NEWPORT CORP
Form 4
March 15, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPIEGEL GARY J
(Last) (First) (Middle)
1791 DEERE AVENUE
(Street)
IRVINE, CA 92606
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEWPORT CORP [NEWP]

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP Worldwide Sales & Service

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/13/2007		F (1)		2,384	D	$ 16.3	24,792 (2)	D	
Common Stock								5,028	I	Held in family trust (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPIEGEL GARY J 1791 DEERE AVENUE IRVINE, CA 92606			VP Worldwide Sales & Service	

Signatures

Jeffrey B. Coyne, SVP and General Counsel, as attorney-in-fact for reporting person	03/15/2007
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares have been withheld in satisfaction of reporting person's tax withholding obligations resulting from the vesting of restricted stock units which had been awarded to reporting person in accordance with Rule 16b-3(d).

(2) Includes 72 shares acquired through the issuer's Employee Stock Purchase Plan on December 31, 2006.

(3) Shares are held by reporting person and his spouse as trustees of a family trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. tyle="DISPLAY: block; MARGIN-LEFT: 9pt; TEXT-INDENT: -9pt; LINE-HEIGHT: 1.25; MARGIN-RIGHT: 0pt" align="left">**Liabilities**
Redwood debt

1,879,783

1,879,783

1,856,208

1,856,208

ABS issued

Sequoia

7,203,181

7,158,118

7,664,066

7,627,644

Acacia

2,737,855

2,696,902

2,309,673

2,302,427

Madrona

5,472

5,510

5,485

5,510

Total ABS issued

9,946,508

9,860,530

9,979,224

9,935,581

Derivative liabilities

7,209

7,209

	6,046
	6,046
Commitments to purchase	
	192
	192
	168
	168
Accrued interest payable	
	51,709
	51,709
	50,590
	50,590
Junior subordinated notes	
	100,000
	100,000
	100,000
	100,000

Methodologies we use to estimate fair market values for various asset types are described below.

· Real estate loans

- Residential real estate loan fair market values are determined by available market quotes and discounted cash flow analyses.
- Commercial real estate loan fair market values are determined by appraisals on underlying collateral and discounted cash flow analyses.

· Real estate securities

- Real estate securities fair market values are determined by discounted cash flow analyses and other valuation techniques using market pricing assumptions confirmed by third party dealer/pricing indications.

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Explanation of Responses:

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

· Other real estate investments

· Other real estate investments fair market values are determined by discounted cash flow analyses and other valuation techniques using market pricing assumptions confirmed by third party dealer/pricing indications.

· Derivative assets and liabilities

· Fair market values on interest rate agreements are determined by third party vendor modeling software and from valuations provided by dealers active in derivative markets.

· Cash and cash equivalents

· Includes cash on hand and highly liquid investments with original maturities of three months or less. Fair market values equal carrying values.

· Restricted cash

· Includes interest-earning cash balances in ABS entities for the purpose of distribution to bondholders and reinvestment. Due to the short-term nature of the restrictions, fair market values approximate carrying values.

· Accrued interest receivable and payable

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

· Redwood debt

· All Redwood debt is adjustable and matures within one year; fair market values approximate carrying values.

· ABS issued

· Fair market values are determined by discounted cash flow analyses and other valuation techniques confirmed by third party/dealer pricing indications.

· Commitments to purchase

· Fair market values are determined by discounted cash flow analyses and other valuation techniques confirmed by third party/dealer pricing indications.

· Junior subordinated notes

· Junior subordinated notes are adjustable; fair market values approximate carrying values.

Note 14. Stockholders' Equity

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) includes the difference between fair market value and our amortized cost of interest rate agreements accounted for as cash flow hedges and our real estate securities accounted for as AFS. Also included in this account are any net gains or losses from interest rate agreements accounted for as cash flow hedges that have been terminated and where the hedge transactions are still likely to occur. At March 31, 2007, there was $1.5 million of net gains from terminated hedges, of which a minimal amount will be amortized into income over the next twelve months. At December 31, 2006, there was $0.6 million of net losses from terminated hedges. At March 31, 2007 the unrealized loss on AFS was $6.4 million, a decline of $92.8 million from the unrealized gain of $86.4 million at December 31, 2006.

The following table provides a summary of the components of accumulated other comprehensive income (loss) as of March 31, 2007 and December 31, 2006.

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REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

Accumulated Other Comprehensive Income (Loss)

(In thousands)		**March 31, 2007**		**December 31, 2006**
Net unrealized gains (losses) on real estate securities	$	(6,364)	$	86,434
Net unrealized gains on interest rate agreements accounted for as cash flow hedges		181		6,724
Total accumulated other comprehensive (loss) income	$	(6,183)	$	93,158

Note 15. Equity Compensation Plans

Incentive Plan

In March 2006, we amended the previously amended 2002 Redwood Trust, Inc. Incentive Stock Plan (Incentive Plan) for executive officers, employees, and non-employee directors. This amendment was approved by our stockholders in May 2006. The Incentive Plan authorizes our board of directors (or a committee appointed by our board of directors) to grant incentive stock options as defined under Section 422 of the Code (ISOs), options not so qualified (NQSOs), deferred stock units, restricted stock, performance shares, stock appreciation rights, limited stock appreciation rights (awards), and DERs to eligible recipients other than non-employee directors. ISOs and NQSOs awarded to employees and directors have a maximum term of ten years. Stock options, deferred stock units, and restricted stock granted to employees generally vest over a four-year period. Non-employee directors are automatically provided annual awards under the Incentive Plan that generally vest immediately. The Incentive Plan has been designed to permit the compensation committee of our board of directors to grant and certify awards that qualify as performance-based and otherwise satisfy the requirements of Section 162(m) of the Code. As of March 31, 2007 and December 31, 2006, 492,647 and 514,217 shares of common stock, respectively, were available for grant.

A summary of stock option activity during the three months ended March 31, 2007 and 2006 are presented in the table below. See *Note 2* for a discussion on the assumptions used to value stock options at grant date.

Stock Options Activity

	Three Months Ended March 31,					
	2007			**2006**		
	Shares		**Weighted Average Exercise Price**	**Shares**		**Weighted Average Exercise Price**
Stock Options Outstanding						
Outstanding options at beginning of period	1,072,622	$	34.70	1,548,412	$	32.60
Options granted	15,715		55.76	33,871		41.09
Options exercised	(54,176)		32.24	(39,420)		23.81
Options forfeited	(1,699)		56.11	(34,906)		41.07
Outstanding options at end of period	1,032,462	$	35.11	1,507,957	$	33.19

Options exercisable at period-end	925,679	$	32.76	1,244,756	$	29.85
Weighted average fair market value of options granted during the period		$	4.29		$	3.41

With the adoption of FAS 123R on January 1, 2006, the grant date fair market value of all remaining unvested stock options (which includes the value of any future dividend equivalent rights) is expensed to the consolidated statements of income over the remaining vesting period of each option.

For both the three months ended March 31, 2007 and 2006, expenses related to stock options were $0.6 million. As of March 31, 2007, there was $1.4 million of unrecognized compensation cost related to unvested stock options. These costs will be expensed over a weighted-average period of 1.2 years.

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REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

The total intrinsic value or gain (fair market value less exercise price) for options exercised was $1.3 million for both the three months ended March 31, 2007 and 2006. The net cash proceeds received from the exercise of stock options was $1.0 million and $0.4 million for the three months ended March 31, 2007 and 2006, respectively.

The aggregate intrinsic value of the options outstanding and options currently exercisable was $18 million and $25 million at March 31, 2007 and December 31, 2006, respectively.

In the first quarter of 2007, officers exercised 23,487 in the money options and surrendered 15,715 shares to pay exercise costs and taxes of $1 million on the gains on the options exercised.

The following table summarizes information about stock options outstanding at March 31, 2007.

Stock Options Exercise Prices as of March 31, 2007

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
$10 to $20	314,783	2.40	$ 12.90	314,783	$ 12.90
$20 to $30	203,561	1.59	21.66	203,511	21.66
$30 to $40	10,000	6.11	36.19	10,000	36.19
$40 to $50	49,271	5.46	43.35	49,171	43.35
$50 to $60	454,046	6.59	55.58	347,413	55.58
$60 to $63	801	5.37	62.54	801	62.54
$ 0 to $63	1,032,462	4.27		925,679	

Restricted Stock

As of March 31, 2007 and December 31, 2006, 23,124 and 27,524 shares, respectively, of restricted stock were outstanding. Restrictions on these shares lapse through January 2011. Restricted stock activity for the three months ended March 31, 2007 and 2006 is presented in the table below. There were no restricted stock awards granted during either the first three months of 2007 or 2006.

Restricted Stock Outstanding

	Three Months Ended March 31, 2007 Shares	Weighted Average Grant Date Fair Market Value	Three Months Ended March 31, 2006 Shares	Weighted Average Grant Date Fair Market Value
Restricted stock outstanding at the beginning of period	27,524	$ 49.57	21,038	$ 45.96
Stock for which restrictions lapsed	(4,308)	46.88	(972)	53.74

Restricted stock forfeited	(92)		56.18	(1,996)		45.03
Restricted stock outstanding at end of period	23,124	$	50.05	18,070	$	45.65

The cost of these grants is amortized over the vesting term using an accelerated method in accordance with FASB Interpretation No. 28 *Accounting for Stock Appreciation Rights and Other Variable Stock Options or Award Plans* (FIN 28), and FAS 123R. For both the three months ended March 31, 2007 and 2006, the expenses related to restricted stock were $0.1 million. As of March 31, 2007, there was $0.7 million of unrecognized compensation cost related to unvested restricted stock. This cost will be recognized over a weighted average period of 1.1 years.

Deferred Stock Units

Deferred stock units (DSUs) are granted or purchased by participants in the Executive Deferred Compensation Plan. Some of the DSUs awarded may have a vesting period associated with them. Restrictions on some of the outstanding DSUs lapse through 2013.

REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

For the three months ended March 31, 2007 and 2006, expenses related to DSUs were $4.0 million and $2.0 million, respectively. As of March 31, 2007, there was $15.6 million of unrecognized compensation cost related to nonvested DSUs. This cost will be recognized over a weighted-average period of 1.1 years. As of December 31, 2006, there was $19.4 million of unrecognized compensation cost related to nonvested DSUs. As of March 31, 2007 and December 31, 2006, the number of outstanding DSUs that had vested was 223,285 and 153,073, respectively.

The tables below provide summaries of the balances and activities relating to the DSUs for the three months ended March 31, 2007 and for the year ended December 31, 2006.

Deferred Stock Units

(In thousands)	**March 31, 2007**	**December 31, 2006**
Value of DSUs at grant	$ 37,366	$ 36,542
Participant forfeitures	(322)	(110)
Distribution of DSUs	(2,447)	(347)
Change in value at period end since grant	2,100	6,763
Value of DSUs at end of period	$ 36,697	$ 42,848

Deferred Stock Units Activity

(In thousands, except unit amounts)	**Three Months Ended March 31,**					
	2007			**2006**		
	Units	**Fair Market Value**	**Weighted Average Grant Date Fair Market Value**	**Units**	**Fair Market Value**	**Weighted Average Grant Date Fair Market Value**
Balance at beginning of period	737,740	$ 42,848	$ 48.91	418,126	$ 17,252	$ 45.65
Grants of DSUs	13,431	784	58.35	72,995	3,012	41.26
Distribution of DSUs	(43,751)	(2,100)	47.99	—	—	—
Change in valuation during period	—	(4,623)	—	—	1,011	—
Participant forfeitures	(4,150)	(212)	51.20	—	—	—
Net change in number/value of DSUs	(34,470)	(6,151)	—	72,995	4,023	—
Balance at end of period	703,270	$ 36,697	$ 49.60	491,121	$ 21,275	$ 45.00

Executive Deferred Compensation Plan

In May 2002, our board of directors approved the 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. Redwood matches some deferrals. Compensation deferred under the EDCP are assets of Redwood and subject to the claims of the general creditors of Redwood. The EDCP allows for the investment of deferrals in either an interest crediting account or additional DSUs. The rate of accrual in the interest crediting account is set forth in the EDCP. For deferrals prior to July 1, 2004, the accrual rate is based on a calculation of the marginal rate of return on our portfolio of earning assets. For deferrals after July 1, 2004 and through December 31, 2006, the accrual rate is based on 120% of the long-term applicable federal rate (AFR) or the equivalent rate of employee pre-selected publicly traded mutual funds. For deferrals subsequent to December 31, 2006 - and beginning July 1, 2007, for all prior deferrals - the accrual rate is based on 120% of AFR. Participants may also use their deferrals to acquire additional DSUs.

For the three months ended March 31, 2007 and 2006, deferrals of $1.1 million and $1.4 million, respectively, were made under the EDCP. The following table provides detail on changes in participants' EDCP accounts for the three months ended March 31, 2007 and 2006.

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REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

EDCP Activity

(In thousands)	Three Months Ended March 31, 2007	2006
Transfer into participants' EDCP accounts	$ 1,088	$ 1,366
Accrued interest earned in EDCP	391	296
Participants' withdrawals	(793)	(241)
Net change in participants' EDCP accounts	$ 686	$ 1,421
Balance at beginning of period	$ 9,693	$ 7,005
Balance at end of period	$ 10,379	$ 8,426

The following table provides detail on the financial position of the EDCP at March 31, 2007 and December 31, 2006.

