior securities and subordinate securities purchased from the Sequoia securitization entities we sponsor. If the pools of residential and commercial loans underlying these securities were to experience poor credit results, these securities could suffer decreases in fair value, or could experience principal losses. If any of these events occurs, it would likely reduce our returns from these investments.

Interest Rate Risk

Changes in interest rates and the shape of the yield curve can affect the cash flows and fair values of our assets, liabilities, and interest rate agreements and, consequently, affect our earnings and reported equity. Our general strategy with respect to interest rates is to maintain an asset/liability posture (including hedges) on a consolidated basis that assumes some interest rate risks but not to such a degree that the achievement of our long-term goals would likely be affected by changes in interest rates. Accordingly, we are willing to accept short-term volatility of earnings and changes in our reported equity in order to accomplish our goal of achieving attractive long-term returns.

To implement our interest rate risk strategy, we may use interest rate agreements in an effort to maintain a close match between pledged assets and debt, as well as between the interest rate characteristics of the assets in the securitization entities and the corresponding ABS issued. However, we generally do not attempt to completely hedge changes in interest rates, and at times, we may be subject to more interest rate risk than we generally desire in the long term. Changes in interest rates will have an impact on the values and cash flows of our assets and corresponding liabilities.

Prepayment Risk

We seek to maintain an asset/liability posture that benefits from investments in prepayment-sensitive assets while limiting the risk of adverse prepayment fluctuations to an amount that, in most circumstances, can be absorbed by our capital base while still allowing us to make regular dividend payments.

Prepayments affect GAAP earnings in the near-term primarily through the timing of the amortization of purchase premium and discount and through triggering market valuation adjustments. For example, amortization income from discount assets may not necessarily offset amortization expense from premium assets, and vice-versa. In addition, variations in current and projected prepayment rates for individual assets

TABLE OF CONTENTS

and changes in interest rates (as they affect projected coupons on ARMs and other assets and thus change effective yield calculations) may cause net premium amortization expense or net discount amortization income to vary substantially from quarter to quarter. Moreover, the timing of premium amortization on assets may not always match the timing of the premium amortization on liabilities even when the underlying assets and liabilities are in the same securitization and pay down at the same rate.

Prepayment risks exist in the assets and associated liabilities consolidated on our balance sheets. In general, discount securities benefit from faster prepayment rates on the underlying real estate loans while premium securities (such as IOs) benefit from slower prepayments on the underlying loans. We are currently biased in favor of faster prepayment speeds with respect to the long-term economic effect of residential loan prepayments. We note that changes in residential loan prepayment rates could result in GAAP and tax earnings volatility.

With respect to securities backed by residential mortgage loans (and in particular, IOs), changes in prepayment forecasts by market participants could affect the market values of those securities sold by securitization entities, and thus could affect the economics associated with securitizing assets.

Our credit results and risks can also be affected by prepayments. For example, credit risks for the securities we own are reduced each time a loan prepays. All other factors being equal, faster prepayment rates reduce our credit risks on our existing portfolio.

We caution that prepayment rates are difficult to predict or anticipate, and variations in prepayment rates can materially affect our earnings and dividend distribution requirements. ARM prepayment rates, for example, are driven by many factors, one of which is the steepness of the yield curve. As the yield curve flattens (short-term interest rates rise relative to longer-term interest rates), ARM prepayments typically increase. However, for borrowers who have impaired credit or who otherwise do not meet loan underwriting criteria, the ability to refinance (i.e., prepay) a loan even when interest rates decline may be limited.

Fair Value and Liquidity Risks

The securities that we acquire are generally funded with equity or long-term debt and we may also use short-term recourse debt that might affect our liquidity position. The assets and liabilities at Acacia are accounted for under the fair value option, with all changes in market values being recorded through our income statement. Though this potentially creates earnings volatility, the securities and ABS issued by Acacia entities have no recourse to us that would otherwise affect our liquidity position.

Most of the real estate loans that we consolidate are accounted for using the held-for-investment GAAP classification and are reported at their amortized cost. Most of these loans have been sold to Sequoia entities and, thus, changes in the fair value of the loans do not have an impact on our liquidity. However, changes in fair values during the accumulation period (while these loans are funded with short-term debt before they are sold to a Sequoia entity) may have a short-term effect on our liquidity. We may also own some real estate loans accounted for as held-for-sale and adverse changes in their value would be recognized through our income statement and may have an impact on our ability to obtain financing for them.

