

TRI Pointe Homes, Inc.  
Form 10-Q  
August 07, 2014  
**Table of Contents**

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

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2014**

**or**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-35796**

**TRI Pointe Homes, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or other Jurisdiction of**  
**Incorporation or Organization)**  
**19520 Jamboree Road, Suite 200**  
**Irvine, California 92612**  
**(Address of principal executive offices) (Zip Code)**

**27-3201111**  
**(I.R.S. Employer**  
**Identification No.)**

**Registrant's telephone number, including area code (949) 478-8600**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Registrant's shares of common stock outstanding at July 31, 2014: 161,332,533

**Table of Contents**

**TRI POINTE HOMES, INC.**

**FORM 10-Q**

**INDEX**

|  | <b>Page<br/>Number</b> |
|--|------------------------|
| <b>PART I. FINANCIAL INFORMATION</b>   |                        |
| Item 1. <u>Financial Statements</u>  |                        |
| <u>Consolidated Balance Sheets as of June 30, 2014 (unaudited) and December 31, 2013</u>                                     | 3                      |
| <u>Consolidated Statements of Operations (unaudited) for the Three and Six Months Ended June 30, 2014 and 2013</u>           | 4                      |
| <u>Consolidated Statements of Comprehensive Income (unaudited) for the Three and Six Months Ended June 30, 2014 and 2013</u> | 5                      |
| <u>Consolidated Statements of Cash Flows (unaudited) for the Six Months Ended June 30, 2014 and 2013</u>                     | 6                      |
| <u>Condensed Notes to Consolidated Financial Statements (unaudited)</u>  | 7                      |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                         | 19                     |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>  | 34                     |
| Item 4. <u>Controls and Procedures</u>   | 34                     |
| <b>Part II. OTHER INFORMATION</b>  |                        |
| Item 1. <u>Legal Proceedings</u>   | 35                     |
| Item 1A. <u>Risk Factors</u>   | 35                     |
| Item 6. <u>Exhibits</u>  | 35                     |
| <b><u>SIGNATURES</u></b>   | 38                     |

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****TRI POINTE HOMES, INC.****CONSOLIDATED BALANCE SHEETS****(in thousands, except share amounts)**

|   | <b>June 30,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---|--------------------------|------------------------------|
|   | (unaudited)              |                              |
| <b>Assets</b>   |                          |                              |
| Cash and cash equivalents   | \$ 26,120                | \$ 35,261                    |
| Real estate inventories   | 542,037                  | 455,642                      |
| Contracts and accounts receivable   | 3,965                    | 1,697                        |
| Deferred tax assets   | 4,611                    | 4,611                        |
| Other assets  | 24,454                   | 8,824                        |
| <b>Total Assets</b>   | <b>\$ 601,187</b>        | <b>\$ 506,035</b>            |
| <b>Liabilities and Stockholders Equity</b>  |                          |                              |
| Accounts payable  | \$ 20,640                | \$ 23,397                    |
| Accrued liabilities   | 19,466                   | 22,220                       |
| Notes payable   | 227,128                  | 138,112                      |
| <b>Total Liabilities</b>  | <b>267,234</b>           | <b>183,729</b>               |
| <b>Stockholders Equity:</b>   |                          |                              |
| Preferred stock, \$0.01 par value, 50,000,000 shares authorized; no shares outstanding as of June 30, 2014 and December 31, 2013, respectively                              |                          |                              |
| Common stock, \$0.01 par value, 500,000,000 shares authorized; 31,632,533 and 31,597,907 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively | 316                      | 316                          |
| Additional paid-in capital  | 312,103                  | 310,878                      |
| Retained earnings   | 21,534                   | 11,112                       |
| <b>Total Stockholders Equity</b>  | <b>333,953</b>           | <b>322,306</b>               |
| <b>Total Liabilities and Stockholders Equity</b>  | <b>\$ 601,187</b>        | <b>\$ 506,035</b>            |

*See accompanying condensed notes to the unaudited consolidated financial statements.*



Table of Contents**TRI POINTE HOMES, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)****(dollars in thousands, except share and per share amounts)**

|   | <b>Three Months Ended<br/>June 30,</b> |                 | <b>Six Months Ended<br/>June 30,</b> |                 |
|---|--|-----------------|--------------------------------------|-----------------|
|   | <b>2014</b>                            | <b>2013</b>     | <b>2014</b>                          | <b>2013</b>     |
| <b>Revenues:</b>                                  |  |                 |                                      |                 |
| Home sales  | \$ 87,336                              | \$ 47,457       | \$ 160,148                           | \$ 71,314       |
| Fee building                                      |  | 3,630           |                                      | 7,661           |
| <b>Total revenues</b>                             | <b>87,336</b>                          | <b>51,087</b>   | <b>160,148</b>                       | <b>78,975</b>   |
| <b>Expenses:</b>                                  |  |                 |                                      |                 |
| Cost of home sales                                | 66,655                                 | 38,318          | 123,087                              | 57,767          |
| Fee building                                      |  | 3,395           |                                      | 7,020           |
| Sales and marketing                               | 2,886                                  | 1,791           | 5,372                                | 3,121           |
| General and administrative                        | 6,875                                  | 4,108           | 12,767                               | 7,421           |
| <b>Total expenses</b>                             | <b>76,416</b>                          | <b>47,612</b>   | <b>141,226</b>                       | <b>75,329</b>   |
| <b>Income from operations</b>                     | <b>10,920</b>                          | <b>3,475</b>    | <b>18,922</b>                        | <b>3,646</b>    |
| Transaction expenses (Note 1)                     | (607)                                  |                 | (1,155)                              |                 |
| Other income, net                                 | 58                                     | 89              | 49                                   | 261             |
| <b>Income before income taxes</b>                 | <b>10,371</b>                          | <b>3,564</b>    | <b>17,816</b>                        | <b>3,907</b>    |
| <b>Provision for income taxes</b>                 | <b>(4,247)</b>                         | <b>(1,489)</b>  | <b>(7,394)</b>                       | <b>(1,562)</b>  |
| <b>Net income</b>                                 | <b>\$ 6,124</b>                        | <b>\$ 2,075</b> | <b>\$ 10,422</b>                     | <b>\$ 2,345</b> |
| <b>Earnings per share (Note 2)</b>                |  |                 |                                      |                 |
| Basic   | \$ 0.19                                | \$ 0.07         | \$ 0.33                              | \$ 0.08         |
| Diluted   | \$ 0.19                                | \$ 0.07         | \$ 0.33                              | \$ 0.08         |
| <b>Weighted average number of shares (Note 2)</b> |  |                 |                                      |                 |
| Basic   | 31,632,533                             | 31,597,907      | 31,622,956                           | 29,940,448      |
| Diluted   | 31,750,938                             | 31,614,646      | 31,697,057                           | 29,953,625      |

*See accompanying condensed notes to the unaudited consolidated financial statements.*

Table of Contents**TRI POINTE HOMES, INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(unaudited)****(in thousands)**

|  | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|--|---------------------------|-------------|-------------------------|-------------|
|  | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|  | <b>2014</b>               | <b>2013</b> | <b>2014</b>             | <b>2013</b> |
| Net income   | \$ 6,124                  | \$ 2,075    | \$ 10,422               | \$ 2,345    |
| Other comprehensive income:                                  |                           |             |                         |             |
| Unrealized loss on marketable securities available for sale: |                           |             |                         |             |
| Unrealized holding loss arising during the period            |                           | (264)       |                         | (163)       |
| Reclassification adjustment included in net income           |                           | 21          |                         | (19)        |
| Unrealized loss on marketable securities, net                |                           | (243)       |                         | (182)       |
| Comprehensive income   | \$ 6,124                  | \$ 1,832    | \$ 10,422               | \$ 2,163    |

*See accompanying condensed notes to the unaudited consolidated financial statements.*

Table of Contents**TRI POINTE HOMES, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)****(in thousands)**

|   | <b>Six Months Ended<br/>June 30,</b> |             |
|---|--------------------------------------|-------------|
|   | <b>2014</b>                          | <b>2013</b> |
| <b>Cash flows from operating activities</b>                                   |                                      |             |
| Net income  | \$ 10,422                            | \$ 2,345    |
| Adjustments to reconcile net income to net cash used in operating activities: |                                      |             |
| Depreciation and amortization   | 149                                  | 224         |
| Amortization of stock-based compensation                                      | 1,528                                | 844         |
| Gain on sale of marketable securities   |                                      | (19)        |
| Changes in operating assets and liabilities:                                  |                                      |             |
| Real estate inventories   | (86,395)                             | (107,748)   |
| Contracts and accounts receivable   | (2,268)                              | (900)       |
| Other assets  | (11,084)                             | 821         |
| Accounts payable  | (2,757)                              | (603)       |
| Accrued liabilities   | (2,754)                              | 2,442       |
| Net cash used in operating activities   | (93,159)                             | (102,594)   |
| <b>Cash flows from investing activities</b>                                   |                                      |             |
| Purchases of furniture and equipment  | (248)                                | (290)       |
| Purchases of marketable securities  |                                      | (125,000)   |
| Sales of marketable securities  |                                      | 85,000      |
| Net cash used in investing activities   | (248)                                | (40,290)    |
| <b>Cash flows from financing activities</b>                                   |                                      |             |
| Borrowings from notes payable   | 431,189                              | 53,850      |
| Repayments of notes payable   | (342,173)                            | (48,661)    |
| Loan origination fees   | (4,447)                              |             |
| Minimum tax withholding paid on behalf of employees for stock awards          | (303)                                |             |
| Net proceeds from issuance of common stock                                    |                                      | 155,408     |
| Net cash provided by financing activities                                     | 84,266                               | 160,597     |
| Net increase (decrease) in cash and cash equivalents                          | (9,141)                              | 17,713      |
| Cash and cash equivalents beginning of period                                 | 35,261                               | 19,824      |
| Cash and cash equivalents end of period                                       | \$ 26,120                            | \$ 37,537   |



**Supplemental disclosure of cash flow information**

|   |    |    |
|---|----|----|
| Interest paid, net of amounts capitalized | \$ | \$ |
|---|----|----|

|                   |           |    |
|-------------------|-----------|----|
| Income taxes paid | \$ 17,564 | \$ |
|-------------------|-----------|----|

*See accompanying condensed notes to the unaudited consolidated financial statements.*

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**Table of Contents**

**TRI POINTE HOMES, INC.**

**CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**1. Organization and Basis of Presentation**

**Organization**

TRI Pointe Homes, Inc. is engaged in the design, construction and sale of innovative single-family homes in major metropolitan areas located throughout California and Colorado. The majority of our revenues and profits are generated in California. Unless the context otherwise requires, the terms we, us, our, TRI Pointe and the Company refer to Pointe Homes, Inc. (and its consolidated subsidiaries).