Balance of Participants' EDCP Accounts

(In thousands)	March 31, 2007	December 31, 2006
Participants' deferrals	$ 6,938	$ 6,643
Accrued interest credited	3,441	3,050
Balance of participants' EDCP accounts	$ 10,379	$ 9,693

Employee Stock Purchase Plan

In May 2002, our stockholders approved the 2002 Redwood Trust, Inc. Employee Stock Purchase Plan (ESPP), effective July 1, 2002. The purpose of the ESPP is to give our employees an opportunity to acquire an equity interest in Redwood 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 market value, subject to limits. Fair market 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 of that year.

The ESPP allows a maximum of 100,000 shares of common stock to be purchased in aggregate for all employees. As of March 31, 2007 and December 31, 2006, 38,228 and 35,570 shares have been purchased. As of March 31, 2007 and December 31, 2006, there remained a negligible amount of uninvested employee contributions in the ESPP.

The table below presents the activity in the ESPP for the three months ended March 31, 2007 and 2006.

Employee Stock Purchase Plan

(In thousands)	Three Months Ended March 31, 2007	2006
Balance at beginning of period	$ 3	$ 13
Transfer in of participants' payroll deductions from the ESPP	124	87

Cost of common stock issued to participants under the terms of the ESPP		(118)		(95)
Net change in participants' equity	$	6	$	(8)
Balance at end of period	$	9	$	5

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REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

Note 16. Commitments and Contingencies

As of March 31, 2007, we were obligated under non-cancelable operating leases with expiration dates through 2018 for $16.4 million. The majority of the future lease payments relate to a ten-year operating lease for our executive offices, which expires in 2013, and a lease for additional office space at our executive offices beginning January 1, 2008 and expiring May 31, 2018. Prior to the beginning of the lease of the additional office space, we are subleasing this office space from another tenant through the end of 2007. The total lease payments to be made under the lease expiring in 2013 and the sublease, including certain free-rent periods, are being recognized as office rent expense on straight-line basis over the lease term. Operating lease expense was $0.3 million and $0.2 million for the quarters ended March 31, 2007 and 2006, respectively. Leasehold improvements for our executive offices are amortized into expense over the ten-year lease term. The unamortized leasehold improvement balance at March 31, 2007 and December 31, 2006 was $3.0 million and $2.0 million, respectively. We will record additional leasehold improvements as we prepare the additional office space.

Future Lease Commitments by Year

(In thousands)		**March 31, 2007**
2007 (nine months)	$	988
2008		1,636
2009		1,680
2010		1,709
2011		1,831
2012 and thereafter		8,574
Total	$	16,418

At March 31, 2007, to our knowledge there were no legal proceedings to which we were a party or to which any of our properties was subject.

The table below shows our commitments to purchase loans and securities as of March 31, 2007. The loan purchase commitments represent derivative instruments with an estimated value of negative $0.2 million at March 31, 2007 under FAS No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* (FAS 149). This is included in net recognized gains and valuation adjustments on our Statements of Income.

Commitments to Purchase - Principal Amount

(In thousands)		**March 31, 2007**
Real estate loans	$	81,676
Real estate securities		—
Total	$	81,676

We have committed to purchase commercial CES from a securitization entity to be formed in 2007, pending adherence to representations and underwriting criteria as set forth in the agreement. At March 31, 2007, there were approximately $115 million of commercial mortgage loans originated for this future securitization. At March 31, 2007, we estimate the value of this commitment to be negligible.

Stock Repurchases

We announced stock repurchase plans on various dates from September 1997 through November 1999 for the total repurchase of a total of 7,455,000 shares. None of these plans have expiration dates. There were no repurchases during the first quarter of 2007 and 1,000,000 shares remained available for repurchase under those plans.

Note 17. Recent Developments

In the second quarter of 2007 (through May 4, 2007), we committed to purchase $441 million residential real estate loans, $71 million residential and commercial IGS, and $51 million residential, commercial and CDO CES.
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REDWOOD TRUST, INC. AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

In the second quarter of 2007 (through May 4, 2007), we committed to sell residential IGS with market values of $3.5 million for an estimated GAAP loss of $0.4 million, and residential CES with market values of $5.5 million for an estimated GAAP loss of $0.1 million.

In the second quarter of 2007, we intend to securitize $1 billion of residential real estate loans through our Sequoia program.

In April of 2007, we priced a $500 million CDO backed by option ARM residential securities.

In April of 2007, residential CES with a principal value of $1.4 million and residential IGS with a principal value of $1.4 million were called, for total estimated GAAP gains of $0.7 million.

In April of 2007, we called one Sequoia securitization. The principal balance of the residential real estate loans at the time of call was $139 million. We replaced the associated ABS issued liabilities with Redwood debt.

In April of 2007, the call of Acacia CDO 4 Ltd. was settled, resulting in the extinguishment of $242 million of Acacia ABS issued. The associated assets were sold during the first quarter of 2007 in anticipation of the call.

In April of 2007, we issued 226,726 shares of common stock through our DSPP for net proceeds of $11 million.

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Item 2.*MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

Cautionary Statement

This Form 10-Q contains forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, including the words "anticipated," "estimated," "should," "expect," "believe," "intend," and similar expressions, are intended to identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties, including, among other things, those described in our Annual Report on Form 10-K for the year ended December 31, 2006 under the caption "Risk Factors." Other risks, uncertainties, and factors that could cause actual results to differ materially from those projected are detailed from time to time in reports filed by us with the Securities and Exchange Commission (SEC), including Forms 10-K, 10-Q, and 8-K.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. In light of these risks, uncertainties, and assumptions, the forward-looking events mentioned or discussed in, or incorporated by reference into, this Form 10-Q might not occur. Accordingly, our actual results may differ from our current expectations, estimates, and projections.

Important factors that may impact our actual results include changes in interest rates and fair market values; changes in prepayment rates; general economic conditions, particularly as they affect the price of earning assets and the credit status of borrowers; the level of liquidity in the capital markets as it affects our ability to finance our real estate asset portfolio; and other factors not presently identified. This Form 10-Q contains 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.

Summary and Outlook

Redwood Trust, Inc., together with its subsidiaries (Redwood, we, or us), is a financial institution focused on investing in, financing, and managing residential and commercial real estate loans and securities. We seek to invest in assets that have the potential to provide high cash flow returns over a long period of time to help support our goal of distributing attractive levels of dividends per share. For tax purposes, we are structured as a real estate investment trust (REIT).

We assume a range of credit risks in our investments and the level of assumed risk dictates the manner in which we finance our purchase of and derive income from these investments. Our primary source of income is net interest income, which equals the interest income we earn from our investments in loans and securities less the interest expenses we incur from our borrowed funds and other liabilities.

Our investments in residential, commercial, and collateral debt obligation (CDO) credit enhancement securities (CES, or below investment-grade securities) have concentrated credit risk. We finance the acquisition of most of our first-loss and equivalent CES that are directly exposed to credit losses with capital. We generally finance the acquisition of our second-loss, third-loss, and equivalent securities through our Acacia securitization program. To date, our primary credit enhancement investment focus has been in securities backed by high-quality residential and commercial real estate loans. "High-quality" real estate loans are loans that typically have low loan-to-value ratios, borrowers with strong credit histories, and other indications of quality relative to the range of loans within U.S. real estate markets as a whole. Our CES investment returns depend on the amount and timing of most of the interest and principal collected on the loans in the pools supporting the securities. In an ideal environment for most of our residential CES, we would experience fast loan prepayments and low credit losses which would, in turn, lead to attractive CES returns. The return on most of our residential CES investments would be adversely affected by slow loan prepayments and high credit losses.

Our investments in real estate loans and investment-grade securities (IGS) have less concentrated credit risk. To produce an attractive investment return on these lower credit risk assets, we use financial leverage. We earn income based upon the spread between the yield on the acquired asset and the cost of funds we borrowed to acquire the asset. We have obtained most of the financing used to acquire these assets through the issuance of asset-backed securities (ABS) under our Sequoia and Acacia securitization programs. These financings are not obligations of Redwood. To further facilitate these investments, we have established and initiated the funding of a wholly-owned qualified REIT subsidiary – Cypress Trust, Inc. – to hold some of our investments in high-quality investment-grade residential securities and high-quality prime residential loans. These assets will be funded initially with debt, although Cypress will likely also utilize securitization as a form of financing in the future. We believe spread lending opportunities with these types of securities and loans are becoming increasingly attractive.

Our reported GAAP net income was $18 million ($0.66 per share) in the first quarter of 2007, a decrease from $28 million ($1.09 per share) for the first quarter of 2006. Our GAAP return on equity was 7% for the three months ended March 31, 2007 compared to 12% for the three months ended March 31, 2006. In the first quarter of 2007, we declared a regular dividend of $0.75 per share, an increase from the $0.70 per share regular dividend paid in each of the four quarters in 2006.

Table 1 Net Income

(In thousands, except share data)	**Three Months Ended March 31,**			
		2007		**2006**
Total interest income	$	215,105	$	225,882
Total interest expense		(168,096)		(180,655)
Net interest income		47,009		45,227
Operating expenses		(17,782)		(12,582)
Realized gains on sales and calls, net		1,146		1,062
Market valuation adjustments, net		(10,264)		(2,932)
Provision for income taxes		(1,800)		(2,760)
Net income	$	18,309	$	28,015
Diluted common shares		27,684,029		25,702,730
Net income per share	$	0.66	$	1.09

The largest factor in the decline of net income was a $7 million increase in negative mark-to-market valuation adjustments on securities and interest rate agreements classified as trading. This decrease in fair value for these securities reflects the overall market decline in prices for real estate securities, and in particular for securities backed by subprime and alt-a loans, that occurred during the first quarter. We had no securities classified as trading in the first quarter of 2006 and therefore were not exposed to these negative mark-to-market valuation adjustments in net income. Another factor that contributed to the decline in net income was a $5 million increase in operating expenses, of which $2 million was related to severance charges, and $3 million related to increases in personnel and systems costs associated with our plan to diversify and grow our business.

On the positive side, our net interest income increased to $47 million during the quarter from $45 million in the same period last year. Higher net interest income from our IGS and CES portfolios more than offset the decline in net interest income from a reduced balance of adjustable-rate residential loans financed under our Sequoia program and from a $3 million charge related to an expected loss on a commercial real estate loan. In addition, net income for the period was positively affected by a $1 million decrease in the provision for taxes from the same period last year.

Accounting standards are moving in the direction of increased use of mark-to-market (MTM) accounting. As a consequence, while MTM accounting may have the benefit of increasing transparency, it will increasingly create substantial volatility in GAAP results.

Over the past year and a half, capital market pricing for residential real estate assets continued to tighten (increase in price), while at the same time underwriting standards and loan quality was deteriorating. We have been cautioning about and preparing for a correction to these market conditions. In the first quarter, the long-awaited correction process in the residential mortgage market began as prices for real estate securities generally widened in response to credit concerns in the subprime sector and as mortgage originators began taking steps to tighten underwriting standards. We believe both of these factors will have a positive long-term impact on our residential business; we will able to buy higher quality assets at more attractive prices.

While we believe the widening of spreads will be advantageous to us in the long-term, it had a negative accounting impact in the first quarter as MTM adjustments to our existing real estate securities portfolio caused our GAAP book accounting value and our GAAP earnings to decline. The MTM adjustments had little impact on the economics of our business. The vast majority of our credit-sensitive investments are backed by prime or near-prime alt-a borrowers whose credit performance continues to exceed our modeling expectations. Our expected cash flows were largely unaffected. Additionally, we experienced no margin calls and had no other liquidity issues, as virtually all the underlying securities were financed either through Acacia, non-recourse warehouse facilities, or with capital.

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We note that the disruption in the capital markets not only affected real estate asset spreads, but liability spreads as well. Under GAAP, we are required to carry our real estate securities on our balance sheet at their fair value but we are not permitted to adjust paired Acacia ABS issued liabilities to fair value. Using the assumptions described in *Note 13* to our financial statements, we estimate that if we had recorded our Acacia ABS issued at fair value, our book value at March 31, 2007 would have been higher than reported by $41 million ($1.51 per share).

For us, there is one general real economic effect related to reduced asset prices - and it's positive. When asset prices go down, as they recently have, we can buy new assets more cheaply. Although we remain cautious as the outlook for housing remains unclear, we are finding some interesting, and perhaps extraordinary investment opportunities in this difficult environment of falling prices. On average, however, we expect we will benefit far more from better pricing and much better asset quality in our ongoing core business than we will from buying distressed assets. We expect our CES acquisitions to continue at a measured pace for the remainder of the year.

In April, the turbulence in the residential mortgage markets began to impact the CDO market. Many CDOs completed in the beginning in 2006 and those marketed in the first quarter of 2007 had a high concentration of securities backed BBB and BBB- rated subprime securities from the 2006 vintage. The volume of CDO activity has now slowed and CDO debt spreads, especially for securities rated below AAA, have widened significantly. The level of our CDO activity in the second half of the year will largely depend on market conditions and debt spreads. Although we believe the likelihood is low, there may be a period of time where the CDO market temporarily shuts down as a financing option or debt spreads make financing through a CDO structure unattractive. If the CDO market becomes unavailable or unattractive, we will have to look to other potential sources of financing, such as Redwood debt, to fund acquisitions, or else we may slow our pace of acquisitions.

In April, we priced a $500 million CDO backed by option ARM residential securities. The transaction is scheduled to close in May. We have another Acacia CDO planned for the second quarter. We are likely to complete this transaction though it is possible that the transaction may be delayed or even cancelled due to unfavorable market conditions. The securities acquired to-date for this planned CDO are held in a non-recourse (to Redwood) warehouse facility.