Our consolidated obligations consist primarily of ABS issued. Changes in fair value of ABS issued have no impact on our liquidity. ABS issued by Sequoia and the resecuritization we engaged in during the third quarter of 2011 are reported at amortized cost as are the residential loans collateralizing these ABS. We report at fair value the ABS issued by Acacia and also report the underlying securities collateralizing the ABS issued at fair value. In either case,

the resulting net equity (assets less liabilities) may not necessarily be reflective of the fair value of our interests in these securitization entities. However, since the ABS issued can only look to the cash flows generated by the assets within that securitization for payments of interest and repayments of the principal balance of the ABS, the changes in fair value do not have an effect on Redwood s liquidity. Only to the extent that changes in fair values affect the timing of the cash flows we might receive on our investments in the Acacia entities is there an effect to Redwood from changes in fair values of these securities.

TABLE OF CONTENTS

We may fund some assets with a combination of short-term debt and equity that is recourse to Redwood. This generally increases our fair value and liquidity risks. We manage these risks by maintaining what we believe to be conservative capital levels under our internal risk-adjusted capital and risk management policies and by ensuring we have a variety of financing facilities available to fund each of our assets. We also manage risk by hedging the loans held for securitization to minimize the fluctuations in value prior to securitization.

Under short-term borrowing facilities and swap and other derivatives agreements, we pledge assets as security for our payment obligations and make various representations and warranties and agree to certain covenants, events of default, and other terms. In addition, our short-term borrowing facilities are generally uncommitted, meaning that each time we request a new borrowing under a facility the lender has the option to decline to extend credit to us. The terms of these facilities and agreements typically include financial covenants (such as covenants to maintain a minimum amount of tangible net worth or stockholders equity and/or a minimum amount of liquid assets), margin requirements (which typically require us to pledge additional collateral if and when the value of previously pledged collateral declines), operating covenants (such as covenants to conduct our business in accordance with applicable laws and regulations and covenants to provide notice of certain events to creditors), representations and warranties (such as representations and warranties relating to characteristics of pledged collateral, our exposure to litigation and/or regulatory enforcement actions and the absence of material adverse changes to our financial condition, our operations, or our business prospects), and events of default (such as a breach of covenant or representation/warranty and cross defaults, under which an event of default is triggered under a credit facility if an event of default or similar event occurs under another credit facility).

Notwithstanding our efforts to manage fair value and liquidity risks, we are exposed to these types of risks due to, among other things, our use of short-term borrowing facilities and our use of interest rate swaps and other derivatives. For example, if there is a decline in value of assets we have pledged to collateralize our obligations under a swap or other derivative or to collateralize our borrowings under a short-term borrowing facility, we would be obligated in response to a margin call to pledge additional collateral, which could occur at a time when we do not have additional collateral available to pledge. As another example, if we breach a covenant or representation/warranty in a short-term borrowing facility, or if a default occurs under one of these facilities or agreements, we could be obligated to repay all outstanding borrowings under that credit facility, which could occur at a time when we do not have cash or other liquid assets in an amount sufficient to satisfy our obligations. Similarly, under a swap or derivative agreement, following a breach or default, we could be obligated to make a termination payment to our counterparty, which could also occur at a time when we do not have cash or other liquid assets in an amount sufficient to satisfy our obligations. In addition, because these borrowing facilities and swap and derivatives agreements generally contain cross-default provisions, if we become obligated to repay borrowings under one facility or to make a termination payment under a swap or derivative agreement, our creditors under other facilities or agreements may exercise their right to require us to make payments or repay the borrowings under the agreements they have with us or under borrowing facilities they have extended to us. To the extent we become obligated to pledge assets or make payments at a time when we do not have sufficient cash or assets available, it could have a material adverse effect on our business and results of operations.

Inflation Risk

Virtually all of our consolidated assets and liabilities are financial in nature. As a result, changes in interest rates and other factors drive our performance far more than does inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Separately, inflation or deflation in home prices can affect our credit risk.

Our financial statements are prepared in accordance with GAAP. Our activities and balance sheets are measured with reference to historical cost or fair value without considering inflation.

TABLE OF CONTENTS

Risks Relating to Litigation and Governmental Investigations and Enforcement Actions

Our business exposes us to risks relating to litigation and governmental investigations and enforcement actions. For example, through certain of our wholly-owned subsidiaries we have engaged in securitization transactions relating to residential mortgage loans and other types of assets. In the future we plan to continue to engage in securitization transactions relating to residential mortgage loans and may also engage in other types of securitization transactions or other similar types of transactions. As a result of engaging in this business, we have already been the subject of litigation and have received an inquiry and a subpoena, respectively, from two different governmental authorities in connection with their broad-based investigations of certain aspects of certain securitization markets and issuances. As another example, Redwood Asset Management, Inc., one of our subsidiaries, is registered with the SEC as an investment adviser and provides investment advisory services to certain entities that we sponsored that issued collateralized debt obligations (and has, in the past, provided investment advisory services to a limited partnership fund we sponsored). Redwood Asset Management could be exposed to litigation by investors in entities to which it provides investment advisory services or it could be the subject of a governmental investigation or enforcement action, in each case, as a result of the manner in which it conducts its advisory activities.