**Subsequent Events**

***Merger with Weyerhaeuser Real Estate Company***

On July 7, 2014 (the Closing Date), TRI Pointe consummated the previously announced merger (the Merger) of our wholly owned subsidiary, Topaz Acquisition, Inc. ( Merger Sub ), with and into Weyerhaeuser Real Estate Company ( WRECO ), with WRECO surviving the Merger and becoming our wholly owned subsidiary, as contemplated by the Transaction Agreement, dated as of November 3, 2013 (the Transaction Agreement), by and among us, Weyerhaeuser Company, WRECO and Merger Sub. In the Merger, TRI Pointe issued 129,700,000 shares of TRI Pointe common stock to the former holders of WRECO common shares, together with cash in lieu of any fractional shares. On the Closing Date, WRECO became a wholly owned subsidiary of TRI Pointe. Immediately following the consummation of the Merger, the ownership of TRI Pointe common stock on a fully diluted basis was as follows: (i) WRECO common shares held by former Weyerhaeuser shareholders were converted into the right to receive, in the aggregate, approximately 79.6% of the then outstanding TRI Pointe common stock, (ii) the TRI Pointe common stock outstanding immediately prior to the consummation of the Merger represented approximately 19.4% of the then outstanding TRI Pointe common stock, and (iii) outstanding equity awards of WRECO and TRI Pointe employees represented the remaining 1.0% of the then outstanding TRI Pointe common stock. On the Closing Date, the former direct parent entity of WRECO paid TRI Pointe an estimated adjustment amount of approximately \$31.5 million in cash in accordance with the Transaction Agreement.

TRI Pointe's Registration Statement on Form S-4, as amended (Registration No. 333-193248), which was declared effective by the U.S. Securities and Exchange Commission on May 22, 2014, sets forth certain additional information regarding the Merger, the WRECO business, and the intended operations of the combined company created as a result of the Merger.

***Assumption of Senior Notes***

On the Closing Date, TRI Pointe assumed WRECO's obligations as issuer of \$450 million aggregate principal amount of its 4.375% Senior Notes due 2019 and \$450 million aggregate principal amount of its 5.875% Senior Notes due 2024 (collectively, the Notes). Additionally, WRECO and certain of its subsidiaries (collectively, the Guarantors) entered into supplemental indentures (collectively, the Supplemental Indentures) pursuant to which they guaranteed TRI Pointe's obligations with respect to the Notes. The Guarantors also entered into a joinder agreement to the Purchase Agreement, dated as of June 4, 2014, among WRECO, TRI Pointe, and the initial purchasers of the Notes

(collectively, the Initial Purchasers ), pursuant to which the Guarantors became parties to the Purchase Agreement. Additionally, TRI Pointe and the Guarantors entered into joinder agreements to the Registration Rights Agreements, dated as of June 13, 2014, among WRECO and the Initial Purchasers with respect to the Notes, pursuant to which TRI Pointe and the Guarantors were joined as parties to the Registration Rights Agreements.

The net proceeds of approximately \$867.7 million from the offering of the Notes were deposited into two separate escrow accounts following the closing of the offering on June 13, 2014. Upon release of the escrowed funds on the Closing Date and prior to the consummation of the Merger, WRECO paid approximately \$743.7 million in cash to its former direct parent, which cash was retained by Weyerhaeuser and its subsidiaries (other than WRECO and its subsidiaries). The payment consisted of the \$739.0 million Payment Amount (as defined in the Transaction Agreement) as well as approximately \$4.7 million in payment of all unpaid interest on WRECO's intercompany debt that accrued from November 3, 2013 to the Closing Date. The remaining \$124.0 million of proceeds was retained by TRI Pointe.

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**Table of Contents**

***Transaction Expenses***

As a result of the Merger, the Company has incurred due diligence, integration and other related transaction expenses during the three and six months ended June 30, 2014 of \$607,000 and \$1.2 million, respectively. The Company expects to incur significant expenses in connection with the Merger during the three months ended September 30, 2014, including (i) reimbursement of up to \$15 million of transaction-related fees and expenses incurred by Weyerhaeuser in accordance with the Transaction Agreement, (ii) approximately \$6 million of advisory fees, (iii) approximately \$29 million of financing-related fees, \$19 million of which will be capitalized as deferred finance related costs, and (iv) accounting, legal and other integration expenses incurred by the Company.

**Basis of Presentation**

The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) as contained within the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) for interim financial information and the rules and regulations of the Securities and Exchange Commission ( SEC ). Accordingly, certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with GAAP have been condensed or omitted.

In our opinion, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly our consolidated financial position as of June 30, 2014, the results of our consolidated operations for the three and six months ended June 30, 2014 and 2013, and our consolidated cash flows for the six months ended June 30, 2014 and 2013. The results of our consolidated operations for the three and six months ended June 30, 2014 are not necessarily indicative of the results to be expected for the full year due to the Merger as well as seasonal variations in operating results and other factors. The consolidated balance sheet at December 31, 2013 has been taken from the audited consolidated financial statements as of that date. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2013, which are contained in our annual report on Form 10-K for that period.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries (other than WRECO and its subsidiaries). All significant intercompany accounts have been eliminated upon consolidation. Certain prior period amounts have been reclassified to conform to current period presentation. Subsequent events have been evaluated through the date the financial statements were issued.

The Merger was accounted for in accordance with ASC 805, Business Combinations. For accounting purposes, the Merger was treated as a reverse acquisition and WRECO was considered the accounting acquirer. Accordingly, WRECO will be reflected as the predecessor and acquirer in the Company's (the legal acquirer) financial statements for periods ending after June 30, 2014. Our financial statements will reflect the historical financial statements of WRECO as our historical financial statements, except for the legal capital which will reflect our legal capital (common stock). However, because the Merger was not consummated until July 7, 2014, this quarterly report on Form 10-Q includes the unaudited consolidated financial statements (and discussion thereof in Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations ) of the Company as of and for June 30, 2014 on a stand-alone basis. The initial accounting for the Merger (including the allocation of the purchase price to acquired assets and liabilities) is not complete given the limited amount of time since the Closing Date.

**Use of Estimates**

Our financial statements have been prepared in accordance with GAAP. The preparation of these financial statements requires our management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of costs and expenses during the reporting period. On an ongoing basis, our management evaluates its estimates and judgments. Our management bases its estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. Actual results may differ from our estimates under different assumptions or conditions.

### **Recently Issued Accounting Standards**

In April 2014, the FASB issued amendments to Accounting Standards Update 2014-08 (ASU 2014-08), *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. The update requires that a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale should be reported as discontinued operations. The amendments also expand the disclosure requirements for discontinued operations and add new disclosures for individually significant dispositions that do not qualify

**Table of Contents**

as discontinued operations. The amendments are effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2014 (early adoption is permitted only for disposals that have not been previously reported). The implementation of the amended guidance is not expected to have a material impact on our consolidated financial position or results of operations.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), *Revenue from Contracts with Customers*. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: identify the contract(s) with a customer; identify the performance obligations in the contract; determine the transaction price; allocate the transaction price to the performance obligations in the contract; and recognize revenue when (or as) the entity satisfies a performance obligation. ASU 2014-09 supersedes the revenue recognition requirements in Accounting Standards Codification Topic No. 605, Revenue Recognition, most industry-specific guidance throughout the industry topics of the accounting standards codification, and some cost guidance related to construction-type and production-type contracts. ASU 2014-09 is effective for public entities for annual periods and interim periods within those annual periods beginning after December 15, 2016. Early adoption is not permitted. Companies may use either a full retrospective or a modified retrospective approach to adopt ASU 2014-09. We are currently evaluating the potential impact of adopting this guidance on our consolidated financial statements.

**2. Earnings Per Share**

The following table sets forth the components used in the computation of basic and diluted earnings per share (dollars in thousands, except share and per share amounts):

|  | Three Months Ended |            | Six Months Ended |            |
|--|--------------------|------------|------------------|------------|
|  | June 30,           |            | June 30,         |            |
|  | 2014               | 2013       | 2014             | 2013       |
| <b>Numerator:</b>                              |                    |            |                  |            |
| Net income                                     | \$ 6,124           | \$ 2,075   | \$ 10,422        | \$ 2,345   |
| <b>Denominator:</b>                            |                    |            |                  |            |
| Basic weighted-average shares outstanding      | 31,632,533         | 31,597,907 | 31,622,956       | 29,940,448 |
| <b>Effect of dilutive shares:</b>              |                    |            |                  |            |
| Unvested restricted stock units <sup>(1)</sup> | 118,405            | 16,739     | 74,101           | 13,177     |
| Diluted weighted-average shares outstanding    | 31,750,938         | 31,614,646 | 31,697,057       | 29,953,625 |
| Basic earnings per share <sup>(2)</sup>        | \$ 0.19            | \$ 0.07    | \$ 0.33          | \$ 0.08    |
| Diluted earnings per share <sup>(1)</sup>      | \$ 0.19            | \$ 0.07    | \$ 0.33          | \$ 0.08    |

(1)

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For the three and six months ended June 30, 2014 and 2013, no stock options were included in the diluted income per share calculation as the effect of their inclusion would be antidilutive.

- (2) On January 30, 2013 the Company completed its initial public offering ( IPO ) in which it issued and sold 10 million shares of common stock at the public offering price of \$17.00 per share. Basic and diluted income (loss) per share for the three and six months ended June 30, 2013 give effect to the conversion of the Company's members' equity into common stock on January 30, 2013 as though the conversion had occurred as of the beginning of the reporting period or the original date of issuance, if later. The number of shares converted was based on the actual IPO price of \$17.00 per share.

- 9 -

**Table of Contents****3. Real Estate Inventories**

Real estate inventories consisted of the following (in thousands):

|                                       | <b>June 30,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---------------------------------------|--------------------------|------------------------------|
| Inventories owned:                    |                          |                              |
| Deposits and pre-acquisition costs    | \$ 21,889                | \$ 19,714                    |
| Land under development                | 324,132                  | 326,209                      |
| Homes completed or under construction | 168,612                  | 92,901                       |
| Model homes                           | 27,404                   | 16,818                       |
|                                       | \$ 542,037               | \$ 455,642                   |

Model homes, homes completed, and homes under construction include all costs associated with home construction, including land, development, indirect costs, permits, and vertical construction. Land under development includes costs incurred during site development such as land, development, indirect costs, and permits. Land is classified as held for future development if no significant development has occurred.

Interest incurred, capitalized and expensed were as follows (in thousands):

|  | <b>Three Months<br/>Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--|-------------|--------------------------------------|-------------|
|  | <b>2014</b>                                | <b>2013</b> | <b>2014</b>                          | <b>2013</b> |
| Interest incurred  | \$ 2,068                                   | \$ 579      | \$ 3,304                             | \$ 1,313    |
| Interest capitalized   | (2,068)                                    | (579)       | (3,304)                              | (1,313)     |
| Interest expensed  | \$   | \$          | \$                                   | \$          |
| Capitalized interest in beginning inventory  | \$ 3,078                                   | \$ 1,842    | \$ 2,264                             | \$ 1,364    |
| Interest capitalized as a cost of inventory  | 2,068                                      | 579         | 3,304                                | 1,313       |
| Interest previously capitalized as a cost of inventory,<br>included in cost of sales | (557)                                      | (502)       | (979)                                | (758)       |
| Capitalized interest in ending inventory   | \$ 4,589                                   | \$ 1,919    | \$ 4,589                             | \$ 1,919    |

Interest is capitalized to real estate inventory during development and other qualifying activities. Interest that is capitalized to real estate inventory is included in cost of sales as related units are closed.