In the longer term, we believe our CDO business will likely benefit from recent market developments. We believe that our successful track record as a CDO manager and our willingness to invest in the equity of our CDO transactions will give us a competitive advantage. Additionally, we believe existing non-recourse warehouse facilities provided by lenders during the two-to-six month ramp-up phase will likely change. Going forward, we believe these warehouse providers will require issuers, including Redwood, to assume more risk during the aggregation period. Consequently, the competitive advantage will go to CDO managers, like Redwood, with strong balance sheets and the hedging expertise necessary to bear this risk. Over the long-term, we believe the likely result for us will be decreased competition and increased margins in our CDO business.

Commercial real estate in the U.S. is healthy. In a manner similar to residential real estate, however, both underwriting standards and respect for risk have been deteriorating. We thought that the downturn in residential, when it hit, might slow or halt aggressiveness in the financing markets for commercial real estate. At least in some respects, this seems to be happening. For instance, the rating agencies are increasing capital requirements for commercial securitizations, spreads have widened, and some B-piece buyers have been unwilling to meet their purchase commitments. To the extent this occurs, we believe it is beneficial for Redwood's future opportunities.

During the first quarter we raised $19 million capital through our direct stock purchase plan (DSPP). We raised an additional $11 million through this plan in April 2007. Our plans for raising additional capital this year are uncertain and will largely depend on the level of our investment opportunities. In the near-term, we expect to continue to raise capital through our DSPP and we may issue additional trust preferred securities, junior subordinated notes, or other long-term debt.

We note that more recently (in the beginning of the second quarter), we have observed a tightening of spreads with respect to some assets. Accordingly, some market observers might conclude that the worst of the housing recession has past. We would caution that such predictions may very well be premature. In the event the housing market weakens further, we could expect increased losses and delinquencies in our portfolios, and asset prices could decline further. Moreover, a general economic recession in the U.S. economy would likely accelerate and deepen those trends. That being said, we believe we are prepared to withstand those trends, and in the long run, we expect that they may generate attractive opportunities for us.

In summary, we structured Redwood Trust with the goal of being a reliable generator of earnings and dividends under a variety of market conditions, and we feel that our strategy is holding up well given the volatility in the marketplace. While our actual investment decisions will depend largely on market conditions and opportunities, we have no plans to change our general approach to acquiring high-quality real estate assets and creating high-quality securitization products.

Subprime Exposure

Most of the current problems in the residential loan market involve subprime loans. Recently, mortgage originators have been inundated by loan repurchase demands from investors due to underwriting issues and the poor credit performance of subprime borrowers. We do not originate, acquire or securitize subprime mortgages. Accordingly we are not subject to subprime loan repurchase issues.

We have subprime loan exposure through our investment in real estate securities backed by subprime loans. At March 31, 2007, our subprime investments consisted of $9 million of CES, $20 million of NIMS and residuals and $471 million of IGS. At March 31, 2007, $386 million of these subprime securities were financed through Acacia securitization entities, $78 million in non-recourse warehouse facilities and $36 million with capital. As a result of these financing structures, market value declines do not subject us to margin calls or other liquidity issues.

Our principal subprime exposure results from potential financial statement mark-to-market adjustments to the carrying value of subprime securities. This risk is more fully discussed in the Potential GAAP Earnings Volatility section later in this document. Additional information with respect to our subprime securities portfolio is set forth in Table 23.

RESULTS OF OPERATIONS

Interest Income

Total interest income consists of interest earned on consolidated earning assets adjusted for amortization of discounts and premiums and provisions for loan credit losses. The table below summarizes interest income earned on real estate loans, real estate securities, other real estate investments, and cash.

Table 2 Interest Income and Yield

(Dollars in thousands)	**Three Months Ended March 31,**							
	2007				**2006**			
	Interest Income	**Percent of Total Interest Income**	**Average Balance**	**Yield**	**Interest Income**	**Percent of Total Interest Income**	**Average Balance**	**Yield**
Real estate loans, net of provision for credit losses	$ 126,850	58.97%	$ 8,732,333	5.81%	$ 166,902	73.89%	$ 12,599,296	5.30%
Real estate securities	83,458	38.80%	3,265,496	10.22%	56,503	25.01%	2,386,492	9.47%
Other real estate investments	2,465	1.15%	37,169	26.53%	—	—	—	—
Cash and cash equivalents	2,332	1.08%	244,816	3.81%	2,477	1.10%	244,002	4.06%

Total interest income	$	215,105	100.00%	$	12,279,814	7.01%	$	225,882	100.00%	$	15,229,790	5.93%

The table below details how our interest income changed by portfolio as a result of changes in consolidated asset balances (“volume”) and yield (“rate”) for the three months ended March 31, 2007 as compared to the three months ended March 31, 2006.

Table 3 Volume and Rate Changes for Interest Income

(In thousands)	**Change in Interest Income Three Months Ended March 31, 2007 Versus March 31, 2006**					
	Volume		**Rate**		**Total Change**	
Real estate loans, net of provisions for credit losses	$	(51,225)	$	11,173	$	(40,052)
Real estate securities		20,575		6,380		26,955
Other real estate investments		2,465		—		2,465
Cash and cash equivalents		8		(153)		(145)
Total interest income	$	(28,177)	$	17,400	$	(10,777)

Note: Volume change is the change in average portfolio balance between periods multiplied by the rate earned in the earlier period. Rate change is the change in rate between periods multiplied by the average portfolio balance in the prior period. Interest income changes that result from changes in both rate and volume were allocated to the rate change amounts shown in the table.

Below is a further breakdown and discussion of the year-over-year changes for real estate loans, real estate securities, other real estate investments, and cash.

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***Interest Income* - Loans**

The following table provides detail on interest income earned on our residential and commercial real estate loan portfolios for the three months ended March 31, 2007 and 2006.

Table 4 Consolidated Real Estate Loans

(Dollars in thousands)

						Three months ended March 31, 2007 Yield as a Result of		
	Interest Income	Net (Premium) Discount Amortization	Provision for Credit Losses	Total Interest Income	Average Balance	Interest Income	(Premium) Discount Amortization/ Credit Provision	Total Interest Income
Residential loans	$ 142,350	$ (11,726)	$ (1,481)	$ 129,143	$ 8,704,147	6.54%	(0.61)%	5.93%
Commercial loans	34	21	(2,348)	(2,293)	28,186	0.48%	(33.02)%	(32.54)%
Total loans	$ 142,384	$ (11,705)	$ (3,829)	$ 126,850	$ 8,732,333	6.53%	(0.72)%	5.81%

						Three months ended March 31, 2006 Yield as a Result of		
	Interest Income	Net (Premium) Discount Amortization	Provision for Credit Losses	Total Interest Income	Average Balance	Interest Income	(Premium) Discount Amortization/ Credit Provision	Total Interest Income
Residential loans	$ 177,880	$ (12,075)	$ (141)	$ 165,664	$ 12,542,519	5.67%	(0.39)%	5.28%
Commercial loans	1,180	93	(35)	1,238	56,777	8.31%	0.41%	8.72%
Total loans	$ 179,060	$ (11,982)	$ (176)	$ 166,902	$ 12,599,296	5.69%	(0.39)%	5.30%

Residential

Interest income on residential real estate loans decreased to $129 million in the three months ended March 31, 2007 from $166 million in the three months ended March 31, 2006 primarily as a result of lower average balances of residential real estate loans. This was due to high prepayments within our existing portfolio of LIBOR-indexed ARMs and a relatively low level of new loan acquisitions. This decline was partially offset by increased yields due to increases in the short-term interest rates to which most of the residential real estate loans are indexed.

Our residential real estate loan balance was $8.7 billion at March 31, 2007 and $9.4 billion at December 31, 2006. Of the $8.7 billion residential loan balance at March 31, 2007, 78% were one- and six-month LIBOR adjustable-rate residential loans (LIBOR ARMs) that were financed through our Sequoia securitization program. The flattening of the yield curve that began in 2005 and continued through March 2007 has led to fast prepayments on existing LIBOR ARMs and caused origination levels of new LIBOR ARMs to significantly decline. The average constant prepayment rate (CPR) for our LIBOR ARMs was 38% in the three months ended March 31, 2007 and was 46% for all of 2006.

Loan premium amortization expense was $12 million for both the three months ended March 31, 2007 and 2006. On a percentage basis, loan premium amortization expense for our LIBOR ARMs continues to lag the decrease in our LIBOR ARM residential loan balance. The reason for this anomaly relates to the loan premium amortization method we use for loans acquired prior to July 2004, which represented 52% of the loan balance at March 31, 2007. For these loans, the premium amortization rate is somewhat influenced by prepayments, but is more significantly influenced by short-term interest rates. As short-term rates increase, premium amortization slows; as short-term rates decrease, premium amortization potentially accelerates in a material way. See the Potential for GAAP Earnings Volatility discussion later in this document. For the remainder of the loans (those acquired after July 2004), we use a different accounting method for premium amortization, and as a result, the percentage of amortization is more closely correlated to prepayment rates regardless of changes in short-term interest rates.

During the first quarter of 2007, our provision for credit losses for residential loans was $1 million. On a percentage basis, our credit reserve increased to 0.23% of the residential loan balance at March 31, 2007 from 0.22% at December 31, 2006. The primary reason for the increase in our reserve was a percent of loans was a rise in residential loan serious delinquencies, which increased from 0.81% of the current loan balance at December 31, 2006 to 0.92% at March 31, 2007. Delinquencies as a percent of original balances increased from 0.24% at December 31, 2006 to 0.26% at March 31, 2007. Overall, residential loan credit performance remains significantly better than our original expectations.

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Commercial

Interest income on commercial real estate loans decreased by $3 million in the first quarter of 2007 from the same period last year. During the first quarter of 2007, we fully reserved for an anticipated loss on a mezzanine commercial loan financing a condominium-conversion project. Cost over-runs and changing market conditions make it probable that we will not collect any outstanding principal or accrued interest upon completion of the project. The total charge for this loan was $3 million, of which $2 million related to principal and $1 million to accrued interest.

Interest Income - Securities

The table below presents the income and yields of the components of our real estate securities for the three months ended March 31, 2007 and 2006.

Table 5 Real Estate Securities — Interest Income and Yield

(Dollars in thousands)

Three months ended March 31, 2007						**Yield as a Result of**	
	Interest Income	**Discount (Premium) Amortization**	**Total Interest Income**	**Average Balance**	**Interest Income**	**Discount (Premium) Amortization**	**Total Interest Income**
Investment-grade securities							
Residential	$ 28,099	$ 1,321	$ 29,420	$ 1,795,130	6.27%	0.29%	6.56%
Commercial	1,808	67	1,875	122,099	5.92%	0.22%	6.14%
CDO	3,865	(3)	3,862	230,684	6.71%	(0.01)%	6.70%
Total investment-grade securities	$ 33,772	$ 1,385	$ 35,157	$ 2,147,913	6.29%	0.26%	6.55%
Credit enhancement securities							
Residential	$ 18,772	$ 18,892	$ 37,664	$ 673,114	11.15%	11.23%	22.38%
Commercial	10,149	(9)	10,140	426,121	9.53%	(0.01)%	9.52%
CDO	497		497	18,348	10.84%	0.00%	10.84%
Total credit enhancement securities	$ 29,418	$ 18,883	$ 48,301	$ 1,117,583	10.53%	6.76%	17.29%
Total real estate securities	$ 63,190	$ 20,268	$ 83,458	$ 3,265,496	7.74%	2.48%	10.22%

Three months ended March 31, 2006						**Yield as a Result of**	
	Interest Income	**Discount (Premium) Amortization**	**Total Interest Income**	**Average Balance**	**Interest Income**	**Discount (Premium) Amortization**	**Total Interest Income**
Investment-grade securities							
Residential	$ 18,774	$ 1,406	$ 20,180	$ 1,299,933	5.78%	0.43%	6.21%
Commercial	2,875	5	2,880	181,549	6.34%	0.01%	6.35%
CDO	2,483	8	2,491	157,570	6.30%	0.02%	6.32%
Total investment-grade	$ 24,132	$ 1,419	$ 25,551	$ 1,639,052	5.89%	0.35%	6.24%

securities							
Credit enhancement securities							
Residential	$ 13,853	$ 12,392	$ 26,245	$ 516,962	10.72%	9.59%	20.31%
Commercial	4,832	(564)	4,268	215,769	8.95%	(1.04)%	7.91%
CDO	439		439	14,709	11.94%	0.00%	11.94%
Total credit enhancement securities	$ 19,124	$ 11,828	$ 30,952	$ 747,440	10.23%	6.33%	16.56%
Total real estate securities	$ 43,256	$ 13,247	$ 56,503	$ 2,386,492	7.25%	2.22%	9.47%

Investment-Grade Securities

Interest income from IGS increased to $35 million in the three months ended March 31, 2007 as compared $26 million for the three months ended March 31, 2006 due to portfolio growth and increased yields. The majority of the IGS acquired over the past year were residential, in part because comparably rated commercial securities traded at relatively higher prices and lower yields. The increase in yield is generally reflective of the rise in short-term interest rates over the past year as new securities were purchased in a higher interest rate environment and many existing securities have a variable interest rate that reset to higher levels.

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Residential CES

We acquire many first-loss securities at 25% to 35% of their principal value and other, more senior, credit-enhancement securities at 50% to 100% of their principal value. Many of these securities are priced at a substantial discount to their principal value as future credit losses could reduce or eliminate the principal value of these securities. Our yields on these investments depend on how much principal and interest we eventually collect and how quickly we receive those payments. The faster we collect principal and the longer it takes to realize credit losses, the better it is for our investment returns.