Securitization entities that we sponsored issued ABS backed by residential mortgage loans and other assets held by these entities. As a result of declining property values, the recent economic recession, increased defaults, and other factors, the cash flows from the loans and other assets held by these securitization entities will not be sufficient, in some cases, to repay in full the principal amount of ABS issued by these securitization entities. We are not contractually liable for the principal and interest payments due on the ABS issued by these entities. Nonetheless, third parties who have invested in the ABS issued by these entities could try to hold us liable for any losses they experience, including through claims under federal and state securities laws or claims for breaches of representations and warranties we made in connection with engaging in these securitization transactions. Three lawsuits have been brought by investors in two of our different Sequoia securitizations, with two of these three lawsuits having been brought by members of the Federal Home Loan Bank System namely, the Federal Home Loan Bank of Seattle and the Federal Home Loan Bank of Chicago. These lawsuits are discussed above in Note 14 Commitments and Contingencies Loss Contingencies Litigation within the Notes to Consolidated Financial Statements set forth within Part I, Item 1 of this Quarterly Report on Form 10-Q and are also discussed below within Part II, Item 1 of this Quarterly Report on Form 10-Q. Defending a lawsuit can consume significant resources and may divert management s attention from our operations. To the extent we are unsuccessful in our defense of any lawsuit, we could suffer losses, which could be material.

In addition to the Federal Home Loan Banks noted above, various other Federal Home Loan Banks that make up the Federal Home Loan Bank System are pursuing litigation against various parties in relation to their respective portfolio holdings of RMBS. We have not been named in litigation brought by these other Federal Home Loan Banks to date, although some of them did purchase Sequoia RMBS at original issuance. As examples, (i) in September and October 2009, the Federal Home Loan Bank of Pittsburgh initiated litigation against various RMBS market participants relating to RMBS held within its portfolio, (ii) in March 2010, the Federal Home Loan Bank of San Francisco initiated litigation against various RMBS market participants relating to RMBS held within its portfolio, (iii) in January 2011, the Federal Home Loan Bank of Atlanta initiated litigation against various RMBS market participants relating to RMBS held within its portfolio, and (iv) in April 2011, the Federal Home Loan Bank of Boston initiated litigation against various RMBS market participants relating to RMBS held within its portfolio. There are a total of twelve Federal Home Loan Banks within the Federal Home Loan Bank System and those that have not yet initiated litigation or demands of the type described above may do so in the future and those that have already initiated litigation or demands of the type described above may expand the scope of the litigation or demands that they have initiated to

date. Any newly initiated or expanded litigation or demands by the Federal Home Loan Banks may include new or additional demands or litigation against us or our subsidiaries to the extent that Federal Home Loan Banks purchased at issuance or in the secondary market RMBS issued through our Sequoia RMBS platform. Other investors in RMBS and other types of ABS have also initiated various legal actions against participants in the market for these types of ABS and those that invested in RMBS and collateralized

TABLE OF CONTENTS

debt obligations issued in transactions we sponsored may initiate legal actions against us, particularly if the parties who have already initiated legal actions against us or others are successful, in whole or in part, in the pursuit of their claims.

Various governmental authorities have also initiated investigations, enforcement actions, and litigation with respect to, among other things, the mortgage finance markets, RMBS transactions, and collateralized debt obligation transactions and the market participants who structured, sponsored, marketed, or sold transactions or securities relating to these markets and securities. For example in 2010, Goldman Sachs reached a $550 million settlement relating to civil charges brought by the SEC relating to Goldman Sachs role in structuring and marketing a synthetic collateralized debt obligation transaction referred to as Abacus 2007-AC1. Other examples relating to collateralized debt obligations include: (i) in 2010 the SEC initiated an action against an asset management firm named ICP Asset Management (and certain other related entities and individuals) alleging violations of law by ICP in the conduct of its business as the collateral manager of various collateralized debt obligation transactions and (ii) in October 2011, the SEC charged Citigroup s principal U.S. broker-dealer subsidiary with misleading investors about a $1 billion collateralized debt obligation transaction, which charges were settled pursuant to an agreement under which Citigroup paid a total of $285 million to be distributed to investors in that transaction. Another example relating to RMBS is that in 2010 the Federal Housing Finance Agency (FHFA), which is the federal agency that regulates Fannie Mae, Freddie Mac, and the Federal Home Loan Banks, issued 64 subpoenas to institutions that participated in RMBS transactions in which Fannie Mae or Freddie Mac invested, as part of a financial inquiry that is seeking information to determine whether losses sustained by Fannie Mae and Freddie Mac from these investments are the legal responsibility of others and to ensure that the obligations of the various parties involved have been met. In September 2011, the FHFA filed lawsuits against 17 financial institutions, certain of their officers and various unaffiliated lead underwriters, which suits allege violations of Federal securities laws and common law in the sale of RMBS to Fannie Mae and Freddie Mac.