**4. Other Assets**

Other Assets consisted of the following (in thousands):



|                     | <b>June 30,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---------------------|--------------------------|------------------------------|
| Deferred loan costs | \$ 4,447                 | \$ 704                       |
| Prepaid insurance   | 9,829                    | 5,469                        |
| Other prepaids      | 3,273                    | 162                          |
| Other assets        | 6,905                    | 2,489                        |
|                     | <b>\$ 24,454</b>         | <b>\$ 8,824</b>              |

- 10 -

**Table of Contents****5. Notes Payable**

Notes payable consisted of the following (in thousands):

|                                     | <b>June 30,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|-------------------------------------|--------------------------|------------------------------|
| Unsecured revolving credit facility | \$ 210,000               | \$                           |
| Secured revolving credit facilities |                          | 90,689                       |
| Seller financed loans               | 17,128                   |                              |
| Acquisition and development loans   |                          | 31,591                       |
| Construction loans                  |                          | 15,832                       |
|                                     | \$ 227,128               | \$ 138,112                   |

***Revolving Credit Facilities***

In June of 2014 the Company entered into an unsecured \$425 million revolving credit facility (the Facility) with various lenders, with one lender serving as the administrative agent for the Facility. The Facility matures on July 1, 2018, and contains a sublimit of \$75 million for letters of credit. The Company may borrow under the Facility in the ordinary course of business to fund its operations, including its land development and homebuilding activities. Borrowings under the Facility will be governed by, among other things a borrowing base. Interest rates on borrowings under the Facility will be based on either a daily eurocurrency base rate or a eurocurrency rate, in either case, plus a spread ranging from 2.15% to 2.85% depending on the Company's leverage ratio. As of June 30, 2014, there was \$4.4 million of capitalized other debt financing costs, included in other assets, related to the Facility that will amortize over the life of the Facility.

Prior to the new Facility, the Company had two secured revolving credit facilities, one with a maximum loan commitment of \$50 million ( \$50 million revolving credit facility ) and another with a maximum loan commitment of \$175 million ( \$175 million revolving credit facility ), both of which were paid in full and terminated upon consummation of the Facility.

As of June 30, 2014, the outstanding balance under the Facility was \$210 million with an interest rate of 2.74% per annum and \$126 million of availability after considering the borrowing base provisions and outstanding letters of credit. As noted above, there were no outstanding balances on the \$50 million or \$175 million revolving credit facility as of June 30, 2014. As of December 31, 2013, the outstanding balance under the \$50 million revolving credit facility was \$9.1 million with an interest rate of 3.75% per annum and \$20.2 million of availability. As of December 31, 2013, the outstanding balance under the \$175 million credit facility was \$81.5 million with an interest rate of 2.92% per annum and \$42.2 million of availability.

***Seller Financed, Secured Acquisition and Development and Construction Loans***

In May of 2014 the Company entered into a seller financed loan to acquire lots for the construction of homes from an unrelated third party. Principal and interest payments on this loan are due and payable as individual homes associated with the acquired land are delivered with any remaining unpaid balance due in May 2016. As of June 30, 2014, the Company had \$17.1 million of notes payable outstanding related to land acquisitions for which seller financing was provided. This note will accrue interest at a rate of 7% per annum, with interest calculated on a daily basis.

The Company has historically entered into secured acquisition and development loan agreements to purchase and develop land parcels. In addition, the Company has entered into secured construction loan agreements for the construction of its model and production homes. In conjunction with the Facility discussed above, all secured acquisition and development and construction loans were paid in full and terminated in June of 2014. As of December 31, 2013, the Company had \$43.2 million of aggregate acquisition and development loan commitments and \$22.4 million of aggregate construction loan commitments, of which \$31.6 million and \$15.8 million was outstanding, respectively.

## **Table of Contents**

### ***Interest Incurred***

During the three months ended June 30, 2014 and 2013, the Company incurred interest of \$2.1 million and \$579,000, respectively, related to all notes payable outstanding during the period. During the six months ended June 30, 2014 and 2013, the Company incurred interest of \$3.3 million and \$1.3 million, respectively, related to all notes payable outstanding during the period. Included in interest incurred was amortization of deferred financing costs of \$636,000 and \$0 for the three months ended June 30, 2014 and 2013, respectively. Included in interest incurred was amortization of deferred financing costs of \$717,000 and \$0 for the six months ended June 30, 2014 and 2013, respectively. Accrued interest payable at June 30, 2014 and 2013 amounted to \$103,000 and \$160,000, respectively. All interest incurred during the six months ended June 30, 2014 and 2013 was capitalized to real estate inventories.

### ***Covenant Requirements***

Under the Facility, the Company is required to comply with certain financial covenants, including but not limited to (i) a minimum consolidated tangible net worth; (ii) a maximum total leverage ratio; and (iii) a minimum interest coverage ratio.

Under the \$50 million and \$175 million revolving credit facilities, the Company was required to comply with certain financial covenants, including but not limited to (i) a minimum tangible net worth; (ii) a maximum total liabilities to tangible net worth ratio; (iii) a minimum liquidity amount; (iv) maximum fixed charge coverage ratio; and (v) maximum land assets to tangible net worth ratio.

The Company was in compliance with all applicable financial covenants as of June 30, 2014 and December 31, 2013.

### ***Senior Notes***

See Note 1, Subsequent Events, for a description of the Senior Notes assumed by the Company as part of the Merger, which closed on July 7, 2014.

## **6. Fair Value Disclosures**

### ***Fair Value Measurements***

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants at measurement date and requires assets and liabilities carried at fair value to be classified and disclosed in the following three categories:

Level 1 Quoted prices for identical instruments in active markets

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are inactive; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets at measurement date

Level 3 Valuations derived from techniques where one or more significant inputs or significant value drivers are unobservable in active markets at measurement date

Nonfinancial assets and liabilities include items such as inventory and long lived assets that are measured at fair value when acquired and resulting from impairment, if deemed necessary. During the six months ended June 30, 2014 and the year ended December 31, 2013, the Company did not record any fair value adjustments to those financial and nonfinancial assets and liabilities measured at fair value on a nonrecurring basis.

***Fair Value of Financial Instruments***

Financial instruments as of June 30, 2014 were comprised of the Facility and a secured seller financed loan. Financial instruments as of December 31, 2013 were comprised of unsecured and secured revolving credit facilities, secured acquisition and development loan agreements and secured construction loan agreements.

**Table of Contents**

At June 30, 2014 and December 31, 2013, as required by ASC 820, *Financial Instruments*, the following presents net book values and estimated fair values of notes payable (in thousands):

|                                     | Hierarchy | June 30, 2014     |                   | December 31, 2013 |                   |
|-------------------------------------|-----------|-------------------|-------------------|-------------------|-------------------|
|                                     |           | Cost              | Fair Value        | Cost              | Fair Value        |
| Notes payable                       |           |                   |                   |                   |                   |
| Unsecured revolving credit facility | Level 2   | \$ 210,000        | \$ 210,000        | \$                | \$                |
| Secured revolving credit facilities | Level 3   |                   |                   | 90,689            | 90,689            |
| Seller financed loans               | Level 3   | 17,128            | 17,128            |                   |                   |
| Acquisition and development loans   | Level 3   |                   |                   | 31,591            | 31,591            |
| Construction loans                  | Level 3   |                   |                   | 15,832            | 15,832            |
| <b>Total notes payable</b>          |           | <b>\$ 227,128</b> | <b>\$ 227,128</b> | <b>\$ 138,112</b> | <b>\$ 138,112</b> |

The book value of our seller financed loans and unsecured revolving credit facility at June 30, 2014 approximated fair value due to the limited amount of time since we entered into the arrangements in May 2014 and June 2014, respectively. Estimated fair values of the outstanding secured revolving credit facilities, acquisition and development loans, and construction loans at December 31, 2013 were based on cash flow models discounted at market interest rates that considered underlying risks of the debt. Due to the short term nature of the secured revolving credit facilities, acquisition and development loans and construction loans, book value approximated fair value at December 31, 2013.

**7. Commitments and Contingencies*****Legal Matters***

Lawsuits, claims and proceedings have been or may be instituted or asserted against us in the normal course of business, including actions brought on behalf of various classes of claimants. We are also subject to local, state and federal laws and regulations related to land development activities, house construction standards, sales practices, employment practices and environmental protection. As a result, we are subject to periodic examinations or inquiry by agencies administering these laws and regulations.

We record a reserve for potential legal claims and regulatory matters when they are probable of occurring and a potential loss is reasonably estimable. We accrue for these matters based on facts and circumstances specific to each matter and revise these estimates when necessary.

In view of the inherent difficulty of predicting outcomes of legal claims and related contingencies, we generally cannot predict their ultimate resolution, related timing or eventual loss. If our evaluations indicate loss contingencies that could be material are not probable, but are reasonably possible, we will disclose their nature with an estimate of possible range of losses or a statement that such loss is not reasonably estimable. At June 30, 2014, the Company did not have any accruals for asserted or unasserted matters.

***Warranty***

The Company currently provides a limited one year warranty covering workmanship and materials. In addition, our limited warranty (generally ranging from a minimum of two years up to the period covered by the applicable statute of repose) covers certain defined construction defects. The limited warranty covering construction defects is transferable to subsequent buyers not under direct contract with us and requires that homebuyers agree to the definitions and procedures set forth in the warranty, including the submission of unresolved construction-related disputes to binding arbitration. We reserve up to 1.0% of the sales price of each home to cover our estimated costs of self-insured retentions and deductible amounts under our general liability insurance policy and estimated costs for claims that may not be covered by applicable insurance or indemnities from our subcontractors. We believe that our reserves are adequate to cover the ultimate resolution of our potential liabilities associated with known and anticipated warranty and construction defect related claims and litigation.

Estimated future direct warranty costs are accrued in accrued liabilities on the balance sheet and charged to cost of sales in the period when the related homebuilding revenues are recognized. Amounts accrued are based upon historical experience rates. We also consider historical experience of our peers due to our limited history related to home sales. Indirect warranty overhead salaries and related costs are charged to the reserve in the period incurred. We assess the adequacy of our warranty accrual on a quarterly basis and adjust the amounts recorded if necessary.

We subcontract our homebuilding work to certain subcontractors who provide us with an indemnity and a certificate of insurance prior to receiving payments for their work and, therefore, claims relating to workmanship and materials are the primary responsibility of these subcontractors. However, such indemnity is significantly limited with respect to subcontractors that do not provide us with a certificate of insurance who we add to our general liability insurance policy.

**Table of Contents**

There can be no assurance, however, that the terms and limitations of the limited warranty will be effective against claims made by homebuyers, that we will be able to renew our insurance coverage or renew it at reasonable rates, that we will not be liable for damages, the cost of repairs, and/or the expense of litigation surrounding possible construction defects, soil subsidence or building related claims or that claims will not arise out of uninsurable events or circumstances not covered by insurance and not subject to effective indemnification agreements with certain of our subcontractors.

Warranty reserves consisted of the following (in thousands):

|  | <b>Three Months Ended</b> |             | <b>Six Months</b> |             |
|--|---------------------------|-------------|-------------------|-------------|
|  | <b>June 30,</b>           |             | <b>Ended</b>      |             |
|  | <b>2014</b>               | <b>2013</b> | <b>2014</b>       | <b>2013</b> |
| Warranty reserves, beginning of period | \$ 3,636                  | \$ 1,575    | \$ 3,338          | \$ 1,593    |
| Warranty reserves accrued              | 873                       | 621         | 1,600             | 728         |
| Warranty expenditures                  | (480)                     | (257)       | (909)             | (382)       |
| Warranty reserves, end of period       | \$ 4,029                  | \$ 1,939    | \$ 4,029          | \$ 1,939    |

***Performance Bonds***

We obtain surety bonds in the normal course of business to ensure completion of certain infrastructure improvements of our projects. As of June 30, 2014 and December 31, 2013, the Company had outstanding surety bonds totaling \$38.8 million and \$41.4 million, respectively. The beneficiaries of the bonds are various municipalities.