Interest income from our residential CES was $38 million for the first three months of 2007, an $11 million increase over the same period in 2006. This increase is the result of higher yields (22% in the first three months of 2007 vs. 20% in the first three months of 2006) and higher balances. Higher yields resulted from the strong credit performance and faster than anticipated prepayments rates adjustable rate mortgages (ARMs). ARMs represented 59% of our residential CES portfolio at March 31, 2007, and average actual prepayment rates were in excess of 40% in the first quarter of 2007 compared to our initial expectations (at the time of acquisition) of 20% to 25%. Portfolio growth reflected our ability to find new assets at a pace in excess of our sales, calls, and principal payments.

IGS and CES Backed by Option ARMs

We own IGS and CES that are backed by option ARMs, which give the borrower the option of making a minimum payment that is less than the amount of interest owed for that loan period. The unpaid interest is added to the loan balance creating negative amortization (neg am). The amount of neg am interest we currently recognize or defer for GAAP purposes on option ARMs securities depends on our expectation of collectibility. We currently expect that accumulated neg am interest for securities rated BB and higher will be paid in full. In both the first quarter of 2007 and 2006, we recognized $1 million of neg am interest on securities rated BB and higher. During these time periods, we deferred recognition of neg am interest of $1.1 million and $0.8 million, respectively, on our unrated and B-rated securities. For these securities we do not currently expect to collect the neg am interest and will recognize this deferred interest if cash is received. Our cumulative deferred neg am interest is $5.9 million at March 31, 2007. We will continue to monitor and assess these assumptions.

Commercial CES

Interest income from our commercial CES was $10 million for first three months of 2007, a $6 million increase over the same period in 2006. This increase is primarily the result of higher average balances. We have been active buyers of commercial CES as we have become more established in this marketplace.

The average yield earned on our commercial CES portfolio in the first quarter of 2007 was 9.52%. The yield was low relative to our other CES due to our credit loss assumptions. Similar to residential, commercial CES are acquired at a net discount. Commercial CES generally have a ten year maturity and are not expected to receive principal prepayments prior to maturity. As a result, it will take several years to further observe credit performance and re-assess our loss assumptions. A decrease in loss assumptions would result in higher yields (an increase in discount amortization) while increased loss assumptions would lead to lower yields or impairments.

Interest Income - Other Real Estate Investments

The table below presents the interest income, average balances, and yield on our other real estate investments for the three months ended March 31, 2007. We had no other real estate investments for the three months ended March 31, 2006.

Table 6 Other Real Estate Investments - Interest Income and Yield

(In thousands)	**Three Months Ended March 31, 2007**		
	Interest Income	**Average Balance**	**Yield as a Result of Interest Income**
Other real estate investments	$ 2,465	$ 37,169	26.53%

Total interest income from our other real estate investments was $2 million for the first three months of 2007. Other real estate assets consist of residential IOs, NIMs, and residuals. In prior periods, these assets were included in real estate securities. The majority of the interest income was from residuals we purchased in the first quarter of 2007. Since we account for these assets as trading assets, the yield on other real estate investments should be considered in conjunction with the market valuation adjustments recognized through the income statement on these assets during the first quarter of 2007, as discussed further later in this document.

Interest Income - Cash and Cash Equivalents

Interest income from cash and cash equivalents was $2 million in both the first quarter of 2007 and 2006. Average cash balances and yields were similar for these periods.

Interest Expense

Interest expense consists of interest payments on consolidated ABS issued from sponsored securitization entities, Redwood debt, and junior subordinated notes. The table below presents our interest expense and balances for these components for the three months ended March 31, 2007 and 2006.

Table 7 Total Interest Expense

	Three Months Ended March 31,	
(Dollars in thousands)	**2007**	**2006**
Interest expense on consolidated ABS	$ 134,945	$ 178,583
Interest expense on Redwood debt	31,094	2,072
Interest expense on junior subordinated notes	2,057	—
Total interest expense	$ 168,096	$ 180,655
Average ABS issued balance	$ 9,338,053	$ 14,663,134
Average Redwood debt balance	2,188,561	137,181
Average junior subordinated notes balance	97,013	—
Average total obligations	$ 11,623,627	$ 14,800,315
Cost of funds of ABS issued	5.78%	4.87%
Cost of funds of Redwood debt	5.68%	6.04%

Cost of funds of junior subordinated notes	8.48%	—
Cost of funds of total obligations	5.78%	4.88%

Total consolidated interest expense decreased to $168 million in the first three months of 2007 from $181 million in the first three months of 2006. Interest expense on consolidated ABS decreased by $44 million in the first three months of 2007, as compared to the first three months of 2006. This decline was partially offset by a $29 million increase in interest expense on Redwood debt and a $2 million increase for interest expense on junior subordinated notes.

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The reduction in consolidated ABS interest expense was caused by a significant decline in the average balance of outstanding consolidated ABS issued (36%) as a result of rapid prepayments of the loans within these securitization entities. Offsetting some of the decline in balances was the higher cost of funds due to an increase in short-term interest rates as most of our debt and consolidated ABS issued is indexed to one-, three-, or six-month LIBOR. These factors are illustrated in the volume and rate change table below.

Table 8 Volume and Rate Changes for Interest Expense

(In thousands)	Change in Interest Expense Three Months Ended March 31, 2007 vs. March 31, 2006					
		Volume		**Rate**		**Total Change**
Interest expense on ABS	$	(64,854)	$	21,216	$	(43,638)
Interest expense on Redwood debt		30,984		(1,962)		29,022
Interest expense on junior subordinated notes		2,057		—		2,057
Total interest expense	$	(31,813)	$	19,254	$	(12,559)

Volume change is the change in average balance of obligations between periods multiplied by the rate paid in the earlier period. Rate change is the change in rate between periods multiplied by the average outstanding obligations in the current period. Interest expense changes that resulted from changes in both rate and volume were allocated to the rate change amounts shown in the table.

The table below presents the different components of our interest costs on ABS issued for the three months ended March 31, 2007 and 2006. ABS issuance premiums are created when ABS are issued at prices greater than principal value, such as interest-only (IO) securities.

Table 9 Cost of Funds of Asset-Backed Securities Issued

(Dollars in thousands)	Three Months Ended March 31, 2007		2006	
ABS interest expense	$	131,392	$	178,183
ABS issuance expense amortization		7,068		5,907
Net ABS interest rate agreement income		(1,646)		(2,980)
Net ABS issuance premium income amortization on ABS issue		(1,869)		(2,527)
Total ABS interest expense	$	134,945	$	178,583
Average balance of ABS	$	9,338,053	$	14,663,134
ABS interest expense		5.63%		4.86%
ABS issuance expense amortization		0.30%		0.16%
Net ABS interest rate agreement income		(0.07)%		(0.08)%
Net ABS issuance premium income amortization on ABS issued		(0.08)%		(0.07)%
Cost of funds of ABS		5.78%		4.87%

The increase in Redwood debt interest expense was the result of increased use of Redwood debt to fund loans and securities. The average balance of our outstanding Redwood debt during the first quarter of 2007 increased by $2.1 billion over the same period last year. Of this increase, $1.6 billion represented financing for the acquisition of residential real estate loans (in part, from calling our older Sequoia loan securitizations) and $0.5 billion related to the financing for the acquisition of real estate securities.

Our junior subordinated notes (issued December 2006) accrue interest expense at three month LIBOR plus basis points (2.25%). The overall cost of funds includes the amortization of deal costs.

Operating Expenses

Total operating expenses increased by 41% in the first three months of 2007 as compared to the same period of 2006. Operating expenses excluding severance expenses increased by 22% in the first three months of 2007 as compared to the same period of 2006. This is in line with the increase in number of employees (from 75 employees at March 31, 2006 to 99 employees at March 31, 2007) and associated costs. We continue to lay the foundation for future growth and diversification with the increase in personnel and related infrastructure.

Components of our operating expenses for the three months ended March 31, 2007 and 2006 are presented in the table below.

Table 10 Operating Expenses

(In thousands)	Three Months Ended March 31, 2007	2006
Fixed compensation expense	$ 4,616	$ 3,436
Variable compensation expense	2,251	1,514
Equity compensation expense	3,349	2,694
Severance expense	2,380	—
Systems	1,656	1,425
Due diligence	707	432
Office costs	1,180	1,034
Accounting and legal	855	1,334
Other operating expenses	788	713
Total operating expenses	$ 17,782	$ 12,582

Fixed compensation expense includes employee salaries and related employee benefits. Fixed compensation expense has increased in the first quarter of 2007 as compared to the first quarter of 2006 due to increased staffing levels. Variable compensation expense includes employee bonuses which are based on the adjusted return on equity earned by Redwood and individual performance. Equity compensation expense primarily includes the expense of equity awards granted to employees and directors.

In February 2007, we entered into severance agreements with two employees as part of a re-alignment of our commercial operations. In conjunction with these severance agreements, we recorded additional compensation expense of $2.4 million which mainly represented acceleration of unvested equity awards.

Due diligence expenses are costs for services related to re-underwriting and analyzing the loans we acquire or the loans we credit-enhance through the purchase of securities. Due diligence expenses increased in the first quarter of 2007 compared to the first quarter of 2006 due to increased commercial CES activity. These costs fluctuate from period to period as a function of the level and type of asset acquisitions.

Realized Gains on Sales and Calls

Total realized gains on sales and calls were comparable for the three months ended March 31, 2007 and 2006. The table below provides detail of the net realized gains on sales and calls for the three months ended March 31, 2007 and 2006.

Table 11 Realized Gains on Sales and Calls, Net

(In thousands)	**Three Months Ended March 31,**			
		2007		**2006**
Realized gains (losses) on sales of:				
Real estate securities	$	(784)	$	1,062
Interest rate agreements		1,087		—
Gains on sales		303		1,062
Gains on calls of residential CES		843		—
Total realized gains on sales and calls	$	1,146	$	1,062

Market Valuation Adjustments

Valuation adjustments reflect those changes in fair market values of assets that we recognize through our income statement. These include changes in the fair market value of our trading instruments (other real estate investments, credit default swaps, and certain interest rate agreements), the write-downs of assets that are impaired under the provisions of EITF 99-20, and the change in the value of our commitments.

The table below provides the components of valuation adjustments for the three months ended March 31, 2007 and 2006. Other than interest rate agreements, we did not have any assets accounted for as trading securities in 2006.

Table 12 Market Valuation Adjustments, Net

(In thousands)	**Three Months Ended March 31,**			
		2007		**2006**
Changes in fair market value of trading instruments				
Other real estate investments				
Residuals	$	(5,564)	$	—
NIMs		(155)		—
IOs		379		—
Subtotal - other real estate investments		(5,340)		—
Derivative financial instruments				
Credit default swaps		(2,526)		—
Interest rate agreements		(847)		297
Subtotal - derivative financial instruments		(3,373)		297
Total change in fair market value of trading instruments		(8,713)		297
Write-downs to fair market value under EITF 99-20		(2,387)		(3,229)
Change in value of purchase commitments		836		—
Total market value adjustments	$	(10,264)	$	(2,932)

Our portfolio of other real estate investments accounted for as trading securities was $50 million at March 31, 2007. We had no other real estate investments accounted for as trading securities at March 31, 2006. Due to the implementation of a new accounting standard (FAS 155) in the first quarter of 2007, we elected at the end of the first quarter to classify certain securities (IOs, NIMs and residuals) that contain embedded derivatives as trading instruments. Under previous GAAP guidance, we would have classified these securities as available for sale (AFS).

The fair market value of these securities declined during the quarter as spreads widened considerably from February to the end of March 2007. Additionally, at March 31, 2007, we owned credit default swaps that are also accounted for as trading securities and that decreased in value during the quarter due to spread widening. We did not own any credit default swaps at March 31, 2006.

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Impairments for accounting purposes on our real estate securities are generally caused by an adverse change in projected cash flows in conjunction with a decrease in the fair market value. We recorded $2.4 million of impairment on AFS securities in the first quarter of 2007 as we believed that, in addition to the fair market value decrease due to the spread widening described above, the actual future cash flows on those securities were impaired or we did not have the intent to hold the securities for a long enough future time period to recover the unrealized loss generated by widening spreads. We recorded $3.2 million of impairments for the first quarter of 2006.

The fair market value changes of those interest rate agreements accounted for as trading decreased by $1 million. All changes, whether positive or negative, of these particular interest rate agreements are recognized through the income statement. We use interest rate agreements to manage our interest rate risks, and the changes in the value of the hedged asset or liability are not included in the valuation adjustment. Consequently, our use of interest rate agreements accounted for as trading instruments, could lead to volatile reported earnings even when they are accomplishing the goal of hedging some of our interest rate risks.

Changes in fair market values of our loan purchase commitments are also reflected through our income statement (positive $0.8 million). We commit to purchase certain loans and generally do not take possession of the loans for up to a month. During that time, the value of the loan may change from our commitment purchase price and the resulting change in value is recognized through our income statement.

Other ComprehensiveIncome (Loss)

Most of our real estate securities are accounted for as AFS and are reported on our consolidated balance sheets at fair market value. Many of our derivative instruments are accounted for as cash flow hedges and are also reported on our consolidated balance sheets at fair market value. The differences between the value of these assets and our amortized cost are shown as a component of stockholders’ equity as accumulated other comprehensive income (loss). Periodic changes in the fair market value of these assets relative to amortized cost are included in other comprehensive income (loss).

As a result of the spread widening on real estate securities that occurred during the first quarter of 2007, the fair market value adjustments on AFS assets decreased by $93 million and the fair market value adjustments on cash flow hedges decreased by $7 million. These adjustments reduced our reported book value.

The table below provides the change during the current quarter and cumulative balances of unrealized gains and losses by type of real estate securities and by IGS and CES.