Our business has included, and continues to include, activities relating to securitization transactions, an area that is the focus of various governmental authorities. Because of our involvement in the securitization business, we could become the subject of governmental investigations, enforcement actions, or lawsuits, and governmental authorities could allege that we violated applicable law or regulation in the conduct of our business. If violations are so alleged, we might not be successful in defending any related action brought against us, and any losses incurred as a result of the resolution of any such action against us could have a material adverse effect on our results of operations in future periods. In any case, regardless of the merits of any allegation or legal action that may be brought against us, or of our success in defending against it, the costs of defending against any such allegation or legal action made or brought against us may be significant or material and could have a material adverse effect on our results of operations in future periods. To the extent that any action is brought against us or other market participants by any governmental authority, regardless of whether that action is successful or not, it could result in non-governmental litigants bringing similar actions against us to the extent the law permits private parties to pursue legal action to address alleged violations of law or regulation.

As part of investigations they have been conducting, we have been required to provide information to two different federal agencies. Within Part II, Item 1 of this Quarterly Report on Form 10-Q, we describe (i) the inquiry we received from the SEC, which inquiry took the form of an order to provide certain information regarding our past business activities with respect to sponsoring collateralized debt obligation transactions, and (ii) the subpoena we received from the National Credit Union Administration relating to certain RMBS transactions we sponsored in the past. We have responded to the order from the SEC and the subpoena from the NCUA. Both the subpoena from the NCUA and the order from the SEC state that they should not be construed as an indication that any violation of law has occurred, however, these regulatory agencies could, in the future, allege that we did violate applicable law or regulation in the conduct of our securitization business and, if either of them were to make such an allegation, it is possible that we might not be successful in defending any related action brought against us and any losses incurred as a result of the

resolution of any such action against us could have a material adverse effect on our results of operations in future periods. As an example, in June 2011 the NCUA filed federal and state securities law claims in U.S. District Court in Kansas City, Kansas against, among others, certain subsidiaries of J.P. Morgan Chase & Co.

TABLE OF CONTENTS

and Royal Bank of Scotland Group PLC alleging that the offering documents relating to certain RMBS transactions that they sponsored and/or underwrote contained untrue statements of material fact or omitted to state material facts (and on July 18, 2011 the NCUA filed an additional and similar lawsuit against certain subsidiaries of Royal Bank of Scotland Group PLC and certain other entities in U.S. District Court in Los Angeles, California). At the same time the NCUA filed its June 2011 claims, it announced that it expects to file additional similar lawsuits against other financial institutions. On June 21, 2011, The Wall Street Journal reported that the NCUA is engaged in settlement discussions with financial institutions relating to other RMBS transactions and subsequently the media has reported that the NCUA has indicated that it anticipates filing another five to 10 lawsuits relating to the failure of wholesale credit unions.

There have also recently been several notable proposed settlements by large financial institutions of claims related to RMBS transactions. For example:

In June 2011, Bank of America Corporation and certain of its subsidiaries (collectively referred to as Bank of America) reported that it entered into a proposed settlement agreement and a related agreement with certain institutional investors relating to claims for loan servicing breaches relating to, and breaches of representations and warranties made in connection with, certain securitization transactions that had been sponsored by subsidiaries of Countrywide Financial Corporation (prior to the acquisition of Countrywide Financial by Bank of America). The proposed settlement agreement is subject to satisfaction of certain conditions, including court approval. The proposed settlement agreement provides for the release of claims related to: breaches of representations and warranties in the covered securitization transactions, all past servicing of loans underlying the covered securitization transactions, and all future servicing of loans underlying the covered securitization transactions (to the extent that future servicing complies with newly agreed-to standards). Under the proposed settlement, Bank of America would make an aggregate payment of $8.5 billion, which would be allocated among the covered securitization transactions.