***Purchase Obligations***

In the ordinary course of business, we enter into land option contracts in order to procure lots for the construction of our homes. We are subject to customary obligations associated with entering into contracts for the purchase of land and improved lots. These purchase contracts typically require a cash deposit and the purchase of properties under these contracts is generally contingent upon satisfaction of certain requirements by the sellers, including obtaining applicable property and development entitlements. We also utilize option contracts with land sellers as a method of acquiring land in staged takedowns, to help us manage the financial and market risk associated with land holdings, and to reduce the use of funds from our corporate financing sources. Option contracts generally require a non-refundable deposit for the right to acquire lots over a specified period of time at pre-determined prices. We generally have the right at our discretion to terminate our obligations under both purchase contracts and option contracts by forfeiting our cash deposit with no further financial responsibility to the land seller. As of June 30, 2014, we had \$21.9 million of non-refundable cash deposits pertaining to land option contracts and purchase contracts for 1,224 lots with an aggregate remaining purchase price of approximately \$255.7 million (net of deposits). As of December 31, 2013, we had \$19.7 million of non-refundable cash deposits pertaining to land option contracts and purchase contracts for 1,184 lots with an aggregate remaining purchase price of approximately \$262.1 million (net of deposits).

Our utilization of land option contracts is dependent on, among other things, the availability of land sellers willing to enter into option takedown arrangements, the availability of capital to financial intermediaries to finance the development of optioned lots, general housing market conditions, and local market dynamics. Options may be more



difficult to procure from land sellers in strong housing markets and are more prevalent in certain geographic regions.

We analyze each of our land option contracts under the provisions of ASC 810, *Consolidation* ( ASC 810 ). Under ASC 810, a non-refundable deposit paid to an entity is deemed to be a variable interest that will absorb some or all of the entity's expected losses if they occur. Our land purchase and lot option deposits generally represent our maximum exposure to the land seller if we elect not to purchase the optioned property. In some instances, we may also expend funds for due diligence, development and construction activities with respect to optioned land prior to takedown. Such costs are classified as inventories owned, which we would have to write off should we not exercise the option. Therefore, whenever we enter into a land option or purchase contract with an entity and make a non-refundable deposit, a variable interest entity ( VIE ) may have been created for financial reporting purposes. As of June 30, 2014 and December 31, 2013, the Company was not required to consolidate any VIEs nor did the Company write off any costs that had been capitalized under lot option contracts. In accordance with ASC 810, we perform ongoing reassessments of whether we are the primary beneficiary of a VIE.

**Table of Contents****8. Stockholders Equity and Stock-Based Compensation****Stockholders Equity**

A summary of changes in our stockholders equity is presented below (in thousands):

|  | <b>Six Months Ended June 30, 2013</b> |   |                                |   |  |                           |                         |
|--|---------------------------------------|---|--------------------------------|---|--|---------------------------|-------------------------|
|  | <b>Common<br/>Stock</b>               | <b>Additional<br/>Paid-in<br/>Capital</b> | <b>Accumulated<br/>Deficit</b> | <b>Other<br/>Comprehensive<br/>Income</b> | <b>Total<br/>Stockholders<br/>Equity</b> | <b>Members<br/>Equity</b> | <b>Total<br/>Equity</b> |
| Balance at December 31, 2012                         | \$                                    | \$  | \$                             | \$  | \$                                       | \$ 149,153                | \$ 149,153              |
| Net income   |                                       |   | 2,345                          |   | 2,345                                    |                           | 2,345                   |
| Unrealized loss on<br>available-for-sale-investments |                                       |   |                                | (182)                                     | (182)                                    |                           | (182)                   |
| Total comprehensive income                           |                                       |   |                                |   | 2,163                                    |                           | 2,163                   |
| Conversion of members equity<br>into common stock    | 216                                   | 153,199                                   | (4,262)                        |   | 149,153                                  | (149,153)                 |                         |
| Issuance of common stock, net<br>of issuance costs   | 100                                   | 155,308                                   |                                |   | 155,408                                  |                           | 155,408                 |
| Stock-based compensation<br>expense                  |                                       | 844                                       |                                |   | 844                                      |                           | 844                     |
| Balance at June 30, 2013                             | \$ 316                                | \$ 309,351                                | \$ (1,917)                     | \$ (182)                                  | \$ 307,568                               | \$                        | \$ 307,568              |

|   | <b>Six Months Ended June 30, 2014</b> |   |                              |  |
|---|---------------------------------------|---|------------------------------|--|
|   | <b>Common<br/>Stock</b>               | <b>Additional<br/>Paid-in<br/>Capital</b> | <b>Retained<br/>Earnings</b> | <b>Total<br/>Stockholders<br/>Equity</b> |
| Balance at December 31, 2013  | \$ 316                                | \$ 310,878                                | \$ 11,112                    | \$ 322,306                               |
| Net income  |                                       |   | 10,422                       | 10,422                                   |
| Stock-based compensation expense  |                                       | 1,528                                     |                              | 1,528                                    |
| Minimum tax withholding paid on behalf of<br>employees for stock awards |                                       |   | (303)                        | (303)                                    |
| Balance at June 30, 2014  | \$ 316                                | \$ 312,103                                | \$ 21,534                    | \$ 333,953                               |

In January 2013, the Company completed its IPO in which it issued and sold 10,000,000 shares of common stock at the public offering price of \$17.00 per share. The Company received \$155.4 million in net proceeds after deducting underwriting discounts and commissions of \$11.9 million and other net offering expenses of \$2.7 million. In preparation of the IPO, the Company reorganized from a Delaware limited liability company into a Delaware corporation and was renamed TRI Pointe Homes, Inc. Upon the close of the IPO and as of June 30, 2013, the Company had 31,597,907 common shares outstanding. As of June 30, 2014, the Company had 31,632,533 common

shares outstanding.

***Stock-Based Compensation***

The Company's stock compensation plan, the 2013 Long-Term Incentive Plan ( 2013 Incentive Plan ), was adopted by our board of directors in January 2013 and amended with the approval of our stockholders in 2014. The 2013 Incentive Plan provides for the grant of equity-based awards, including options to purchase shares of common stock, stock appreciation rights, common stock, restricted stock, restricted stock units and performance awards. The 2013 Incentive Plan will automatically expire on the tenth anniversary of its effective date. Our board of directors may terminate or amend the 2013 Incentive Plan at any time, subject to any requirement of stockholder approval required by applicable law, rule or regulation.

As amended, the number of shares of our common stock that may be issued under the 2013 Incentive Plan is 11,727,833 shares. To the extent that shares of our common stock subject to an outstanding option, stock appreciation right, stock award or performance award granted under the 2013 Incentive Plan or any predecessor plan are not issued or delivered by reason of the expiration, termination, cancellation or forfeiture of such award or the settlement of such award in cash, then such shares of our common stock generally shall again be available under our the 2013 Incentive Plan. As of June 30, 2014 there were 10,942,517 shares available for future grant in the 2013 Incentive Plan.

The Company has issued stock option awards and restricted stock unit awards against the 2013 Incentive Plan. The exercise price of our stock-based awards may not be less than the market value of our common stock on the date of grant. The fair value for stock options is established at the date of grant using the Black-Scholes model for time based vesting awards. Our stock option awards typically vest over a one to three year period and expire ten years from the date of grant. Our restricted stock awards are valued based on the closing price of our common stock on the date of grant and typically vest over a one to three year period.

**Table of Contents**

The following table presents compensation expense recognized related to all stock-based awards (in thousands):

|                                | Three Months Ended<br>June 30, |        | Six Months Ended<br>June 30, |        |
|--------------------------------|--------------------------------|--------|------------------------------|--------|
|                                | 2014                           | 2013   | 2014                         | 2013   |
| Total stock-based compensation | \$ 962                         | \$ 517 | \$ 1,528                     | \$ 844 |

As of June 30, 2014, total unrecognized stock based compensation related to all stock-based awards was \$7.7 million and the weighted average term over which the expense was expected to be recognized was 2.0 years.

**Summary of Stock Option Activity**

The following table presents a summary of stock option awards relating to our 2013 Incentive Plan for the six months ended June 30, 2014:

|  | Options | Six Months Ended June, 30 2014                        |   |   |
|--|---------|---|---|---|
|  |         | Weighted<br>Average<br>Exercise<br>Price<br>Per Share | Weighted<br>Average<br>Remaining<br>Contractual<br>Life | Aggregate<br>Intrinsic<br>Value<br>(in 000 s) |
| Options outstanding at December 31, 2013 | 285,900 | \$ 17.04  | 9.1   | \$ 827  |
| Granted                                  | 154,598 | 16.17   | 9.8   |   |
| Exercised                                |         |   |   |   |
| Forfeited                                |         |   |   |   |
| Options outstanding at June 30, 2014     | 440,498 | 16.73   | 9.0   |   |
| Options exercisable at June 30, 2014     | 97,767  | 17.11   | 8.6   |   |

On April 7, 2014, the Company granted an aggregate of 154,598 stock options to members of the executive management team. The stock option awards granted on April 7, 2014 ratably vest annually on the anniversary of the grant date over a three year period. The fair value for stock option awards granted on April 7, 2014 was \$9.46 per share and was established at the date of grant using an option based model.

**Summary of Restricted Stock Unit Activity**

The following table presents a summary of restricted stock units ( RSUs ) relating to our 2013 Incentive Plan for the six months ended June 30, 2014:

**Six Months Ended June 30, 2014**

|                                     | <b>Restricted Stock<br/>Units</b> | <b>Weighted<br/>Average<br/>Grant Date<br/>Fair Value<br/>Per Share</b> | <b>Aggregate<br/>Intrinsic<br/>Value<br/>(in 000 s)</b> |
|-------------------------------------|-----------------------------------|---|---|
| Nonvested RSUs at December 31, 2013 | 145,517                           | \$ 17.68  | \$ 2,900  |
| Granted                             | 217,839                           | 16.17   | 3,424   |
| Vested                              | (51,598)                          | 17.81   |   |
| Forfeited                           | (1,566)                           | 18.30   | 25  |
| Nonvested RSUs at June 30, 2014     | 310,192                           | 16.60   | 4,876   |

On April 7, 2014, the Company granted an aggregate of 217,839 restricted stock units to employees, officers and directors. The restricted stock units granted to employees and officers on April 7, 2014 ratably vest annually on the anniversary of the grant date over a three year period. The restricted stock units granted to directors on April 7, 2014 vest on January 31, 2015, except the restricted stock units granted to directors who left the Board upon the closing of the WRECO

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**Table of Contents**

transaction vested on the date they left the Board based on the number of days served in 2014. The fair value of each restricted stock award granted on April 7, 2014 was measured using a price of \$16.17 per share, which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period.

On August 5, 2014, the Company granted an aggregate of 56,448 restricted stock units to its board of directors. The restricted stock units granted to directors on August 5, 2014 vest on May 1, 2015. The fair value of each restricted stock award granted on August 5, 2014 was measured using \$13.34 per share, which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period.