Table 13 Other Comprehensive Income (Loss) - Real Estate Securities

	Cumulative Unrealized Gain (Loss)			Carrying Value	
(In thousands)	**March 31, 2007**	**December 31, 2006**	**Change**	**March 31, 2007**	**December 31, 2006**
Investment-Grade Securities					
Residential	(49,027)	$ 5,025	$ (54,052)	$ 2,025,850	$ 1,697,250
Commercial	(2,071)	111	(2,182)	116,494	119,613
CDO	(7,985)	2,174	(10,159)	254,307	224,349
Total IGS	(59,083)	7,310	(66,393)	2,396,651	2,041,212
Credit-Enhancement Securities					

Residential	44,263		58,015		(13,752)		752,277		721,531
Commercial	9,063		21,081		(12,018)		435,382		448,060
CDO	(575)		122		(697)		16,152		21,964
Total CES	52,751		79,218		(26,467)	$	1,203,811		1,191,555
Total real estate securities	(6,332)	$	86,528	$	(92,860)	$	3,600,462	$	3,232,767

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Taxes

Provisions for Income Taxes

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

Our income tax provision in the first quarter of 2007 was $2 million, a decrease from the $3 million income tax provision recorded for the same period in 2006, primarily due to a decline in net income.

Taxable Income and Dividends

In the first quarter of 2007, we earned an estimated $40 million of total taxable income, or $1.48 share outstanding. Of this amount, $36 million was earned at the REIT and $4 million was earned at our taxable subsidiaries. Total taxable income is not a measure calculated in accordance with GAAP; it is the pre-tax income calculated for tax purposes. REIT taxable income is that portion of our taxable income that we earn at Redwood Trust and its qualifying REIT subsidiaries and does not include taxable income earned in taxable subsidiaries. Estimated REIT taxable income is an important measure as it is the basis of our required dividend distributions to shareholders.

Taxable income calculations differ from GAAP income calculations in a variety of ways. The most significant differences include the timing of amortization of premium and discounts and the timing of the recognition of gains or losses on assets. The rules for both GAAP and tax accounting for loans and securities are technical and complicated, and the impact of changing interest rates, actual and projected prepayment rates, and actual and projected credit losses can have a very different impact on the amount of GAAP and tax income recognized in any one period. See the discussions under Potential GAAP Earnings Volatility and Potential Tax Earnings Volatility below.

The table below reconciles GAAP income to total taxable income for the three months ended March 31, 2007 and 2006.

Table 14 Differences Between GAAP Net Income and Total Taxable Income

(In thousands, except per share data)		**Three Months Ended March 31, 2007**		**Three Months Ended March 31, 2006**
GAAP net income	$	18,309	$	28,015
Difference in taxable income calculations				
Amortization and credit losses (net interest income)		10,417		4,939
Operating expense differences		(1,713)		1,604
Realized gains on calls and sales		2,100		(613)
Unrealized market valuation adjustments		9,118		3,226
Income tax provisions		1,800		(703)
Total differences in GAAP/tax income		21,722		8,453
Taxable income	$	40,031	$	36,468
Shares used for taxable EPS calculations		27,129		25,382
Total taxable income per share	$	1.48	$	1.44

Our taxable income estimates are based on a number of assumptions regarding future events. To the extent such events do not occur, or others occur which we have not anticipated, our quarterly estimates could change and could be significantly different quarter over quarter. See the discussion in Potential Tax Income Volatility below.

Our board of directors declared a regular dividend of $0.75 per share for the first quarter of 2007. In 2007, as in the past few years, we intend to permanently retain 10% of our taxable REIT income and defer the distribution of a portion of our taxable REIT income to shareholders in the subsequent year. At March 31, 2007, there was $60 million ($2.20 per share) of estimated 2006 and 2007 undistributed REIT taxable income that we plan to distribute to our shareholders during 2007.

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We continue to be in compliance with all REIT tests. We generally attempt to avoid acquiring assets or structuring financings or sales at the REIT that could generate unrelated business taxable income or excess inclusion income that would be distributed to our shareholders or that would cause prohibited transaction taxes on the REIT. There can be no assurance that we will be successful in doing so.

Potential GAAP Earnings Volatility

We expect quarter-to-quarter GAAP earnings volatility for a variety of reasons, including the timing of sales and calls of assets, changes in interest rates, prepayments, credit losses, fair market values of assets, and capital utilization. In addition, volatility may occur because of technical accounting issues, some of which are described below.

Loan Premium

Our unamortized loan premium on our consolidated residential real estate loans at March 31, 2007 was $117 million. This will be expensed over the remaining life of these loans. Amortization for a significant portion of this premium balance is driven by effective yield calculations that depend on interest rates and prepayments (see Critical Accounting Policies for further details). Loan premium amortization was $12 million in both of the first quarters of 2007 and 2006. Declines in short-term interest rates could cause a significant increase in required amortization in subsequent periods.

In addition, premium amortization expense acceleration could occur if we reclassify a portion of the underlying loans from held-for-investment to held-for-sale, as the GAAP carrying value of these loans are currently in excess of their fair market value. This reclassification could occur as the various underlying pools of loans become callable and we decide to sell these loans, or it could occur if there is a change in accounting principles (for example, if we adopt SFAS 159 and elect to account for our loans as fair value instruments.)

Real Estate Securities

Currently, all of our IGS and CES real estate securities are classified as AFS and are carried on our balance sheets at their estimated fair market value. Cumulative unrealized fair market value gains and losses are reported as a component of accumulated other comprehensive income (loss) in our consolidated statements of stockholders’ equity. However, adverse changes to projected cash flows related to poor credit performance, adverse changes to prepayment speeds, or our or our decision to sell assets could create an other-than-temporary impairment for accounting purposes and could cause fair market value losses to be reported through our income statement.

In particular, we own $480 million of securities backed by subprime loans ($9 million of CES and $471 million of IGS). Additionally, we own $1.3 billion of securities backed by option ARMs ($237 million of prime CES, $359 million of prime IGS, $156 million of alt-a CES, and $534 million alt-a IGS). The future credit performance of these securities could potentially be worse than our current projections requiring us to report losses through our income statement. See the Financial Condition discussion later in this document for further detail on these securities.

Other Real Estate Investments

Due to the implementation of a new accounting standard (FAS 155) in the first quarter of 2007, we elected at the end of the first quarter to classify certain securities (IOs, NIMs and residuals) that contain embedded derivatives as trading instruments within the portfolio other real estate investments. IOs, NIMs, and residuals typically contain embedded derivatives that require bifurcation and separate valuation through the income statement under FAS 155. We have elected to treat these investments as trading securities (FAS 115) rather than bifurcate the embedded derivative component. Trading securities are required to be reported on our consolidated balance sheet at their estimated fair market values with changes in fair market values reported through our consolidated statements of income (through market valuation adjustments). We expect to increase our investments in NIMs and residuals in the future. Using FAS 155 in this manner will increase GAAP earnings volatility going forward. Under previous GAAP guidance, we would have classified these securities as available for sale (AFS).

Derivative Financial Investments

To date, we have elected two classifications for derivative instruments: trading instruments and cash flow hedges. All derivative instruments, regardless of classification, are reported on our consolidated balance sheets at fair market value. Changes to the fair market value of the derivatives classified as trading instruments are recognized through the consolidated statements of income. For those derivatives accounted for as cash flow hedges, the changes in fair market values are reported through our consolidated balance sheets with only the ineffective portions (as determined according to the accounting provisions) reported through our income statement.

We could experience significant earnings volatility from our use of derivatives. This could occur, for example, when the recognition in changes in the fair market value of the derivatives are reported through our income statement but changes in the fair market value in the hedged asset or liability are not recognized in a similar manner. It could also occur as we expand our use of derivatives (including acquiring derivatives as investments and not just as hedging instruments).

Potential Tax Income Volatility

Taxable income may vary from quarter to quarter based on many reasons, three of which are discussed below.

CES and Loans

To determine taxable income we are not permitted to anticipate, or reserve for, credit losses. Taxable income can only be reduced by actual losses. As a consequence, we are required to accrete the entire purchase discount on CES into taxable income over their expected life. For GAAP purposes, we do anticipate credit losses and thus only accrete a portion of the CES discount into income. As a result, our income recognition on CES is faster for tax as compared to GAAP, especially in the early years of owning the assets (when there are generally few credit losses). At March 31, 2007, the cumulative difference between the GAAP and tax amortized costs basis of our residential, commercial, and CDO CES was $99 million. In addition, as of March 31, 2007, we had a credit reserve of $30 million for GAAP on our residential and commercial loans, and none for tax. As we have no credit reserves for tax and a higher CES basis, any future credit losses on our CES or loans would have a more significant impact on tax earnings as compared to GAAP and may create significant taxable income volatility to the extent the level of credit losses varies during periods.

Sequoia Interest-Only Certificates (IOs)

As a result of rapid prepayments, we are experiencing negative economic returns on some IOs we acquired from prior Sequoia securitizations. For tax purposes, however, we are not permitted to recognize a negative yield, so premium amortization expenses for tax have not been as high as they otherwise would have been based on the economic returns. As a result, our current tax bases on these IOs are higher than the fair market values by approximately $52 million. We expect to call most Sequoia securitization entities over the next two years, at which time the remaining IO tax basis will be written off and a capital loss for tax created. Capital losses do not reduce ordinary income (or our requirement to distribute ordinary income as dividends). Capital losses do offset capital gains realized from sales or calls of assets, and thus will reduce future distributions of these capital gains. Our taxable earnings will vary from period to period based on the exact timing of these Sequoia calls.

Compensation

Compensation expense for tax varies depending on the timing of dividend equivalent rights payments, the exercise of stock options, the distribution of deferred stock units, and deferrals to and withdrawals from our executive deferred compensation plan.

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FINANCIAL CONDITION, LIQUIDITY, AND CAPITAL RESOURCES

Summary

In the first quarter of 2007, concerns over subprime credit issues caused prices of securities backed by subprime loans to decline significantly. The turbulence in subprime then led to a broad market decline for prices of real estate securities. The total mark-to-market valuation impact to Redwood's investments in real estate securities and other investments was a write-down of $101 million. Of this amount $8 million flowed through our income statement and $93 million was recorded as a reduction of stockholders' equity. The vast majority of the accounting fair market value write-downs taken in the first quarter were related to a general decline in the market prices of securities and not due to changes in expected cash flows - impairments under EITF-99-20 were $2 million.

A summary of the changes in fair market value during the first quarter of 2007 by type and security is shown in the table below.

Table 15 Mark-To-Market Adjustments

	Three Months Ended March 31, 2007			
(In millions)	**Residential**	**Commercial**	**CDO**	**Total**
IGS	$ (55)	$ (2)	$ (10)	$ (67)
CES	(16)	(12)	(1)	(29)
NIMs, residential and IOs	(5)	—	—	(5)
Total mark-to-market adjustments	$ (76)	$ (14)	$ (11)	$ (101)

All the securities that were affected by write-downs were either held by Acacia securitization entities, CDO warehouse facilities, or with capital. These reductions in fair market values did not cause any margin calls or cause any other liquidity issues.

In March 2007, we segregated assets with embedded derivatives under FAS 155 (residential IOs, NIMs, and residuals) into a new balance sheet line item - other real estate investments and classified them as trading.

We discuss our business of investing in, financing, and managing real estate loans and securities in each of our earnings asset portfolios below.

Residential Real Estate Loans

We acquire high-quality residential real estate loans on a bulk or flow basis from major originators. Prior to 2006, these loan purchases were predominately comprised of short reset LIBOR indexed ARMs (LIBOR ARMs). Since then, we have expanded our residential conduit's product offerings to include high-quality hybrid loans (loans with a fixed rate coupon for a period of two to ten years before becoming adjustable).

The following table provides details of the activity with respect to our residential real estate loans for the three months ended March 31, 2007.

Table 16 **Residential Real Estate Loans - Activity**

(In thousands)	**Three Months Ended March 31, 2007**
Balance at beginning of period	$ 9,323,935

Acquisitions		415,283
Principal repayments		(1,042,061)
Transfers to REO		(3,463)
Premium amortization		(11,726)
Provision for credit losses		(1,481)
Balance at end of period	$	8,680,487

Our residential real estate loan balance declined to $8.7 billion at March 31, 2007 from $9.3 billion at December 31, 2006. Of the balance at March 31, 2007, 78% of the loans were one- and six-month LIBOR ARMs. The flattening of the yield curve since 2005 has continued to result in fast prepayments on existing LIBOR ARMs and has caused origination levels of new LIBOR ARMs to decline significantly. The average constant prepayment rate (CPR) for our LIBOR ARMs continues to be high at 38% in the three months ended March 31, 2007. In a flat yield curve environment, hybrid or fixed-rate loans are a more attractive loan alternative to a borrower. Of the $415 million of acquisitions during the first quarter of 2007, $360 million were hybrid loans and $55 million were short reset LIBOR ARMs.

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Our March 31, 2007 residential loan balance of $8.7 billion included $7.4 billion loans funded via securitization and $1.3 billion loans financed with equity and Redwood debt. We will either securitize loans through our Sequoia program, sell loans to third parties, or continue to hold loans funded with Redwood debt to earn an interest spread. Our funding decision depends on a number of factors, including our level of excess cash and the availability of attractive alternative investment opportunities.

Residential CES

The largest part of our business in terms of capital employed is investing in residential CES. These credit-enhancement securities have credit ratings that are below investment-grade and have both the upside opportunities and downside risks that could come from taking on concentrated credit risks.

Our residential CES portfolio had a fair market value of $752 million at March 31, 2007 and $722 million at December 31, 2006, reflecting an annualized growth rate of 17% during the first quarter of 2007. The following table provides detail of the activity with respect to our residential CES for the three months ended March 31, 2007.