In July 2011, subsidiaries of Wells Fargo & Company (collectively referred to as Wells Fargo) entered into a proposed settlement of a class action lawsuit brought by investors in 28 different RMBS transactions sponsored by Wells Fargo, which class action lawsuit included claims under the federal securities laws that the offering documents for those RMBS transactions contained untrue statements and omitted material facts. In settling these claims, Wells Fargo agreed to a settlement payment to the plaintiff class of approximately $125 million dollars. The proposed settlement is subject to court approval.

As settlements such as those described above are proposed or entered into, we may analyze them, the nature of the claims and RMBS they relate to, and the circumstances under which they were entered into. In some cases, these settlements may affect the value of third-party issued RMBS that we hold. We also may seek to determine the extent to which these settlements are relevant to the defense of the lawsuits that we have been named in, to other aspects of our business, and to the reporting of our financial results. We may not analyze all future settlements that relate to asset-backed securities, or we may analyze them but not describe them in future public disclosures we make.

Other Risks

In addition to the market risks and risks relating to litigation and governmental investigations and enforcement actions described above, our business and results of operations are subject to a variety of types of risks and uncertainties, including, among other things, those described in Part II, Item 1A of this Quarterly Report on Form 10-Q and those described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, under the caption Risk Factors.

TABLE OF CONTENTS

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information concerning market risk is incorporated herein by reference to Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2010, as supplemented by the information under *Management s Discussion and Analysis of Financial Condition and Results of Operations Market Risks* within Item 2 above. Other than the developments described thereunder, including changes in the fair values of our assets, there have been no other material changes in our quantitative or qualitative exposure to market risk since December 31, 2010.

Item 4. Controls and Procedures

We have adopted and maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed on our reports under the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized, and reported within the time periods specified in the U.S. Securities and Exchange Commission s rules and forms and that the information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) of the Exchange Act, we have carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the quarter covered by this report. Based on the foregoing, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level.

There have been no changes in our internal control over financial reporting during the third quarter of 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

TABLE OF CONTENTS

PART II

Item 1. Legal Proceedings

As described in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2010, on December 23, 2009, the Federal Home Loan Bank of Seattle (the FHLB-Seattle) filed a claim in Superior Court for the State of Washington (case number 09-2-46348-4 SEA) against Redwood Trust, Inc., our subsidiary, Sequoia Residential Funding, Inc. (SRF), Morgan Stanley & Co., and Morgan Stanley Capital I, Inc. (collectively, the FHLB-Seattle Defendants). The FHLB-Seattle alleges claims under the Securities Act of Washington (Section 21.20.005, et seq.) and seeks to rescind the purchase of a mortgage pass-through certificate (or, residential mortgage backed securities, RMBS) issued through our Sequoia RMBS platform as part of the Sequoia Mortgage Trust 2005-4 securitization transaction and purchased by the FHLB-Seattle. The FHLB-Seattle also seeks to collect interest on the original purchase price at the statutory interest rate of 8% per annum from the date of original purchase (net of interest received), as well as attorneys fees and costs. On June 10, 2010, the FHLB-Seattle filed an amended complaint. Subsequently, on October 18, 2010, the FHLB-Seattle Defendants filed motions to dismiss the FHLB-Seattle s complaint. Redwood Trust, Inc. and SRF additionally moved to dismiss the complaint for lack of personal jurisdiction. The FHLB-Seattle alleges that the FHLB-Seattle Defendants offering materials for this RMBS contained materially untrue statements and omitted material facts about this RMBS and the loans securitized in this transaction. Among other things, the FHLB-Seattle alleges that the FHLB-Seattle Defendants made untrue statements or omissions regarding the (1) loan-to-value ratios of these mortgage loans and the appraisals of the properties that secured these mortgage loans, (2) occupancy status of those properties, (3) underwriting standards of the originators of these mortgage loans, and (4) ratings assigned to this RMBS. In a series of rulings issued between June 23, 2011 and August 15, 2011, the Washington State Superior Court dismissed the allegations relating to occupancy status and denied other grounds for dismissal. On July 19, 2011, the Court granted Redwood Trust, Inc. and SRF s motion to dismiss for lack of personal jurisdiction. Redwood Trust, Inc. does not know whether the FHLB-Seattle will appeal or otherwise contest the dismissal, or file a claim in another jurisdiction. The Sequoia RMBS that is the subject of the FHLB-Seattle s claim was issued with an original principal amount of approximately $133 million and, at September 30, 2011, had a remaining outstanding principal amount of approximately $29 million. We believe that this claim is without merit and we intend to defend any action related to it vigorously. In connection with the issuance of the Sequoia RMBS that is the subject of the FHLB-Seattle s claim, Redwood agreed to indemnify the underwriters of this RMBS for certain losses and expenses they might incur as a result of claims made against them relating to this RMBS, including, without limitation, certain legal expenses. The FHLB-Seattle s claims against the underwriters of this RMBS were not dismissed for lack of personal jurisdiction. Regardless of the outcome of this litigation, Redwood could incur a loss as a result of these indemnities.