***Summary of Equity Based Incentive Units***

On September 24, 2010, the Company granted equity based incentive units to management. In connection with our initial public offering in January 2013, the incentive units converted into shares of common stock. The recipients of the equity based incentive units have all the rights of a stockholder, including the rights to vote those shares and receive any dividends or distributions made with respect to those shares and any shares or other property received in respect of those shares; provided, however, any non-cash dividend or distribution with respect to the common stock shall be subject to the same vesting provisions as the incentive units. The vesting terms of the equity based incentive units are as follows: (1) 18.75% of such units vested, subject to limitation in (3) below on the date following the first-year anniversary of the date of such officer's employment; (2) 56.25% of such units vest, subject to limitation in (3) below in equal quarterly installments between the first and fourth-year anniversary of the date of such officer's employment; (3) 25% of the awards granted in (1) and (2) will vest upon a liquidity event, as defined in each such recipient's employment agreement; and (4) 25% of such units will be converted into a number of shares of restricted stock prior to a liquidity event. The grant-date fair value of the equity based incentive units granted during the period ended December 31, 2010 was \$3.3 million. The Company did not grant any equity based incentive units and no equity based incentive units were forfeited during the six months ended June 30, 2014. The Merger constituted a liquidity event as defined in each recipient's employment agreement. As a result, 25% of the equity based incentive units vested. Refer to Note 1, Subsequent Events for a description of the Merger.

**9. Income Taxes**

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes* (ASC 740), which requires an asset and liability approach for measuring deferred taxes based on temporary differences between the financial statements and tax bases of assets and liabilities using enacted tax rates for the years in which taxes are expected to be paid or recovered. Each quarter we assess our deferred tax asset to determine whether all or any portion of the asset is more likely than not unrealizable under ASC 740. We are required to establish a valuation allowance for any portion of the asset we conclude is more likely than not to be unrealizable. Our assessment considers, among other things, the nature, frequency and severity of our current and cumulative losses, forecasts of our future taxable income, the duration of statutory carryforward periods and tax planning alternatives.

As of June 30, 2014 and December 31, 2013, we had \$4.6 million in deferred tax assets with no valuation allowance. The Company will continue to evaluate both positive and negative evidence in determining the need for a valuation allowance against its deferred tax assets. Changes in positive and negative evidence, including differences between the Company's future operating results and the estimates utilized in the determination of the valuation allowance, could result in changes in the Company's estimate of the valuation allowance against its deferred tax assets. The accounting for deferred taxes is based upon estimates of future results. Differences between the anticipated and actual outcomes of these future results could have a material impact on the Company's consolidated results of operations or financial position. Also, changes in existing federal and state tax laws and tax rates could affect future tax results and the valuation allowance against the Company's deferred tax assets.

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Our income tax provision totaled \$4.2 million and \$1.5 million for the three months ended June 30, 2014 and 2013, respectively. Our income tax provision totaled \$7.4 million and \$1.6 million for the six months ended June 30, 2014 and 2013, respectively. The Company classifies any interest and penalties related to income taxes assessed by jurisdiction as part of income tax expense. The Company has concluded that there were no significant uncertain tax positions requiring recognition in its financial statements, nor has the Company been assessed interest or penalties by any major tax jurisdictions related to prior years. As of June 30, 2014, the earliest tax year still subject to examination by the Internal Revenue Service is 2010. The earliest year still subject to examination by a significant state or local taxing jurisdiction is 2010.

- 17 -

**Table of Contents****10. Segment Information**

The Company's operations are organized into two reportable segments: homebuilding and fee building (construction services). In accordance with ASC 280, *Segment Reporting*, in determining the most appropriate reportable segments, we considered similar economic and other characteristics, including product types, average selling prices, gross profits, production processes, suppliers, subcontractors, regulatory environments, land acquisition results, and underlying demand and supply.

The reportable segments follow the same accounting policies as our consolidated financial statements described in Note 1. Operational results of each reportable segment are not necessarily indicative of the results that would have been achieved had the reportable segment been an independent, stand-alone entity during the periods presented.

As of December 31, 2013 we had completed all construction activity related to our fee building projects and do not expect material fee building activity in the future. Financial information relating to reportable segments for the three and six months ended June 30, 2014 and 2013, was as follows (in thousands):

|                     | <b>Three Months<br/>Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|---------------------|--|-------------|--------------------------------------|-------------|
|                     | <b>2014</b>                                | <b>2013</b> | <b>2014</b>                          | <b>2013</b> |
| <b>Revenues</b>     |  |             |                                      |             |
| Homebuilding        | \$ 87,336                                  | \$ 47,457   | \$ 160,148                           | \$ 71,314   |
| Fee building        |  | 3,630       |                                      | 7,661       |
|                     | \$ 87,336                                  | \$ 51,087   | \$ 160,148                           | \$ 78,975   |
| <b>Gross profit</b> |  |             |                                      |             |
| Homebuilding        | \$ 20,681                                  | \$ 9,139    | \$ 37,061                            | \$ 13,547   |
| Fee building        |  | 235         |                                      | 641         |
|                     | \$ 20,681                                  | \$ 9,374    | \$ 37,061                            | \$ 14,188   |

|               | <b>June 30,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---------------|--------------------------|------------------------------|
| <b>Assets</b> |                          |                              |
| Homebuilding  | \$ 601,187               | \$ 505,174                   |
| Fee building  |                          | 861                          |
|               | \$ 601,187               | \$ 506,035                   |



**Table of Contents**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q contains certain statements relating to future events of our intentions, beliefs, expectations, predictions for the future and other matters that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended.

These statements:

use forward-looking terminology;

are based on various assumptions made by TRI Pointe; and

may not be accurate because of risks and uncertainties surrounding the assumptions that are made. Factors listed in this section as well as other factors not included may cause actual results to differ significantly from the forward-looking statements included in this quarterly report on Form 10-Q. There is no guarantee that any of the events anticipated by the forward-looking statements in this quarterly report on Form 10-Q will occur, or if any of the events occurs, there is no guarantee what effect it will have on our operations or financial condition.

We will not update the forward-looking statement contained in this quarterly report on Form 10-Q, unless otherwise required by law.

**Statements**

These forward-looking statements are generally accompanied by words such as anticipate, believe, could, estimate, expect, goal, intend, may, might, plan, potential, predict, project, will, would, or other words that indicate uncertainty of future events or outcomes, including, without limitation, the WRECO Transactions described below. These forward-looking statements include, but are not limited to, statements regarding expected benefits of the WRECO Transactions, integration plans and expected synergies therefrom, the expected timing of consummation of the WRECO Transactions, and our anticipated future financial and operating performance and results, including our estimates for growth.

Forward-Looking statements are based on a number of factors, including the expected effect of:

the economy;

laws and regulations;

adverse litigation outcome and the adequacy of reserves;

changes in accounting principles;

projected benefit payments;

projected tax rates and credits; and

other related matters.

**Risks, Uncertainties and Assumptions**

The major risks and uncertainties and assumptions that are made that affect our business and may cause actual results to differ from these forward looking statements include, but are not limited to:

the effect of general economic conditions, including employment rates, housing starts, interest rate levels, availability of financing for home mortgages and strength of the U.S. dollar;

Market demand for TRI Pointe products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;

levels of competition;

**Table of Contents**

the successful execution of TRI Pointe's internal performance plans, including restructuring and cost reduction initiatives;

global economic conditions;

raw material prices;

energy prices;

the effect of weather;

the risk of loss from earthquakes, volcanoes, fires, floods, droughts, windstorms, hurricanes, pest infestations and other natural disasters;

transportation cost;

federal and state tax policies;

the effect of land use, environment and other governmental regulations;

legal proceedings;

risks relating to any unforeseen changes to or effects on liabilities, future capital expenditures, revenues, expenses, earnings, synergies, indebtedness, financial condition, losses and future prospects;

the risk that disruptions from the WRECO Transactions will harm TRI Pointe's business;

TRI Pointe's ability to achieve the benefits of the WRECO Transactions in the estimated amount and the anticipated timeframe, if at all;

TRI Pointe's ability to integrate WRECO successfully after the consummation of the WRECO Transactions and to achieve the anticipated synergies therefrom;

change in accounting principles; and

other factors described in Risk Factors.

Unless the context otherwise requires, the terms we, us, our, TRI Pointe and the Company refer to TRI Pointe Homes, Inc. and its consolidated subsidiaries. The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements and related notes thereto contained elsewhere in this report. The information contained in this quarterly report on Form 10-Q is not a complete description of our business or the risks associated with an investment in our securities. We urge you to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission (SEC), including our annual report on Form 10-K for the year ended December 31, 2013 and subsequent reports on Form 8-K, which discuss our business in greater detail. The section entitled Risk Factors set forth in Item 1A of our annual report on Form 10-K, and similar disclosures in our other SEC filings, discuss some of the important risk factors that may affect our business, results of operations and financial condition. You should carefully consider those risks, in addition to the information in this report and in our other filings with the SEC, before deciding to invest in, or maintain your investment in, our common stock.

### **WRECO Transactions**

On November 4, 2013, we announced that we had entered into a Transaction Agreement with Weyerhaeuser Company, a Washington corporation (Weyerhaeuser), dated as of November 3, 2013 (the Transaction Agreement), by and among TRI Pointe, Weyerhaeuser, Weyerhaeuser Real Estate Company, a Washington corporation and a wholly owned subsidiary of Weyerhaeuser (WRECO), and Topaz Acquisition, Inc., a Washington corporation and a wholly owned subsidiary of TRI Pointe (Merger Sub), which provides for the combination of TRI Pointe and WRECO through a Reverse Morris Trust transaction.

On July 7, 2014 (the Closing Date), Merger Sub merged with and into WRECO (the Merger), with WRECO surviving the Merger and becoming a wholly owned subsidiary of TRI Pointe. In the Merger, each issued and outstanding WRECO common share was converted into the right to receive 1.297 fully paid and non-assessable shares of TRI Pointe common stock. In order to complete the Merger and the related transactions, (i) WRECO incurred new indebtedness of \$900 million, comprised entirely of debt securities; (ii) WRECO made a cash payment of approximately \$743.7 million to its direct parent, which cash was retained by Weyerhaeuser and its subsidiaries (other than WRECO and its subsidiaries); and (iii) Weyerhaeuser caused certain assets relating to Weyerhaeuser's real estate business to be transferred to, and certain liabilities relating to Weyerhaeuser's real estate business to be assumed by, WRECO and its subsidiaries and caused certain assets of

**Table of Contents**

WRECO that were excluded from the transaction to be transferred to, and certain liabilities that were excluded from the transaction to be assumed by, Weyerhaeuser and its subsidiaries (other than WRECO and its subsidiaries). On the Closing Date, the former direct parent of WRECO paid TRI Pointe an estimated adjustment amount of approximately \$31.5 million in cash in accordance with the Transaction Agreement.

For accounting purposes, the Merger was treated as a reverse merger and WRECO was considered the accounting acquirer. Accordingly, WRECO will be reflected as the predecessor and acquirer in the Company's (the legal acquirer) financial statements for periods ending after June 30, 2014. The Company's financial statements will reflect the historical financial statements of WRECO as our financial statements, except for the legal capital which will reflect our common stock. Because the Merger closed after June 30, 2014, the following discussion relates solely to the Company's results of operations and financial conditions before the Merger.