Table 17 Residential CES - Activity

(In thousands)	**Three Months Ended March 31, 2007**	
Balance at beginning of period	$	721,531
Acquisitions		73,725
Sale proceeds		(5,214)
Gains (losses) recognized on sales, net		387
Principal repayments (including calls)		(35,672)
Gains recognized on calls, net		733
Discount amortization		18,892
Transfer to other portfolios		(4,480)
Change in fair market value adjustments, net		(17,625)
Balance at end of period	$	752,277

The $74 million residential CES acquired in the first quarter of 2007 were comprised of $33 million prime securities, $37 million alt-a securities, and $4 million subprime securities.

Prime securities are residential mortgage-backed securities backed primarily by high credit quality loans. Many of the loans are jumbos, with loan balances greater than conforming loan limits. Prime securities typically have relatively high weighted average FICO scores (700 or higher), low (75% or less), weighted average loan-to-value ratios (LTV), and limited concentrations of investor properties.

Alt-a securities are residential mortgage-backed securities that have higher credit quality than subprime and lower credit quality than prime. Alt-a originally represented loans with alternative documentation, but has shifted over time to include loans with additional risk characteristics and a higher percentage of investor loans. For example, borrowers' income may not be verified, and in some cases, may not be disclosed on the loan application. Expanded criteria also allows for higher debt-to-income ratios with higher accompanying LTV than otherwise would be permissible for prime loans.

Subprime securities are residential mortgage-backed securities backed by loans to borrowers who have impaired credit histories, but who appear to exhibit the ability to repay the current loan. Typically, these borrowers have lower credit scores or other credit deficiencies that prevent them from qualifying for prime or alt-a mortgages. To compensate for the greater risks and higher costs to service these loans, subprime borrowers pay higher interest rates, points, and origination fees. When evaluating the acquisition of CES backed by subprime loans, we use loss assumptions that are significantly higher than those we use for prime loans.

The following table details our residential CES portfolios by the underlying loan type (prime, alt-a, subprime) and by current credit rating at March 31, 2007 and December 31, 2006.

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Table 18 Residential CES - Credit Rating and Collateral Type

March 31, 2007

(In millions)	Rating BB		B		Unrated		Total	
Prime	$	316	$	132	$	124	$	572
Alt-a		101		30		40		171
Subprime		9		—		—		9
Total residential CES	$	426	$	162	$	164	$	752

December 31, 2006

	Rating BB		B		Unrated		Total	
Prime	$	307	$	119	$	129	$	555
Alt-a		94		23		40		157
Subprime		7		—		3		10
Total residential CES	$	408	$	142	$	172	$	722

The following table details our residential CES portfolios by the product type and collateral vintage at March 31, 2007.

Table 19 Residential CES - Product and Vintage

March 31, 2007

(In millions)	Product and Vintage 2004 & Earlier		2005		2006		2007		Total	
Prime										
Option ARM	$	74	$	110	$	48	$	5	$	237
ARM		43		6						49
Hybrid		98		36		75		17		226
Fixed		36		17		7				60
Total prime		251		169		130		22		572
Alt-a										
Option ARM		35		25		64		32		156
ARM		1								1
Hybrid		8		2		1				11
Fixed		1						2		3
Total Alt-a		45		27		65		34		171
Subprime										
Hybrid						1				1
Fixed						4		4		8
Total subprime						5		4		9
Total residential CES	$	296	$	196	$	200	$	60	$	752

The loans underlying all of our residential CES totaled $237 billion at March 31, 2007, and consist of $213 billion prime, $20 billion alt-a, and $4 billion subprime. These loans are located nationwide with a large concentration in California (46%). These loans continue to perform well from a credit perspective -- during the first quarter of 2007, realized residential credit losses were $3.8 million of principal value, a rate that is less than one basis point (0.01%) on an annualized basis of the balance of loans. Serious delinquencies (90+ days, in foreclosure, in bankruptcy or REO) at March 31, 2007 were 0.43% of current balance and 0.26% of original balance. For loans in prime pools, delinquencies were 0.23% of current balance and 0.14% of original balance. Alt-a pools had delinquencies of 1.51% of current balance and 0.82% of original balance. Subprime loans had delinquencies of 6.23% of current balance and 5.60% of original balance.

As a result of the concentrated credit risk associated with residential loan CES, we are generally able to acquire these securities at a discount to their face (principal) value. At March 31, 2007, the difference between the principal value ($1.3 billion) and carrying value ($752 million) -- which equals fair market value of these residential loan CES -- was $507 million. Of this difference, $393 million was designated as internal credit reserve (reflecting our estimate of credit losses on the underlying loans over the life of these securities), $158 million represented a purchase discount we are accreting into income over time, and $44 million represented net unrealized mark-to-market gains.

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Residential Investment-Grade Securities

We invest in investment-grade residential securities (IGS) backed by prime, alt-a, and subprime residential loans. These IGS are not directly exposed to first-loss credit risk as they benefit from credit-enhancement provided by others' securities. The credit performance of these assets continued to be strong during the first quarter of 2007. The majority of these securities are funded through securitizations under our Acacia program.

Our residential investment-grade securities totaled $2.0 billion at March 31, 2007 and $1.7 billion at December 31, 2006. The following table provides detail of the activity for the three months ended March 31, 2007.

Table 20 Residential IGS - Activity

(In thousands)	**Three Months Ended March 31, 2007**
Balance at beginning of period	$ 1,697,250
Acquisitions	535,346
Sale proceeds	(108,372)
Gains (losses) recognized on sales, net	(1,216)
Principal repayments (including calls)	(32,248)
Gains recognized on calls, net	76
Discount amortization	1,321
Transfer to other portfolios	(13,816)
Change in fair market value adjustments, net	(52,491)
Balance at end of period	$ 2,025,850

The $535 million IGS acquired in the first quarter of 2007 included $132 million prime, $337 million alt-a, and $66 million subprime. In the first quarter of 2007 we called a prior Acacia CDO and sold most of the assets underlying this securitization.

The following table details the type of underlying loans (prime, alt-a, subprime) and the current credit rating of our residential IGS as of March 31, 2007 and December 31, 2006.

Table 21 Residential IGS - Credit Rating and Collateral Type

March 31, 2007

(In millions)			**Rating**		
	AAA	**AA**	**A**	**BBB**	**Total**
Prime	$ 67	$ 180	$ 247	$ 295	$ 789
Alt-a	206	92	225	243	766
Subprime	8	152	173	138	471
Total residential IGS	$ 281	$ 424	$ 645	$ 676	$ 2,026

December 31, 2006

			Rating		
	AAA	**AA**	**A**	**BBB**	**Total**
Prime	$ 14	$ 181	$ 243	$ 285	$ 723
Alt-a	136	84	106	130	456

Subprime		8		127		209		174		518
Total residential IGS	$	158	$	392	$	558	$	589	$	1,697

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The following table details our residential CES portfolios by the product type and collateral vintage at March 31, 2007.

Table 22 Residential IGS - Product and Vintage

March 31, 2007 (In millions)	**Product and Vintage**									
		2004 & Earlier		**2005**		**2006**		**2007**		**Total**
Prime										
Option ARM	$	46	$	213	$	69	$	31	$	359
ARM		31								31
Hybrid		79		120		45		68		312
Fixed		29		23		12		23		87
Total prime		185		356		126		122		789
Alt-a										
Option ARM		31		51		237		215		534
ARM		5								5
Hybrid		13		8		32		12		65
Fixed		5				111		46		162
Total Alt-a		54		59		380		273		766
Subprime										
Hybrid		166		71		75		24		336
Fixed		48		23		37		27		135
Total subprime		214		94		112		51		471
Total residential IGS	$	453	$	509	$	618	$	446	$	2,026

The following table details the vintage of the underlying loan collateral behind our sub prime IGS at March 31, 2007.

Table 23 Subprime IGS - Credit Rating and Collateral Vintage

March 31, 2007 (In millions)	**Credit Rating and Vintage**									
		2004 & Earlier		**2005**		**2006**		**2007**		**Total**
IGS										
AAA	$		$	5	$	3	$		$	8
AA		44		58		22		28		152
A		118		31		14		10		173
BBB+		52				46		10		108
BBB						15				15
BBB-						12		3		15
Total IGS	$	214	$	94	$	112	$	51	$	471

Commercial Real Estate Loans

We have invested in commercial real estate loans since 1998. At March 31, 2007 and December 31, 2006, commercial real estate loans totaled $26 million and $28 million, respectively. These include mezzanine loans, subordinated (junior or senior lien) loans, and b-notes (b-notes represent a structured commercial real estate loan that retains a higher portion of the credit risk and generates a higher yield than the initial loan). Except for one loan (where we fully reserved for an anticipated loss on a junior mezzanine loan financing a condominium-conversion project), credit performance of our commercial loan portfolio remains strong and in line with our expectations.

The following table provides activity on our commercial real estate loans for the three months ended March 31, 2007.

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Table 24 Commercial Real Estate Loans - Activity

(In thousands)		**Three Months Ended March 31, 2007**
Commercial real estate loans at beginning of period	$	28,172
Recognized gains on sales, net		—
Principal repayments		38
Discount amortization		21
Provision for credit losses		(2,348)
Commercial real estate loans at end of period	$	25,883

Commercial CES

Our total commercial CES was $435 million at March 31, 2007, a decrease from $448 million at December 31, 2006. At March 31, 2007, these securities provided credit enhancement on $57 billion underlying loans on office, retail, multifamily, industrial, and other income-producing properties nationwide. The following table provides detail of the activity for the three months ended March 31, 2007.

Table 25 Commercial CES - Activity

(In thousands)		**Three Months Ended March 31, 2007**
Balance at beginning of period	$	448,060
Acquisitions		2,743
Principal repayments (including calls)		—
Discount amortization		(9)
Upgrades to investment-grade securities		(3,501)
Change in fair market value adjustments, net		(11,911)
Balance at end of period	$	435,382

The following table presents the current credit ratings of our commercial CES at March 31, 2007 and December 31, 2006.

Table 26 Commercial CES - Credit Rating

				Rating				
(In millions)		**BB**		**B**		**Unrated**		**Total**
March 31, 2007	$	222	$	89	$	124	$	435
December 31, 2006	$	224	$	90	$	134	$	448

As a result of the concentrated credit risk associated with commercial CES, we are generally able to acquire these securities at a discount to their face (principal) value. The difference between the principal value ($792 million) and carrying value ($435 million) of our commercial CES at March 31, 2007 was $357 million. Of this difference, $294 million was designated as internal credit reserve (reflecting our estimate of likely credit losses on the underlying loans over the life of these securities), $72 million represented a purchase discount we are accreting into income over time, and $9 million represented net unrealized mark-to-market gains.

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Commercial IGS

Our commercial IGS totaled $116 million at March 31, 2007 and $120 million at December 31, 2006. The following table provides detail of the activity for the three months ended March 31, 2007.

Table 27 **Commercial IGS - Activity**

(In thousands)	**Three Months Ended March 31, 2007**
Balance at beginning of period	$ 119,613
Acquisitions	2,964
Sale proceeds	(6,464)
Gains recognized on calls, net	45
Principal repayments (including calls)	(938)
Discount amortization	67
Upgrades from commercial CES	3,501
Change in fair market value adjustments, net	(2,294)
Balance at end of period	$ 116,494

In the first quarter of 2007, we sold securities in conjunction with the call of a prior Acacia securitization. Our balance of commercial IGS has generally been declining over the last several quarters, as we have slowed acquisitions of commercial IGS as pricing has become extremely competitive.

The following table presents the current credit ratings of our commercial investment-grade securities at March 31, 2007 and December 31, 2006.

Table 28 Commercial IGS - Credit Rating

(In millions)			**Rating**		
	AAA	**AA**	**A**	**BBB**	**Total**
March 31, 2007	$ 9	$ 4	$ 24	$ 79	$ 116
December 31, 2006	$ 9	$ 2	$ 16	$ 93	$ 120

CDO CES

CDOs are a form of securitization in which a diverse portfolio of assets is acquired by a securitization entity that creates and sells securities (CDO securities) in order to fund its asset purchases. We acquire CDO securities created by others as an asset portfolio investment. These CDO securities are generally backed by residential and commercial real estate assets and are generally financed through our CDOs.

At March 31, 2007, our CDO CES totaled $16 million, a decrease from $22 million at December 31, 2006. The change in balance consisted of $5 million in upgrades to CDO IGS and a negative $1 million change of fair market value recognized through other comprehensive income (loss). The following tables present the credit ratings of our CDO CES at March 31, 2007 and December 31, 2006.

Table 29 CDO CES - Credit Rating

(In millions)	Rating			
	BB	B	Unrated	Total
March 31, 2007	$ 13	$	$ 3	$ 16
December 31, 2006	$ 14	$	$ 8	$ 22

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CDO IGS

At March 31, 2007, our CDO IGS totaled $254 million, an increase of $30 million from the December 31, 2006 balance of $224 million.

During the first quarter of 2007, acquisitions of CDO investment-grade securities were $35 million, upgrades from CDO CES to CDO IGS were $5 million, and balance sheet mark-to-market adjustments were negative $10 million.

The following tables present the credit ratings of our CDO IGS at March 31, 2007 and December 31, 2006.

Table 30 CDO IGS - Credit Rating

(In millions)			**Rating**		
	AAA	**AA**	**A**	**BBB**	**Total**
March 31, 2007	$ 86	$ 27	$ 57	$ 84	$ 254
December 31, 2006	$ 66	$ 30	$ 52	$ 76	$ 224

Other Real Estate Investments

Our other real estate investments totaled $50 million at March 31, 2007. There were no assets classified as other real estate investments at December 31, 2006.