As described in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2010, on August 18, 2010, Redwood Trust, Inc. s subsidiary, SRF, received service of process with respect to a claim filed on July 15, 2010 in Superior Court for the State of California in San Francisco (case number CGC-10-501610) by The Charles Schwab Corporation (Schwab). In the complaint, Schwab is suing SRF and 26 other named defendants (collectively, the Schwab Defendants) in relation to RMBS sold or issued by the Schwab Defendants. With respect to SRF, Schwab alleges a cause of action of negligent misrepresentation under California state law and seeks unspecified damages and attorneys fees and costs with respect to a RMBS issued through the Sequoia RMBS platform as part of the Sequoia Mortgage Trust 2005-4 securitization transaction (which is the same transaction at issue in the litigation initiated by the FHLB-Seattle described in the preceding paragraph). Among other things, Schwab alleges that the offering materials for this Sequoia RMBS contained materially untrue statements or omissions regarding this RMBS and the loans securitized in this securitization transaction, including untrue statements or omissions regarding the (1)

loan-to-value ratios of these mortgage loans and the appraisals of the properties that secured these mortgage loans, (2) occupancy status of those properties, (3) underwriting standards of the originators of these mortgage loans, and (4) ratings assigned to this RMBS. On September 22, 2011, the Schwab Defendants moved to dismiss the complaint, which motions are now pending. The Sequoia RMBS that is the subject of Schwab s claim was issued with an original principal amount of approximately $14.8 million and, at September 30, 2011, had a remaining outstanding principal amount of approximately $3.2 million. We believe that this case is without merit and we intend to defend the action vigorously. In connection with the issuance

TABLE OF CONTENTS

of the Sequoia RMBS that is the subject of Schwab s claim, Redwood agreed to indemnify the underwriters of this RMBS for certain losses and expenses they might incur as a result of claims made against them relating to this RMBS, including, without limitation, certain legal expenses. Regardless of the outcome of this litigation, Redwood could incur a loss as a result of these indemnities.

As described in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2010, on July 12, 2010, two notices of Election to Void Sale of Securities pursuant to Illinois Securities Law (815 ILCS Section 5/13(A)) were received from the Federal Home Loan Bank of Chicago (FHLB-Chicago). In the notices, the FHLB-Chicago sought to void its purchase of two RMBS that were issued in 2006 by a securitization trust with respect to which Redwood Trust, Inc. s subsidiary, SRF, was the depositor. Subsequently, on October 15, 2010, the FHLB-Chicago filed a claim in the Circuit Court of Cook County, Illinois (case number 10-CH-45033) against SRF and more than 45 other named defendants (collectively, the FHLB-Chicago Defendants) in relation to RMBS sold or issued by the FHLB-Chicago Defendants or by entities controlled by the FHLB-Chicago Defendants. In an amended complaint filed on March 16, 2011, FHLB-Chicago added as defendants Redwood Trust, Inc. and another one of our subsidiaries, RWT Holdings, Inc. With respect to Redwood Trust, Inc. and SRF, the FHLB-Chicago alleges that the offering materials for two RMBS issued through the Sequoia RMBS platform as part of the Sequoia Mortgage Trust 2006-1 securitization transaction contained untrue and misleading statements and material representations in violation of Illinois Securities Law (815 ILCS Sections 5/12(F)-(H)) and North Carolina Securities Law (N.C.G.S.A. §78A-8(2) & §78A-56(a)) and also alleges a claim of negligent misrepresentations under Illinois common law. On some of the causes of action, the FHLB-Chicago seeks to rescind the purchase of these RMBS and to collect interest on the original purchase price at the statutory interest rate of 10% per annum from the date of original purchase (net of interest received). On one cause of action, the FHLB-Chicago seeks unspecified damages. The FHLB-Chicago also seeks attorneys fees and costs. Among other things, the FHLB-Chicago alleges that the offering materials for this RMBS contained materially untrue statements or omissions regarding this RMBS and the loans securitized in this transaction, including untrue statements or omissions regarding the (1) loan-to-value ratios of these mortgage loans and the appraisals of the properties that secured these mortgage loans, (2) occupancy status of those properties, (3) underwriting standards of the originators of these mortgage loans, (4) ratings assigned to these RMBS, and (5) due diligence performed on these mortgage loans. The first of these two Sequoia RMBS was issued with an original principal amount of approximately $105 million and, at September 30, 2011, had a remaining outstanding principal amount of approximately $43 million. The second of these two Sequoia RMBS was issued with an original principal amount of approximately $379 million and, at September 30, 2011, had a remaining outstanding amount balance of approximately $155 million. On March 27, 2011, the FHLB-Chicago Defendants moved to dismiss the amended complaint, which motions are now pending. We believe that this case is without merit, and we intend to defend the action vigorously. In connection with the issuance of the Sequoia RMBS that is the subject of the FHLB-Chicago s claim, Redwood agreed to indemnify the underwriters of these RMBS for certain losses and expenses they might incur as a result of claims made against them relating to these RMBS, including, without limitation, certain legal expenses. Regardless of the outcome of this litigation, Redwood could incur a loss as a result of these indemnities.