In this quarterly report on Form 10-Q, we refer to the transactions in the Transaction Agreement and related documents as the WRECO Transactions. The foregoing description of the WRECO Transactions is not complete. We previously filed a registration statement on Form S-4 (Reg. No. 333-193248) to register the shares issued in connection with the Merger (the Registration Statement), which was declared effective on May 22, 2014 and which sets forth certain additional information regarding the WRECO transaction, the WRECO business, and the intended operations of the combined company created as a result of the WRECO Transactions. You are encouraged to read the information included in the Registration Statement, which is incorporated by reference in this quarterly report on Form 10-Q, as well as the sections of our annual report on Form 10-K entitled Risk Factors, Cautionary Note Concerning Forward-Looking Statements, and Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Consolidated Financial Data (in thousands, except per share amounts):**

|                            | <b>Three Months<br/>Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|----------------------------|--|-------------|--------------------------------------|-------------|
|                            | <b>2014</b>                                | <b>2013</b> | <b>2014</b>                          | <b>2013</b> |
| <b>Revenues:</b>           |  |             |                                      |             |
| Home sales                 | \$ 87,336                                  | \$ 47,457   | \$ 160,148                           | \$ 71,314   |
| Fee building               |  | 3,630       |                                      | 7,661       |
| Total revenues             | 87,336                                     | 51,087      | 160,148                              | 78,975      |
| <b>Expenses:</b>           |  |             |                                      |             |
| Cost of home sales         | 66,655                                     | 38,318      | 123,087                              | 57,767      |
| Fee building               |  | 3,395       |                                      | 7,020       |
| Sales and marketing        | 2,886                                      | 1,791       | 5,372                                | 3,121       |
| General and administrative | 6,875                                      | 4,108       | 12,767                               | 7,421       |
| Total expenses             | 76,416                                     | 47,612      | 141,226                              | 75,329      |
| Income from operations     | 10,920                                     | 3,475       | 18,922                               | 3,646       |
| Transaction expenses       | (607)                                      |             | (1,155)                              |             |
| Other income, net          | 58   | 89          | 49                                   | 261         |

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|                            |          |          |           |          |
|----------------------------|----------|----------|-----------|----------|
| Income before income taxes | 10,371   | 3,564    | 17,816    | 3,907    |
| Provision for income taxes | (4,247)  | (1,489)  | (7,394)   | (1,562)  |
| Net income                 | \$ 6,124 | \$ 2,075 | \$ 10,422 | \$ 2,345 |
| Earnings per share         |          |          |           |          |
| Basic                      | \$ 0.19  | \$ 0.07  | \$ 0.33   | \$ 0.08  |
| Diluted                    | \$ 0.19  | \$ 0.07  | \$ 0.33   | \$ 0.08  |

- 21 -

**Table of Contents****Three Months Ended June 30, 2014 Compared to Three Months Ended June 30, 2013***Net New Home Orders and Backlog (dollars in thousands)*

|                                      | Three Months Ended |            | Increase (Decrease) |      |
|--------------------------------------|--------------------|------------|---------------------|------|
|                                      | 2014               | 2013       | Amount              | %    |
| Net new home orders                  | 190                | 131        | 59                  | 45%  |
| Cancellation rate                    | 9%                 | 6%         | 3%                  | 50%  |
| Average selling communities          | 12.3               | 6.8        | 5.5                 | 81%  |
| Selling communities at end of period | 14                 | 7          | 7                   | 100% |
| Backlog (dollar value)               | \$ 231,726         | \$ 107,759 | \$ 123,967          | 115% |
| Backlog (units)                      | 282                | 183        | 99                  | 54%  |
| Average sales price of backlog       | \$ 822             | \$ 589     | \$ 233              | 40%  |

Net new home orders for the three months ended June 30, 2014 increased 45% to 190, compared to 131 during the prior year period. The increase in net new home orders was due to an increase in the average number of selling communities to 12.3 for the three months ended June 30, 2014 compared to 6.8 during the prior year period, offset by a decrease in our absorption rate (the rate at which home orders are contracted, net of cancellations). Our overall absorption rate for the three months ended June 30, 2014 was 15.4 per average selling community (5.15 monthly), compared to 19.3 per average selling community (6.42 monthly) during the prior year period. The increase in net new home orders positively impacted our number of homes in backlog, which is discussed below. We expect that our net new home orders and backlog increases will have a positive impact on revenues and cash flow in future periods.

Backlog reflects the number of homes, net of actual cancellations experienced during the period, for which we have entered into a sales contract with a customer but for which we have not yet delivered the home. Homes in backlog are generally closed within three to nine months, although we may experience cancellations of sales contracts prior to closing. Our cancellation rate of buyers for our owned projects who contracted to buy a home but did not close escrow (as a percentage of overall orders) was 9% for the three months ended June 30, 2014 as compared to 6% during the prior year period. Although our cancellation rate increased compared to the prior year period, we believe the cancellation rate is consistent with our expectations. The dollar value of backlog was approximately \$231.7 million as of June 30, 2014, an increase of \$124.0 million, or 115%, compared to \$107.8 million as of June 30, 2013. This increase reflects an increase in the number of homes in backlog of 99, or 54%, to 282 homes as of June 30, 2014 from 183 homes as of June 30, 2013 and an increase in the average sales price of homes in backlog of \$233,000, or 40%, to \$822,000 as of June 30, 2014 compared to \$589,000 as of June 30, 2013. The increase in average sales price of homes in backlog was the result of a change in product mix to more move-up product at our new communities compared to the prior year. The increase in the dollar amount of backlog of homes sold but not closed as described above generally results in an increase in operating revenues in subsequent periods.

*New Homes Delivered and Home Sales (dollars in thousands)*

|  | Three Months Ended |      | Increase (Decrease) |   |
|--|--------------------|------|---------------------|---|
|  | 2014               | 2013 | Amount              | % |

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|  |           |           |           |     |
|--|-----------|-----------|-----------|-----|
| New homes delivered                    | 103       | 91        | 12        | 13% |
| Home sales                             | \$ 87,336 | \$ 47,457 | \$ 39,879 | 84% |
| Average sales price of homes delivered | \$ 848    | \$ 522    | \$ 326    | 62% |

New home deliveries increased by 12, or 13%, to 103 during the three months ended June 30, 2014 from 91 during the prior year period. The increase in new home deliveries was primarily attributable to the increase in net new home orders and units in backlog due to the increase in the average number of selling communities. Home sales revenue increased \$39.8 million, or 84%, to \$87.3 million for the three months ended June 30, 2014 from \$47.5 million for the prior year. The increase was comprised of: (i) \$33.6 million related to an increase in average sales price of \$326,000 per unit to \$848,000 for the three months ended June 30, 2014 from \$522,000 for the prior year;



**Table of Contents**

and (ii) \$6.2 million due to a 13% increase in homes closed to 103 for the three months ended June 30, 2014 from 91 for the prior year. The increase in the average sales price of homes delivered was attributable to a change in product mix to more move-up product at our new communities and increased pricing for the three months ended June 30, 2014.

**Homebuilding (dollars in thousands)**

|  | <b>Three Months Ended<br/>June 30,</b> |          |             |          |
|--|--|----------|-------------|----------|
|  | <b>2014</b>                            | <b>%</b> | <b>2013</b> | <b>%</b> |
| Home sales   | \$ 87,336                              | 100.0%   | \$ 47,457   | 100.0%   |
| Cost of home sales   | 66,655                                 | 76.3%    | 38,318      | 80.7%    |
| Homebuilding gross margin                                    | 20,681                                 | 23.7%    | 9,139       | 19.3%    |
| Add: interest in cost of home sales                          | 557                                    | 0.6%     | 502         | 1.0%     |
| Adjusted homebuilding gross margin <sup>(1)</sup>            | \$ 21,238                              | 24.3%    | \$ 9,641    | 20.3%    |
| Homebuilding gross margin percentage                         | 23.7%                                  |          | 19.3%       |          |
| Adjusted homebuilding gross margin percentage <sup>(1)</sup> | 24.3%                                  |          | 20.3%       |          |

(1) Non-GAAP financial measure (as discussed below).

Homebuilding gross margin represents home sales revenue less cost of home sales. Cost of home sales increased \$28.4 million, or 74%, to \$66.7 million for the three months ended June 30, 2014 from \$38.3 million for the prior period. The increase was primarily due to a 13% increase in the number of homes delivered. Our homebuilding gross margin percentage increased to 23.7% for the three months ended June 30, 2014 as compared to 19.3% for the prior year, primarily due to price increases and the product mix of higher margin homes delivered from our communities in 2014.

Excluding interest in cost of home sales, adjusted homebuilding gross margin percentage was 24.3% for the three months ended June 30, 2014, compared to 20.3% for the prior period. Adjusted homebuilding gross margin is a non-GAAP financial measure. We believe this information is meaningful as it isolates the impact that leverage has on homebuilding gross margin and permits investors to make better comparisons with our competitors, who adjust gross margins in a similar fashion. See the table above reconciling this non-GAAP financial measure to homebuilding gross margin, the nearest GAAP equivalent.

**Fee Building (dollars in thousands)**

| <b>Three Months Ended<br/>June 30,</b> |          |             |          |
|--|----------|-------------|----------|
| <b>2014</b>                            | <b>%</b> | <b>2013</b> | <b>%</b> |

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|                                 |    |     |          |        |
|---------------------------------|----|-----|----------|--------|
| Fee building home sales         | \$ | N/A | \$ 3,630 | 100.0% |
| Fee building cost of home sales |    | N/A | 3,395    | 93.5%  |
| Fee building gross margin       | \$ | N/A | \$ 235   | 6.5%   |

As of June 30, 2013, we had two construction management agreements to build 83 homes in Moorpark, California and 73 homes in Carpinteria, California. There was no fee building activity for the three months ended June 30, 2014 as we had completed all construction activity related to our fee building projects on or before December 31, 2013. We do not expect material fee building activity in the future.

**Table of Contents*****Selling, General and Administrative Expense (dollars in thousands)***

|  | Three Months Ended<br>June 30, |                 | As a Percentage of<br>Home Sales Revenue |              |
|--|--------------------------------|-----------------|--|--------------|
|  | 2014                           | 2013            | 2014                                     | 2013         |
| Sales and marketing                          | \$ 2,886                       | \$ 1,791        | 3.3%                                     | 3.8%         |
| General and administrative ( G&A )           | 6,875                          | 4,108           | 7.9%                                     | 8.7%         |
| <b>Total sales and marketing and G&amp;A</b> | <b>\$ 9,761</b>                | <b>\$ 5,899</b> | <b>11.2%</b>                             | <b>12.4%</b> |

Sales and marketing expense decreased to 3.3% of home sales revenue for the three months ended June 30, 2014 from 3.8% of home sales revenue for the three months ended June 30, 2013 due to our strong absorption rates and the continued market acceptance of our new communities. Sales and marketing expense increased \$1.1 million, or 61%, to \$2.9 million for the three months ended June 30, 2014 from \$1.8 million for the prior year period. The increase in sales and marketing expense was primarily attributable to the increase in the number of net new homes ordered and delivered and an 81% increase in the average number of selling communities during the three months ended June 30, 2014 compared to the prior year period.

General and administrative expense increased \$2.8 million, or 67%, to \$6.9 million for the three months ended June 30, 2014 from \$4.1 million for the prior year period. The increase was primarily attributed to (i) an increase of \$2.1 million in our compensation-related expenses resulting largely from a 57% increase in our office headcount to 85 employees as of June 30, 2014 compared to 54 as of June 30, 2013, (ii) an increase of \$445,000 in stock-based compensation primarily due to option and restricted stock unit awards granted in 2014, and (iii) an increase of \$238,000 in legal, accounting, insurance, rent, office and other items incurred to support our continued growth. Our general and administrative expense as a percentage of home sales revenue was 7.9% and 8.7% for the three months ended June 30, 2014 and 2013, respectively.