The following table represents the activity within other real estate investments during the first three months ended March 31, 2007.

Table 31 Other Real Estate Investment - Activity

(In thousands)	**Three Months Ended March 31, 2007**
Balance at beginning of period	
Acquisitions	40,790
Principal repayments (including calls)	(3,079)
Discount amortization	(532)
Transfers from other portfolios	18,296
Change in fair market value adjustments, net	(5,418)
Balance at end of period	$ 50,057

Acquisitions during the first quarter of 2007 were $41 million, which consisted of $21 million of alt-a securities and $20 million of subprime securities. Of the $5 million of negative value change in other real estate investments for the first quarter of 2007, $4 million related to investments acquired prior to this year, which were reclassified into this portfolio this quarter.

The following table presents the current credit ratings of our other real estate investments at March 31, 2007.

Table 32 Other Real Estate Investments - Credit Rating

Rating

(In millions)	AAA	AA	A	BBB	BB	B	Unrated	Total
March 31, 2007	$ 2	$	$ 19	$ 6	$ 4	$	$ 19	$ 50

Liabilities and Stockholders' Equity

Redwood Debt

We use repurchase (repo) agreements and our Madrona commercial paper facility to finance certain of our residential real estate loans. We may securitize those loans in the future or continue to fund them with debt. We also use warehouses and repo agreements to finance securities. To date, the warehouses have limited recourse to Redwood, whereas other Redwood debt facilities have full recourse to us. Redwood debt is secured by pledges of our loans and securities. The table below shows the amount of debt outstanding by facility at March 31, 2007 and December 31, 2006.

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Table 33 Redwood Debt by Facility

(In thousands)

Loans		**March 31, 2007**		**December 31, 2006**
Repo agreements	$	882,139	$	959,139
Madrona commercial paper facility		250,000		300,000
Securities				
Repo agreements		79,874		
Acacia warehouses		667,770		597,069
Total Redwood debt	$	1,879,783	$	1,856,208

In the last few years, we generally used Redwood debt to fund the acquisition of loans and securities on a temporary basis prior to their sale to a securitization entity. We are more frequently acquiring these assets as a longer-term investment that we intend to fund on an ongoing basis with Redwood debt.

Asset-Backed Securities Issued

Redwood has securitized the majority of the assets shown on its consolidated balance sheets. In a securitization, Redwood sells assets to a securitization entity that creates and sells asset-backed securities (ABS) in order to fund its asset purchases. The residential whole loan securitization entities Redwood sponsors are called Sequoia and the CDO securitization entities Redwood sponsors are called Acacia. These securitization entities are bankruptcy-remote from Redwood, so that Redwood's liabilities cannot become liabilities of the securitization entity and the ABS issued by the securitization entity cannot become obligations of Redwood. Nevertheless, since, according to accounting definitions, we control these securitization entities, we show both the assets and liabilities of these entities on our consolidated balance sheets. At March 31, 2007, our consolidated balance sheets included $10.2 billion of assets owned by the securitization entities (79% of total consolidated assets) and included $9.9 billion of liabilities of the securitization entities (83% of total consolidated liabilities).

The following table provides detail of the activity for asset-backed securities (ABS) for the three months ended March 31, 2007.

Table 34 ABS - Activity

(In thousands)		**December 31, 2006**		**New Issuance**		**Paydowns**		**Amortization**		**March 31, 2007**
Sequoia ABS with principal value, net	$	7,595,003	$	888,363	$	(1,333,810)	$	(2,655)	$	7,146,901
Sequoia interest only ABS		74,548		—		—		(12,797)		61,751
Acacia ABS with principal value, net		2,294,629		465,000		(44,073)		104		2,715,660
Acacia CES issued		15,044		6,470		—		682		22,196
Commercial		—		—		—		—		—
Total ABS issued	$	9,979,224	$	1,359,833	$	(1,377,883)	$	(14,666)	$	9,946,508

Generally, when we securitize assets, as opposed to owning them directly and funding them with Redwood debt and equity, our reported cost of funds is higher (the cost of ABS securities issued is generally higher than that of our debt) but we utilize less equity capital. As a result, our return on equity may increase after securitization. In addition, liquidity risks are generally reduced or eliminated, as the Redwood debt associated with the accumulation of these assets during their accumulation is paid off following securitization.

Junior Subordinated Notes

In December 2006, we issued $100 million of junior subordinated notes (trust preferred securities) through Redwood Capital Trust I, a newly formed wholly-owned Delaware statutory trust, in a private placement transaction. These trust preferred securities require quarterly distributions at a floating rate equal to LIBOR plus 2.25% until they are redeemed in whole, or mature on January 30, 2037. The earliest optional redemption date without a penalty is January 30, 2012. In our internal risk-adjusted capital calculations, we consider these trust preferred securities as part of our capital base.

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Derivative Financial Investments

We currently have three kinds of derivative instruments; interest rate agreements, commitments to purchase, and credit default swaps. All derivatives are reported on our balance sheet at fair market value. Changes in the fair market values of derivatives are either recorded through our consolidated statements of income or through accumulated other comprehensive income (loss) on our consolidated balance sheets.

We enter into interest rate agreements to help manage some of our interest rate risks. We enter into these agreements with highly rated counterparties and maintain certain risk management policies limiting our exposure concentrations to any counterparty. At March 31, 2007, we were party to interest rate agreements with an aggregate notional value of $2 billion and a net positive fair market value of $11 million. At December 31, 2006, we were party to interest rate agreements with an aggregate notional value of $3 billion and a net positive fair market value of $21 million.

At March 31, 2007, we had outstanding commitments to purchase $82 million residential real estate loans. We estimate the value of these commitments at negative $0.2 million. At December 31, 2006, we had commitments to purchase $81 million residential real estate loans with an estimated value of negative $0.2 million. Purchase commitments have zero value at the date of the commitment so any changes in value during the quarter are recognized through our income statements. Once the loans are purchased, the value of the purchase commitment adjusts our cost basis in the loans.

We entered into our first credit default swaps in the first quarter of 2007. At March 31, 2007 we had a $35 million notional balance worth negative $2.5 million. The swaps have zero value at purchase, so the entire change in value was recognized through our income statement this quarter.

Stockholders' Equity

Our reported book value at March 31, 2007 was $34.06 per share, a decrease from $37.51 per share at the beginning of the year. Our book value per share decreased this quarter primarily as a result of decreases in the net fair market value of our assets and interest rate agreements.

Cash Requirements, Sources of Cash, and Liquidity

We use cash to fund our operations and securitization activities, invest in earning assets, service and repay Redwood debt, fund working capital, and fund our dividend distributions. One primary source of cash is principal and interest payments received on a monthly basis from real estate loans and securities. Other sources of cash include proceeds from sales of assets to securitizations entities, proceeds from sales of other assets, proceeds from calls of securities, borrowings, and issuance of equity and debt.

Cash flows generated and used within consolidated ABS securitization entities are not directly available to Redwood, although they are shown on our consolidated statement of cash flows. We own the call rights for many of these securitization entities, generally allowing us, when certain targets or dates have been met, to pay off the ABS liabilities of these entities and acquire their assets at par. This was the primary reason for the large change in other asset balances as we began selling assets from Acacia 4 in anticipation of calling the ABS in April and the proceeds from these sales remained in the securitization trust as of March 31, 2007.

We generally use capital, rather than securitization proceeds or Redwood debt, to fund investments in assets that have highly concentrated credit risks, including residential CES, commercial CES, and CDO CES and similar illiquid assets. For the acquisition of assets with less credit sensitivity, we employ leverage under which the capital component is much lower, generally from 8% to 30%. This consists of structured leverage through Sequoia and Acacia (which is non-recourse to us) or Redwood debt.

At March 31, 2007, we had $114 million of excess capital, a decrease from the $182 million excess capital we had at December 31, 2006. We derive our excess capital figures by calculating the amount of cash we have available for investment if we fully leveraged our loans and securities in accordance with our internal risk-adjusted capital policies and deducted from the resulting cash balances an amount we believe is sufficient to fund operations, working capital, and to provide for certain potential liquidity risks. We include trust preferred securities in our capital base calculations.

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Excess capital declined by $68 million during the quarter. In the first quarter, uses of capital included new asset acquisitions ($182 million) and dividends ($21 million). Sources of capital included asset sales ($39 million), principal payments ($64 million), and equity issuance ($24 million). Other elements, including cash from earnings, the (relatively small) effect on excess capital of market value declines, and changes in financings netted to an increase of $8 million of available capital for the quarter.

Some of the capital utilized during the quarter is currently used on a temporary basis in an inefficient manner to fund assets that would be more efficiently financed with debt or via securitization or to fund delinquent loans from called Sequoia securitizations. Over time, we will employ this capital more efficiently, freeing capital to support future growth.

We anticipated net capital absorption of $200 million to $400 million for 2007. At this point, the outlook for capital absorption is uncertain due to market turmoil. Given our current acquisition plans, it is possible that we will finish the year at the lower end of that range.

Our current plan is to continue to invest in new assets but also to hold some excess capital in reserve to fund several quarters of future acquisitions. To accomplish both of these objectives to their full extent, we will need to raise additional capital (long-term debt or equity) in 2007 and we will also need to take advantage of opportunities to recycle capital currently employed on our balance sheet through re-securitizations and other secure financings.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The table below presents our contractual obligations and commitments as of March 31, 2007, as well as the obligations of the securitization entities that we sponsored and are consolidated on our balance sheets. The operating leases are commitments that are expensed based on the terms of the related contracts.

Table 35 Contractual Obligations and Commitments as of March 31, 2007

(In thousands)	Payments Due or Commitment Expiration by Period				
	Total	**Less Than 1 Year**	**1 to 3 Years**	**3 to 5 Years**	**After 5 Years**
Redwood Obligations:					
Redwood debt	$ 1,879,783	$ 1,879,783	$ —	$ —	$ —
Junior subordinated notes	100,000	—	—	—	100,000
Accrued interest payable	9,269	9,269	—	—	—
Operating leases	16,418	1,406	3,342	3,568	8,102
Purchase commitments	81,676	81,676	—	—	—
Total Redwood obligations and commitments	$ 2,087,146	$ 1,972,134	$ 3,342	$ 3,568	$ 108,102
Obligations of Securitization Entities:					
Consolidated asset-backed securities*	$ 9,946,508	$ 374,461	$ —	$ —	$ 9,572,047
Accrued interest payable	42,440	42,440	—	—	—
Total obligations of securitization entities	$ 9,988,948	$ 416,901	$ —	$ —	$ 9,680,149
Total consolidated obligations and commitments	$ 12,076,094	$ 2,389,035	$ 3,342	$ 3,568	$ 9,680,150

**All consolidated ABS issued are collateralized by associated assets and, although the stated maturity is as shown (except for ABS called in April 2007), the ABS obligations will pay down as the principal of the associated real estate loans or securities pay down. In March 2007 we exercised our right to call one Sequoia and one Acacia securitization. These calls were completed in April 2007 and therefore the table shows these amounts as becoming due in less than one year.*

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 market 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. Much 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. 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, but the balance and percentage of loans with special risk factors (higher risk commercial loans, interest-only and negative amortization residential loan types, and alt-a and subprime residential loans) has increased and will likely continue to increase. We also own a wide variety of residential and commercial real estate loans of various quality grades that are not securitized.

Credit losses from any of the loans in securitized loan pools 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, 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 CES 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 will rise under the terms of these ARMs, and this may increase borrowers' delinquencies and defaults.

We also acquire credit-enhancement 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. 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.

The large majority of the commercial loans we credit-enhance are fixed-rate loans, some 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 CES, 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 understanding the extent of the risk we are taking and insuring the appropriate underwriting criteria are met, and we utilize systems and staff to continually 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 will take actions (including selling the assets) to mitigate potential losses. However, we may not always be successful in foreseeing adverse changes in credit performance or in effectively mitigating future credit losses.

In addition to residential and commercial CES, the Acacia entities we sponsor own investment-grade and other securities issued by securitization entities that are sponsored by others. These investment-grade securities are typically rated AAA through B, and are in a second-loss or better position or are otherwise effectively more senior in the credit structure in comparison to first-loss CES or their equivalent. 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 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 thus Redwood) could suffer losses.

In addition to the foregoing, the Acacia entities own certain investment-grade BB-rated, and B-rated residential loan securities purchased from the Sequoia securitization entities we sponsor. These securities are less likely to suffer credit losses than other securities since credit losses ordinarily would not occur until cumulative credit losses within the pool of securitized loans exceed the principal value of the subordinated CES underneath and other credit protections have been exhausted. However, if the pools of residential and commercial loans underlying these securities were to experience poor credit results, these Acacia securities could have their credit ratings down-graded, could suffer losses in fair market value, or could experience principal losses. If any of these events occurs, it would likely reduce our returns from the Acacia CDO equity securities we have acquired and may reduce our ability to sponsor Acacia transactions in the future.

Interest Rate Risk

Interest rates and the shape of the yield curve can affect the cash flows and fair market 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 Redwood debt, as well as between the interest rate characteristics of the assets in the securitization entities and the corresponding ABS issued. However, we 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 fair market value write-downs. 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 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.

With respect to ABS (and in particular, IO securities), changes in prepayment forecasts by market participants could affect the market prices of those securities sold by securitization entities, and thus could affect the profits we earn from securitized assets.