As described in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2010, in May 2010, we received an Order from the SEC, pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934. The SEC s Order required us to provide information regarding, among other things, our trading practices and valuation policies relating to our business of sponsoring and managing collateralized debt obligation issuers. We have responded to the Order. The Order from the SEC indicates that it should not be construed as an indication by the SEC or its staff that any violations of law have occurred. The SEC could, however, as a result of our response to this Order or otherwise, allege that we violated applicable law or regulation in the conduct of our collateralized debt obligation business.

As described in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2010, in November 2009, we received a subpoena from the National Credit Union Administration (NCUA), which is the federal agency that charters and supervises federal credit unions, as part of its investigation of the circumstances relating to the U.S. Central Federal Credit Union being placed into conservatorship in March 2009, including the U.S. Central Federal Credit Union s investment in various RMBS. The NCUA

TABLE OF CONTENTS

requested information relating to, among other things, two RMBS (i) issued by a securitization trust with respect to which SRF was the depositor and (ii) purchased at the time of issuance by the U.S. Central Federal Credit Union. We have responded to the subpoena. The subpoena from the NCUA states that it should not be construed as an indication by the NCUA or its staff that any violation of law has occurred. The NCUA could, however, as a result of our response to this subpoena or otherwise, allege that we did violate applicable law or regulation in the conduct of our securitization business.

Other than as disclosed in the preceding paragraphs of this Item 1, there are no material pending legal proceedings, or material changes with respect to pending legal proceedings, in each case, to which we or any of our subsidiaries is a party or of which our property is the subject.

Item 1A. Risk Factors

Our risk factors are discussed under Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010. In addition, the following risk factor reflects recent developments.

A recently initiated SEC review of the section of the Investment Company Act of 1940 (Investment Company Act) and the regulations and regulatory interpretations promulgated thereunder that we rely on to exempt us from regulation under the Investment Company Act could eventually result in regulatory changes relating thereto, which could require us to change our business and operations in order for us to continue to rely on that exemption or operate without the benefit of that exemption.

On August 31, 2011, the SEC published a Concept Release within which it reviews interpretive issues under the Investment Company Act relating to the status under the Investment Company Act of companies that are engaged in the business of acquiring mortgages and mortgage-related instruments and that rely on the exemption set forth in Section 3(c)(5)(C) of the Investment Company Act from requirements under the Investment Company Act. Among other things, the SEC is concerned that certain types of mortgage-related pools today appear to resemble in many respects investment companies such as closed-end funds and may not be the kinds of companies that were intended to be excluded from regulation under the Investment Company Act by Section 3(c)(5)(C). Although we believe that we are properly relying on Section 3(c)(5)(C) of the Investment Company Act to exempt us from regulation under the Investment Company Act, this SEC review could eventually affect our ability to rely on that exemption or could eventually require us to change our business and operations in order for us to continue to rely on that exemption. Even if the SEC review of this exemption does not eventually have these effects on us, in the interim, while the SEC is carrying out its review, the uncertainty created by the SEC s review could negatively impact the ability of companies, such as us, that rely on this exemption to raise capital or borrow money, which could negatively impact our business and results of operations.

The foregoing risk factor should be read together with the risk factor set forth within Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010 under the heading *Conducting our business in a manner so that we are exempt from registration under and compliance with the Investment Company Act of 1940 may reduce our flexibility and could limit our ability to pursue certain opportunities. At the same time, failure to continue to qualify for exemption from the Investment Company Act of 1940 (Investment Company Act) could adversely affect us*.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended September 30, 2011, we did not sell any equity securities that were not registered under the Securities Act of 1933, as amended. We announced a stock repurchase plan on November 5, 2007 for the repurchase of up to a total of 5,000,000 shares. This plan replaced all previous share repurchase plans and has no expiration date. We repurchased 222,386 shares during the three months ended September 30, 2011. At September 30, 2011, 4,435,685 shares remained available for repurchase under our stock repurchase plan.