Total sales and marketing and G&A ( SG&A ) expense increased \$3.9 million, or 65%, to \$9.8 million for the three months ended June 30, 2014 from \$5.9 million in the prior year period. Total SG&A expense was 11.2% and 12.4% of home sales revenue for the three months ended June 30, 2014 and 2013, respectively.

***Transaction Expenses***

As a result of the WRECO Transactions, the Company has incurred due diligence, integration and other transaction related expenses during the three months ended June 30, 2014 of \$607,000. We expect to incur significant expenses in connection with the Merger during the three months ending September 30, 2014, including (i) reimbursement of up to \$15 million of transaction-related fees and expenses incurred by Weyerhaeuser in accordance with the Transaction Agreement, (ii) approximately \$6 million of advisory fees, (iii) approximately \$29 million of financing-related fees, \$19 million of which will be capitalized as deferred finance related costs, and (iv) accounting, legal and other integration expenses incurred by the Company.

***Other Income, Net***

Other income, net, decreased to \$58,000 for the three months ended June 30, 2014 compared to \$89,000 of income for the prior year period. The change was primarily due to decreased interest and dividend income as result of lower cash and cash equivalent balances due to the increase in our selling communities and real estate inventory.

***Interest***

Interest, which was incurred principally to finance land acquisitions, land development and home construction, totaled \$2.1 million and \$579,000 for the three months ended June 30, 2014 and 2013, respectively, all of which was capitalized to real estate inventory. The increase in interest incurred during the three months ended June 30, 2014 as compared to the prior year period was primarily attributable to our increase in outstanding debt, which was the result of the increase in the number of active projects and the growth in our real estate inventory.

***Income Tax***

For the three months ended June 30, 2014, we have recorded a tax provision of \$4.2 million based on an effective tax rate of 41%. For the three months ended June 30, 2013 we recorded a tax provision of \$1.5 million. The increase in our provision for income tax was primarily the result of the \$6.8 million increase in income before income taxes to \$10.4 million for the three months ended June 30, 2014 compared to \$3.6 million in the prior year period.

**Table of Contents**

***Net Income***

As a result of the foregoing factors, net income for the three months ended June 30, 2014 was \$6.1 million compared to net income for the three months ended June 30, 2013 of \$2.1 million.

- 25 -

**Table of Contents****Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013***Net New Home Orders*

|                             | Six Months Ended<br>June 30, |      | Increase (Decrease) |     |
|-----------------------------|------------------------------|------|---------------------|-----|
|                             | 2014                         | 2013 | Amount              | %   |
| Net new home orders         | 328                          | 254  | 74                  | 29% |
| Cancellation rate           | 9%                           | 7%   | 2%                  | 29% |
| Average selling communities | 11.3                         | 6.8  | 4.5                 | 66% |

Net new home orders for the six months ended June 30, 2014 increased 29% to 328, compared to 254 during the prior year period. The increase in net new home orders was due to an increase in the average number of selling communities to 11.3 for the six months ended June 30, 2014 compared to 6.8 during the prior year period, offset by a decrease in our absorption rate (the rate at which home orders are contracted, net of cancellations). Our overall absorption rate for the six months ended June 30, 2014 was 29.0 per average selling community (4.84 monthly), compared to 37.4 per average selling community (6.23 monthly) during the prior year period.

*New Homes Delivered and Home Sales (dollars in thousands)*

|  | Six Months Ended<br>June 30, |           | Increase (Decrease) |      |
|--|------------------------------|-----------|---------------------|------|
|  | 2014                         | 2013      | Amount              | %    |
| New homes delivered                    | 195                          | 139       | 56                  | 40%  |
| Home sales                             | \$ 160,148                   | \$ 71,314 | \$ 88,834           | 125% |
| Average sales price of homes delivered | \$ 821                       | \$ 513    | \$ 308              | 60%  |

New home deliveries increased by 56, or 40%, to 195 during the six months ended June 30, 2014 from 139 during the prior year period. The increase in new home deliveries was primarily attributable to the increase in net new home orders and units in backlog due to the increase in the average number of selling communities. Home sales revenue increased \$88.8 million, or 125%, to \$160.1 million for the six months ended June 30, 2014 from \$71.3 million for the prior year. The increase was comprised of: (i) \$60.1 million related to an increase in average sales price of \$308,000 per unit to \$821,000 for the six months ended June 30, 2014 from \$513,000 for the prior year; and (ii) \$28.7 million due to a 40% increase in homes closed to 195 for the six months ended June 30, 2014 from 139 for the prior year. The increase in the average sales price of homes delivered was attributable to a change in product mix to more move-up product at our new communities and increased pricing for the six months ended June 30, 2014.

*Homebuilding (dollars in thousands)*

|                    | Six Months Ended<br>June 30, |        |           |        |
|--------------------|------------------------------|--------|-----------|--------|
|                    | 2014                         | %      | 2013      | %      |
| Home sales         | \$ 160,148                   | 100.0% | \$ 71,314 | 100.0% |
| Cost of home sales | 123,087                      | 76.9%  | 57,767    | 81.0%  |

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|  |           |       |           |       |
|--|-----------|-------|-----------|-------|
| Homebuilding gross margin                                    | 37,061    | 23.1% | 13,547    | 19.0% |
| Add: interest in cost of home sales                          | 979       | 0.7%  | 758       | 1.1%  |
| Adjusted homebuilding gross margin <sup>(1)</sup>            | \$ 38,040 | 23.8% | \$ 14,305 | 20.1% |
| Homebuilding gross margin percentage                         | 23.1%     |       | 19.0%     |       |
| Adjusted homebuilding gross margin percentage <sup>(1)</sup> | 23.8%     |       | 20.1%     |       |

(1) Non-GAAP financial measure (as discussed below).

- 26 -

**Table of Contents**

Homebuilding gross margin represents home sales revenue less cost of home sales. Cost of home sales increased \$65.3 million, or 113%, to \$123.1 million for the six months ended June 30, 2014 from \$57.8 million for the prior period. The increase was primarily due to a 40% increase in the number of homes delivered and the product mix of homes delivered from new communities in 2014. Our homebuilding gross margin percentage increased to 23.1% for the six months ended June 30, 2014 as compared to 19.0% for the prior year, primarily due to price increases and the product mix of higher margin homes delivered from our communities in 2014.

Excluding interest in cost of home sales, adjusted homebuilding gross margin percentage was 23.8% for the six months ended June 30, 2014, compared to 20.1% for the prior period. Adjusted homebuilding gross margin is a non-GAAP financial measure. We believe this information is meaningful as it isolates the impact that leverage has on homebuilding gross margin and permits investors to make better comparisons with our competitors, who adjust gross margins in a similar fashion. See the table above reconciling this non-GAAP financial measure to homebuilding gross margin, the nearest GAAP equivalent.

**Fee Building (dollars in thousands)**

|                                 | <b>Six Months Ended<br/>June 30,</b> |          |             |          |
|---------------------------------|--------------------------------------|----------|-------------|----------|
|                                 | <b>2014</b>                          | <b>%</b> | <b>2013</b> | <b>%</b> |
| Fee building home sales         | \$                                   | N/A      | \$ 7,661    | 100.0%   |
| Fee building cost of home sales |                                      | N/A      | 7,020       | 91.6%    |
| Fee building gross margin       | \$                                   | N/A      | \$ 641      | 8.4%     |

As of June 30, 2013, we had two construction management agreements to build 83 homes in Moorpark, California and 73 homes in Carpinteria, California. There was no fee building activity for the six months ended June 30, 2014 as we had completed all construction activity related to our fee building projects on or before December 31, 2013. We do not expect material fee building activity in the future.

**Selling, General and Administrative Expense (dollars in thousands)**

|                                    | <b>Six Months Ended<br/>June 30,</b> |             | <b>As a Percentage of<br/>Home Sales Revenue</b> |             |
|------------------------------------|--------------------------------------|-------------|--|-------------|
|                                    | <b>2014</b>                          | <b>2013</b> | <b>2014</b>                                      | <b>2013</b> |
| Sales and marketing                | \$ 5,372                             | \$ 3,121    | 3.4%   | 4.4%        |
| General and administrative ( G&A ) | 12,767                               | 7,421       | 8.0%   | 10.4%       |
| Total sales and marketing and G&A  | \$ 18,139                            | \$ 10,542   | 11.4%  | 14.8%       |

Sales and marketing expense decreased to 3.4% of home sales revenue for the six months ended June 30, 2014 from 4.4% of home sales revenue for the six months ended June 30, 2013 due to our strong absorption rates and the continued market acceptance of our new communities. Sales and marketing expense increased \$2.3 million, or 72%, to \$5.4 million for the six months ended June 30, 2014 from \$3.1 million for the prior year period. The increase in sales and marketing expense was primarily attributable to the increase in the number of net new homes ordered and



homes delivered and a 66% increase in the average number of selling communities during the six months ended June 30, 2014 compared to the prior year period.

General and administrative expense increased \$5.4 million, or 72%, to \$12.8 million for the six months ended June 30, 2014 from \$7.4 million for the prior year period. The increase was primarily attributed to (i) an increase of \$4.0 million in our compensation-related expenses resulting largely from a 57% increase in our office headcount to 85 employees as of June 30, 2014 compared to 54 as of June 30, 2013, (ii) an increase of \$685,000 in stock-based compensation primarily due to option and restricted stock unit awards granted, (iii) an increase of \$438,000 in legal, accounting and other professional fees to support our continued growth, and (iv) an increase of \$259,000 in insurance, rent, office, business taxes and other related costs to support our continued growth. Our general and administrative expense as a percentage of home sales revenue was 8.0% and 10.4% for the six months ended June 30, 2014 and 2013, respectively.

Total sales and marketing and G&A ( SG&A ) expense increased \$7.6 million, or 72%, to \$18.1 million for the six months ended June 30, 2014 from \$10.5 million in the prior year period. Total SG&A expense was 11.4% and 14.8% of home sales revenue for the six months ended June 30, 2014 and 2013, respectively.

**Table of Contents**

***Transaction Expenses***

As a result of the WRECO Transactions, the Company has incurred due diligence, integration and other transaction related expenses during the six months ended June 30, 2014 of \$1.2 million. We expect to incur significant expenses in connection with the Merger during the three months ending September 30, 2014, including (i) reimbursement of up to \$15 million of transaction-related fees and expenses incurred by Weyerhaeuser in accordance with the Transaction Agreement, (ii) approximately \$6 million of advisory fees, (iii) approximately \$29 million of financing-related fees, \$19 million of which will be capitalized as deferred finance related costs, and (iv) accounting, legal and other integration expenses incurred by the Company.

***Other Income, Net***

Other income, net, decreased to \$49,000 for the six months ended June 30, 2014 compared to \$261,000 for the prior year period. The change was primarily due to decreased interest and dividend income as result of lower cash and cash equivalent balances due to the increase in our selling communities and real estate inventory.