Prepayment risks also exist in the assets and associated liabilities consolidated on our balance sheets. In general, discount securities (such as CES) benefit from faster prepayment rates on the underlying real estate loans while premium securities (such as IO securities) benefit from slower prepayments on the underlying loans. Our largest current potential exposure to changes in prepayment rates is on short-term residential ARM loans. We are currently biased in favor of faster prepayment speeds with respect to the long-term economic effect of ARM prepayments. However, for GAAP in the short-term, increases in ARM prepayment rates could result in negative GAAP earnings volatility.

Through our ownership of discount residential loan CES backed by fixed rate and hybrid residential loans, we generally benefit from faster prepayments on those underlying loans. Prepayment rates for those loans typically accelerate as medium-and-long-term interest rates decline.

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

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We caution that prepayment rates are difficult to predict or anticipate, and variations in prepayment rates can materially affect our earnings and dividends. 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.

We do not believe it is possible or desirable to control the effects of prepayments in the short-term. Consequently, our general approach is to seek to balance overall characteristics of our balance sheet so that the net present values of cash flows generated over the life of the assets and liabilities in our consolidated portfolios do not materially change as prepayment rates change.

Fair Market Value and Liquidity Risks

Our consolidated real estate loans are accounted for as held-for-investment and reported at amortized cost. Most of these loans have been sold to Sequoia entities and, thus, changes in the fair market value of the loans do not have an impact on our liquidity. However, changes in fair market values during the accumulation period (while these loans are funded with Redwood debt before they are sold to a Sequoia entity) may have a short-term effect on our liquidity.

The consolidated securities are accounted for as available-for-sale and are generally marked-to-market through our balance sheets and not through our income statement. Some of these assets are credit-sensitive, and all are interest-rate sensitive. Fair market value fluctuations of these assets can affect reported stockholders' equity. Most of these securities are owned by securitization entities we sponsor and fair market value fluctuations on these securities do not have an impact on our liquidity. Fair market value fluctuations on securities we own and fund with short-term debt (generally prior to securitization) could have an impact on our liquidity. Our earnings could be affected by adverse changes in fair market values on all securities we own or consolidate to the extent there is an accompanying adverse change in projected cash flows. In these cases, the negative changes in fair market values are reported through our income statement.

Beginning in the first quarter of 2007, we classified other real estate investments as trading instruments. Changes in the fair market values of these investments are recognized through our income statement. Thus, changes in fair market values may add to the quarterly volatility of our earnings. This could occur whether these instruments are hedged or are financed with non-recourse debt.

Our consolidated obligations consist primarily of ABS issued. These are reported at amortized cost. Generally, changes in fair market value of ABS issued have no impact on our liquidity. However, because many of our consolidated assets funded with ABS issued are reported at fair market value, the resulting reported net equity may not necessarily reflect the true net fair market value of assets and liabilities in these securitization entities. Specifically, we mark-to-market most of the assets and derivatives owned by the Acacia entities, but none of Acacia's liabilities. If fair market values for Acacia's $2.7 billion assets declined sufficiently, we could be required to record balance sheet charges in excess of the total maximum economic amount ($95 million) that Redwood actually has invested. Conversely, we would not be able to reflect an offsetting improvement in Acacia liability fair market value changes in our consolidated financial statements. None of these fair market value changes would affect the cash flows we expect to earn from our Acacia investments, however. The net balance sheet fair market value markdown for assets and derivatives in closed Acacia transactions was $49 million for the first quarter.

Increasingly, we are holding debt-funded assets for longer terms as an ongoing investment. That is, we are increasing the level of loans and securities funded with debt that is recourse to Redwood. This will increase our fair market 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.

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.

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

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. The critical accounting policies and the possible effect of changes in estimates on our financial results and statements are discussed below. Management discusses the ongoing development and selection of these critical accounting policies with the audit committee of the board of directors.

Revenue Recognition

When recognizing revenue on consolidated earning assets, we employ the effective yield method and use assumptions about the future to determine an effective yield that drives amortization of premiums, discounts, and other net capitalized fees and costs associated with purchasing and financing real estate loans and securities.

Loan Premium Amortization

For consolidated real estate loans, the effective yield method is applied as prescribed under FAS 91. For loans acquired prior to July 2004, we apply the existing interest rate at the reporting date rate to determine the effective yield for each pool of loans. During a period of rising short-term rates, the coupon is projected to increase, resulting in a higher effective yield. Under those circumstances, prior to the coupon rate resetting (generally one to six months for these loans), the amount of amortization is lower than it will be once the coupon rate resets. Consequently, for the past two years, as short-term rates increased, the amount of purchase premium we amortized was less than it would have been in a flat interest rate environment. With lower premium amortization expenses as a result of rising interest rates combined with rapid prepayments, our cost bases have increased on our remaining loans. The cost bases in these loans continues to exceed their estimated fair market values.

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 on a pool basis to calculate an effective yield and to amortize the premium or discount. Any volatility in amortization expense is dependent primarily on prepayments. The cost bases of these loans are approximately equal to their fair market values.

Securities Discount Amortization

For discount amortization on our consolidated securities, an effective yield is applied by projecting cash flows that incorporate assumptions of credit losses, prepayment speeds, and interest rates over the remaining life of each asset. If our assumptions prove to be accurate, then the yield that we recognize in the current period will remain the same over the life of the security. We constantly review - and update as necessary - our assumptions and resulting cash flow projections based on historical performance, input and analyses received from external sources, internal models, and our own judgment and experience. There can be no assurance that our assumptions used to generate future cash flows will prove to be accurate or that these estimates will not change materially.

The majority of our discount amortization is generated from residential and commercial CES purchased at a significant discount to par value. Discount balances equal to the credit losses that we expect to incur are set aside as a form of credit reserve and are not amortized into income. The level of this reserve is based upon our assessment of various factors including economic conditions, characteristics and delinquency status of the underlying loans, past performance of similar loans, and other factors. Thus, when credit losses do occur, they are recorded against this reserve and there is no income statement impact at that time. The difference between the amount of our total discount and the credit reserve is the accretable discount. The accretable discount represents the amount of discount amortization that we expect to recognize into income over the remaining life of the assets. As we update our estimate of future credit losses, increases in projected losses will increase the discount set aside as reserve resulting in less accretable discount for amortization into income and lower portfolio yields. In contrast, lower credit loss projections will decrease the reserve and increase the accretable discount balance, increasing our CES discount amortization and resulting in higher portfolio yields.

The timing of projected receipt of cash flows from our CES is also an important driver in the effective yield. Slower actual or projected prepayment speeds will cause projected receipt of cash flows to be delayed and will reduce the rate of CES discount accretion resulting in a lower yield for the portfolio. An increase in actual or projected prepayment speeds will generally result in a higher portfolio yield as a result of increased CES discount amortization.

Amortization of ABS Premium

We apply the effective yield method in determining amortization for the sales premium and deferred asset-backed securities issuance cost for ABS issued. ABS sales premium is eventually recognized through our income statement as a reduction in interest expense and the issuance cost amortized as additional interest expense. Similar to our securities discount amortization, the use of this method requires us to project cash flows over the remaining life of each liability. These projections are primarily impacted by forecasted prepayment rates of the related assets. If prepayment speeds are faster than modeled, the average life of the liability will shorten, and we will recognize the ABS sales premium as expense at a faster rate, and increasing net income. If prepayment speeds are slower than expected, the average life of the liability will lengthen, and it will take us longer to recognize the ABS sales premium. For the deferred asset-backed securities issuance costs, faster prepayments will result in faster amortization and an increase in interest expense while slower prepayments will result in slower amortization and a decrease in interest expense.

Establishing Valuations and Accounting for Changes in Valuations

We report our securities at fair market value on our consolidated balance sheets. We believe that the estimates of fair market value we use reflect fair market values that we may be able to obtain should we choose to sell assets. Our estimates, however, are inherently subjective in nature and involve matters of uncertainty and judgment in interpreting relevant market and other data. Because we are also active acquirers, an issuer of debt securities, and an occasional seller of assets, we believe that we have the ability to understand and determine changes in assumptions that are taking place in the marketplace and make appropriate changes in our assumptions for valuing assets. However, changes in perceptions regarding future events in spreads used to price assets can have a material impact on the fair market values of our assets. Should such changes occur, there could be significant decreases in the fair market values of these assets.

We estimate the fair market values using available market information and other appropriate valuation methodologies. Many assumptions are necessary to estimate fair market values, including, but not limited to, interest rates, prepayment rates, amount and timing of credit losses, supply and demand, liquidity, and other market factors. We apply these factors to each of our assets, as appropriate, in order to determine fair market values. Our expectations of future performance are shaped by historical performance and input and analyses received from external sources, internal models, and our own judgment and experience. In addition to our valuation processes, we use third party sources to validate our valuation estimates. We mark our assets to fair value at the lower of our internal valuation process and external values received from third party sources on our specific assets. This gives us a fair market value at the conservative end of the possible range.

Changes in the fair market value of real estate securities are reported through equity. However, it is possible that decreases in fair market values of real estate securities could be reported through the income statement. See the discussion on other-than-temporary impairments below. Changes in the fair market value of other real estate investments are reported through current period earnings as these are treated as trading securities. Total income recognized in current period earnings on these investments equals coupon interest earned plus or minus change in fair market value. Interest income is equal to the instruments' yields based on market expectations.

Other-than-Temporary Impairments

Increases in our credit loss assumptions or changes in projected prepayment rates could result in an adverse change in the net present value of expected cash flows. If we have an adverse change in projected cash flows and also the fair market value of that asset is less than our amortized cost, we have an other-than-temporary impairment. The basis of the asset is written down to fair market value through our consolidated statements of income. Fair market value write-downs of this type could be substantial, reducing GAAP income and causing a loss. However, for securitized assets, reductions in fair market values may not affect our cash flows or investment returns at all, or may not affect them to the degree implied by the accounting write-down.

Credit Reserves - Loans Held-for-Investment

For consolidated real estate loans held-for-investment, we establish and maintain credit reserves that we believe represent probable credit losses that will result from intrinsic losses existing in our pool of consolidated real estate loans held-for-investment as of the date of the financial statements. The reserves for credit losses are adjusted by taking provisions for credit losses recorded as a reduction in interest income on real estate loans on our consolidated statements of income. The reserves consist of estimates of specific loan impairment and estimates of collective losses on pools of loans with similar characteristics.

To calculate the reserve for credit losses for real estate loans, we determine intrinsic losses by applying loss factors (default, the timing of defaults, and the loss severity upon default) that can be specifically applied to each pool of loans and estimate expected losses of each pool over their expected lives. Once we determine the loss factors, we then estimate the timing of these losses and the losses probable to occur over an effective loss confirmation period. This period is defined as the range of time between the probable occurrence of a credit loss (such as the initial deterioration of the borrower's financial condition) and the confirmation of that loss (the actual charge-off of the loan). The losses expected to occur within the estimated loss confirmation period are the basis of our credit reserves because we believe those losses exist as of the reported date of the financial statements.

We do not maintain a loan repurchase reserve, as any risk of loss due to loan repurchases (i.e., due to breach of representations) would normally be covered by recourse to the companies from whom we acquired the loans.

Accounting for Derivative Instruments

We use derivative instruments to manage certain risks such as interest rate risk and fair market value risks. We may also acquire derivative financial instruments as investments. Derivative instruments are reported on our consolidated balance sheets at their fair market value. If a derivative instrument has a positive fair market value, it is reported as an asset. If the fair market value is negative, the instrument is reported as a liability.

Changes in fair market values of derivative instruments are reported either through the income statement or through our equity. For derivatives accounted for as trading instruments, all changes in the fair market values are recognized through the income statement. For interest rate agreements (a type of derivative) accounted for as a cash flow hedge, most of the changes in fair market values are recorded in our balance sheet through equity. Only the ineffective portions (as determined according to the accounting principle) of the derivatives accounted for as cash flow hedges are included in our income.

Using derivatives may increase our earnings volatility, as the accounting results for derivatives may not match the accounting results for the hedged asset or liability due to our inability to, or decision not to, meet the requirements for certain accounting treatments, or if the derivatives do not perform as intended.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Discussions about our quantitative and qualitive disclosures about market risk are included in our Management's Discussion and Analysis included herein.

ITEM 4. CONTROLS AND PROCEDURES

We have carried out an evaluation, under the supervision and with the participation of our management including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as that term is defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended. Based on that evaluation, our principal executive officer and principal financial officer concluded that as of March 31, 2007, which is the end of the period covered by this Report on Form 10-Q, our disclosure controls and procedures are effective.

There have been no changes in our internal controls over financial reporting in the fiscal quarter ended March 31, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased As Part of Publicly Announced Programs	Maximum Number of Shares Available for Purchase Under Publicly Announced Programs
January 1- January 31, 2007	1,585	$ 58.08	—	—
February 1 - February 28, 2007	—	—	—	—
March 1 - March 31, 2007	—	—	—	—
Total	1,585	$ 58.08	—	1,000,000

The 1,585 shares purchased for the three months ended March 31, 2007 represent shares required to satisfy tax withholding requirements on the vesting of restricted shares. We announced stock repurchase plans on various dates from September 1997 through November 1999 for the total repurchase of 7,455,000 shares. None of these plans have expiration dates on repurchases. Shares totaling 1,000,000 are currently available for repurchase under those plans.

Item 6. EXHIBITS

Exhibit Number	Exhibit
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 (filed herewith)
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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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.
Dated: May 8, 2007	By: /s/ Douglas B. Hansen
	Douglas B. Hansen President (authorized officer of registrant)
Dated: May 8, 2007	By: /s/ Martin S. Hughes
	Martin S. Hughes Vice President, Chief Financial Officer, and Secretary (principal financial officer)
Dated: May 8, 2007	By: /s/ Raymond S. Jackson
	Raymond S. Jackson Vice President and Controller (principal accounting officer)

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