TABLE OF CONTENTS

The following table contains information on the shares of our common stock that we purchased or otherwise acquired during the three months ended September 30, 2011.

	Total Number of Shares Purchased or Acquired	Average Price per Share Paid	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
July 1, 2011 July 31, 2011	123 (1)	$ 15.12		4,658,071
August 1, 2011 August 31, 2011	223,220 (2)	$ 12.096	222,386	4,435,685
September 1, 2011 September 30, 2011	36 (3)	$ 0.01		4,435,685
	933	$ 12.03	222,386	4,435,685

(1) The 123 shares repurchased during July 2011 represent shares acquired to satisfy tax withholding requirements on the vesting of restricted shares.

(2) Includes 834 shares acquired in August 2011 due to unvested shares being forfeited upon termination of employees.

(3) The 36 shares acquired in September 2011 represent unvested shares forfeited upon termination of employees.

Item 3. Defaults Upon Senior Securities

None.

Item 4. (Removed and Reserved)

Item 5. Other Information

None.

TABLE OF CONTENTS

Item 6. Exhibits

Exhibit Number	Exhibit
3.1	Articles of Amendment and Restatement of the Registrant, effective July 6, 1994 (incorporated by reference to the Registrant s Quarterly Report on Form 10-Q, Exhibit 3.1, filed on August 6, 2008)
3.1.1	Articles Supplementary of the Registrant, effective August 10, 1994 (incorporated by reference to the Registrant s Quarterly Report on Form 10-Q, Exhibit 3.1.1, filed on August 6, 2008)
3.1.2	Articles Supplementary of the Registrant, effective August 11, 1995 (incorporated by reference to the Registrant s Quarterly Report on Form 10-Q, Exhibit 3.1.2, filed on August 6, 2008)
3.1.3	Articles Supplementary of the Registrant, effective August 9, 1996 (incorporated by reference to the Registrant s Quarterly Report on Form 10-Q, Exhibit 3.1.3, filed on August 6, 2008)
3.1.4	Certificate of Amendment of the Registrant, effective September 30, 1998 (incorporated by reference to the Registrant s Quarterly Report on Form 10-Q, Exhibit 3.1.4, filed on August 6, 2008)
3.1.5	Articles Supplementary of the Registrant, effective April 7, 2003 (incorporated by reference to the Registrant s Quarterly Report on Form 10-Q, Exhibit 3.1.5, filed on August 6, 2008)
3.1.6	Articles Supplementary of the Registrant, effective June 12, 2008 (incorporated by reference to the Registrant s Quarterly Report on Form 10-Q, Exhibit 3.1.6, filed on August 6, 2008)
3.1.7	Articles of Amendment effective May 19, 2009 (incorporated by reference to the Registrant s Current Report on Form 8-K, Exhibit 3.1, filed on May 21, 2009)
3.1.8	Articles of Amendment effective May 24, 2011 (incorporated by reference to the Registrant s Current Report on Form 8-K, Exhibit 3.1, filed on May 20, 2011)
3.2	Amended and Restated Bylaws, as adopted on March 5, 2008 (incorporated by reference to the Registrant s Current Report on Form 8-K, Exhibit 3.1, filed on March 11, 2008)
10.1	Office Building Lease, effective as of and dated as of June 1, 2012
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Pursuant to Rule 405 of Regulation S-T, the following financial information from the Company s Quarterly Report on Form 10-Q for the period ended September 30, 2011, is furnished in XBRL-formatted interactive data files: (i) Consolidated Statements of Income for the three and nine months ended September 30, 2011 and 2010; (ii) Consolidated Balance Sheets at September 30, 2011 and December 31, 2010; (iii) Consolidated Statements of Changes in Equity and Comprehensive Income for the nine months ended September 30, 2011 and 2010;

(iv) Consolidated Statements of Cash Flows for the nine months ended September 30, 2011 and 2010; and,
(v) Notes to Financial Statements.

TABLE OF CONTENTS

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REDWOOD TRUST, INC.
By:

Date: November 3, 2011	/s/ Martin S. Hughes Martin S. Hughes President and Chief Executive Officer (Principal Executive Officer)
Date: November 3, 2011	By: /s/ Diane L. Merdian Diane L. Merdian Chief Financial Officer (Principal Financial Officer)
Date: November 3, 2011	By: /s/ Christopher J. Abate Christopher J. Abate Controller (Principal Accounting Officer)

TABLE OF CONTENTS

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(iv) Consolidated Statements of Cash Flows for the nine months ended September 30, 2011 and 2010; and
(v) Notes to Financial Statements.