***Interest***

Interest, which was incurred principally to finance land acquisitions, land development and home construction, totaled \$3.3 million and \$1.3 million for the six months ended June 30, 2014 and 2013, respectively, all of which was capitalized to real estate inventory. The increase in interest incurred during the six months ended June 30, 2014 as compared to the prior year period was primarily attributable to our increase in outstanding debt, which was the result of the increase in the number of active projects and the growth in our real estate inventory.

***Income Tax***

For the six months ended June 30, 2014, we have recorded a tax provision of \$7.4 million based on an effective tax rate of 41.5%. For the six months ended June 30, 2013 we recorded a tax provision of \$1.6 million. The increase in our provision for income tax was primarily the result of the \$13.9 million increase in income before income taxes to \$17.8 million for the six months ended June 30, 2014 compared to \$3.9 million in the prior year period.

***Net Income***

As a result of the foregoing factors, net income for the six months ended June 30, 2014 was \$10.4 million compared to net income for the six months ended June 30, 2013 of \$2.3 million.

**Table of Contents*****Lots Owned and Controlled***

The table below summarizes our lots owned and controlled as of the dates presented:

|  | <b>June 30,</b> |              | <b>Increase (Decrease)</b> |            |
|--|-----------------|--------------|----------------------------|------------|
|  | <b>2014</b>     | <b>2013</b>  | <b>Amount</b>              | <b>%</b>   |
| <b>Lots Owned</b>                                    |                 |              |                            |            |
| Southern California                                  | 1,267           | 713          | 554                        | 78%        |
| Northern California                                  | 932             | 759          | 173                        | 23%        |
| Colorado   | 405             | 57           | 348                        | 611%       |
| <b>Total</b>   | <b>2,604</b>    | <b>1,529</b> | <b>1,075</b>               | <b>70%</b> |
| <b>Lots Controlled<sup>(1)</sup></b>                 |                 |              |                            |            |
| Southern California                                  | 446             | 374          | 72                         | 19%        |
| Northern California                                  | 505             | 327          | 178                        | 54%        |
| Colorado   | 273             | 452          | (179)                      | (40)%      |
| <b>Total</b>   | <b>1,224</b>    | <b>1,153</b> | <b>71</b>                  | <b>6%</b>  |
| <b>Total Lots Owned and Controlled<sup>(1)</sup></b> | <b>3,828</b>    | <b>2,682</b> | <b>1,146</b>               | <b>43%</b> |

(1) As of June 30, 2014, lots controlled included lots that were under land option contracts or purchase contracts. As of June 30, 2013, lots controlled included lots that were under a land option contract, purchase contract or a non-binding letter of intent.

**Liquidity and Capital Resources*****Overview***

Our principal uses of capital for the three and six months ended June 30, 2014 were operating expenses, land purchases, land development, home construction and the payment of routine liabilities. We used funds generated by our operations and available borrowings to meet our short-term working capital requirements. We remain focused on generating positive margins in our homebuilding operations and acquiring desirable land positions in order to maintain a strong balance sheet and keep us poised for growth. As of June 30, 2014, we had \$26.1 million of cash. We believe we have sufficient cash and sources of financing for at least twelve months.

***Revolving Credit Facility***

In June of 2014 the Company entered into an unsecured \$425 million revolving credit facility (the Facility) with various lenders, with one lender serving as the administrative agent for the Facility. The Facility matures on July 1, 2018, and contains a sublimit of \$75 million for letters of credit. The Company may borrow under the Facility in the ordinary course of business to fund its operations, including its land development and homebuilding activities. Borrowings under the Facility will be governed by, among other things, a borrowing base. The Facility contains customary affirmative and negative covenants, including financial covenants relating to consolidated tangible net

worth, leverage, and liquidity or interest coverage. Interest rates on borrowings will be based on either a daily eurocurrency base rate or a eurocurrency rate, in either case, plus a spread ranging from 2.15% to 2.85% depending on the Company's leverage ratio.

As of June 30, 2014 the outstanding balance under the Facility was \$210 million with an interest rate of 2.74% per annum and \$126 million of availability after considering the borrowing base provisions and outstanding letters of credit.

***Seller Financed Loans***

In May of 2014 the Company entered into a seller financed loan to acquire lots for the construction of homes from an unrelated third party. Principal and interest payments on this loan are due and payable as individual homes associated with the acquired land are delivered with any remaining unpaid balance due in May 2016. As of June 30, 2014, the Company had \$17.1 million of notes payable outstanding related to land acquisitions for which seller financing was provided. This note will accrue interest at a rate of 7% per annum, with interest calculated on a daily basis.

**Table of Contents*****Assumption of Senior Notes***

On the Closing Date, we assumed WRECO's obligations as issuer of \$450 million aggregate principal amount of its 4.375% Senior Notes due 2019 and \$450 million aggregate principal amount of its 5.875% Senior Notes due 2024 (collectively, the Notes). The net proceeds of approximately \$867.7 million from the offering of the Notes were deposited into two separate escrow accounts following the closing of the offering on June 13, 2014. Upon release of the escrowed funds on the Closing Date, and prior to the consummation of the Merger, WRECO paid approximately \$743.7 million in cash to the former direct parent entity of WRECO, which cash was retained by Weyerhaeuser and its subsidiaries (other than WRECO and its subsidiaries). The payment consisted of the \$739 million Payment Amount (as defined in the Transaction Agreement) as well as approximately \$4.7 million in payment of all unpaid interest on WRECO's intercompany debt that accrued from the November 3, 2013 to the Closing Date.

Our board of directors will consider a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of new indebtedness, including the purchase price of assets to be acquired with debt financing, the estimated market value of our assets and the ability of particular assets, and our company as a whole, to generate cash flow to cover the expected debt service. Our charter does not contain a limitation on the amount of debt we may incur and our board of directors may change our target debt levels at any time without the approval of our stockholders.

***Covenant Compliance***

Under our Facility, we are required to comply with certain financial covenants, including but not limited to those set forth in the table below (dollars in thousands):

|   | <b>Actual at<br/>June 30,<br/>2014</b> | <b>Covenant<br/>Requirement at<br/>June 30,<br/>2014</b> |
|---|--|--|
| <b>Financial Covenants</b>  |  |  |
| Consolidated Tangible Net Worth<br>(Not less than \$250.0 million plus 50% of net income and 50% of the net proceeds from equity offerings after June 30, 2014) | \$ 333,953                             | \$ 250,000   |
| Leverage Test<br>(Not to exceed 55%)  | 41%                                    | <55%   |
| Interest Coverage Test<br>(Not less than 1.5:1.0)   | 9.00                                   | >1.5   |

As of June 30, 2014 we were in compliance with all of these financial covenants.

**Table of Contents****Leverage Ratios**

We believe that our leverage ratios provide useful information to the users of our financial statements regarding our financial position and cash and debt management. The ratio of debt-to-capital and the ratio of net debt-to-capital are calculated as follows (dollars in thousands):

|   | <b>June 30,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---|--------------------------|------------------------------|
| Debt  | \$ 227,128               | \$ 138,112                   |
| Equity                                      | 333,953                  | 322,306                      |
| <b>Total</b>                                | <b>\$ 561,081</b>        | <b>\$ 460,418</b>            |
| Ratio of debt-to-capital <sup>(1)</sup>     | 40.5%                    | 30.0%                        |
| Debt  | \$ 227,128               | \$ 138,112                   |
| Less: cash and cash equivalents             | (26,120)                 | (35,261)                     |
| Net debt                                    | 201,008                  | 102,851                      |
| Equity                                      | 333,953                  | 322,306                      |
| <b>Total</b>                                | <b>\$ 534,961</b>        | <b>\$ 425,157</b>            |
| Ratio of net debt-to-capital <sup>(2)</sup> | 37.6%                    | 24.2%                        |

- (1) The ratio of debt-to-capital is computed as the quotient obtained by dividing debt by the sum of total debt plus equity.
- (2) The ratio of net debt-to-capital is computed as the quotient obtained by dividing net debt (which is debt less cash and cash equivalents) by the sum of net debt plus equity. The most directly comparable GAAP financial measure is the ratio of debt-to-capital. We believe the ratio of net debt-to-capital is a relevant financial measure for investors to understand the leverage employed in our operations and as an indicator of our ability to obtain financing. See the table above reconciling this non-GAAP financial measure to the ratio of debt-to-capital.

**Cash Flows Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013**

For the six months ended June 30, 2014 as compared to the six months ended June 30, 2013, the comparison of cash flows is as follows:

Net cash used in operating activities decreased to \$93.2 million in the first six months of 2014 from a use of \$102.6 million during the same period in 2013. The change was primarily a result of (i) an increase in real estate inventories of \$86.4 million in 2014 compared to an increase of \$107.7 million in 2013, primarily driven by the timing of land acquisition and development spending, (ii) the increase in net income of \$10.4 million in 2014 compared to net income of \$2.3 million in 2013 mainly due to the 40% increase in new

home deliveries and a 60% increase in average sales price in 2014 compared to 2013, offset by (iii) an increase in other assets related to an increase in deferred tax assets and other prepaid related expenses and (iv) a decrease in accounts payable and accrued liabilities primarily due to the timing of payments.

Net cash used in investing activities was \$248,000 in the first six months of 2014 as compared to \$40.3 million during the same period in 2013. Net cash used in investing activities for 2014 was primarily related to purchases of fixed assets. Net cash used in investing activities for 2013 was primarily the result of purchases and sales of marketable securities related to the investment of the proceeds from our initial public offering in January 2013.

Net cash provided by financing activities decreased to \$84.3 million in the first six months of 2014 from \$160.6 million during the same period in 2013. The change was primarily a result of (i) a decrease in the net proceeds from the issuance of common stock of \$155.4 million as a result of the completion of the Company's IPO in January 2013, (ii) an increase in loan origination fees of \$4.4 million incurred as a result of the new credit facility, offset by (iii) an increase in net borrowings on notes payable of \$89.0 million in 2014 as compared to an increase of \$5.2 million in 2013.

#### **Off-Balance Sheet Arrangements and Contractual Obligations**

In the ordinary course of business, we enter into land option contracts in order to procure lots for the construction of our homes. We are subject to customary obligations associated with entering into contracts for the purchase of land and improved lots. These purchase contracts typically require a cash deposit and the purchase of properties under these contracts

## **Table of Contents**

is generally contingent upon satisfaction of certain requirements by the sellers, including obtaining applicable property and development entitlements. We also utilize option contracts with land sellers as a method of acquiring land in staged takedowns, to help us manage the financial and market risk associated with land holdings, and to reduce the use of funds from our corporate financing sources. Option contracts generally require a non-refundable deposit for the right to acquire lots over a specified period of time at pre-determined prices. We generally have the right, at our discretion, to terminate our obligations under both purchase contracts and option contracts by forfeiting our cash deposit with no further financial responsibility to the land seller. As of June 30, 2014, we had \$21.9 million of non-refundable cash deposits pertaining to land option contracts and purchase contracts for 1,224 lots with an aggregate remaining purchase price of approximately \$255.7 million (net of deposits).

Our utilization of land option contracts is dependent on, among other things, the availability of land sellers willing to enter into option takedown arrangements, the availability of capital to financial intermediaries to finance the development of optioned lots, general housing market conditions, and local market dynamics. Options may be more difficult to procure from land sellers in strong housing markets and are more prevalent in certain geographic regions.

As of June 30, 2014, we had \$126 million of availability under our unsecured revolving credit facility after considering the borrowing base provisions and outstanding letters of credit.

## **Inflation**

Our homebuilding and fee building segments can be adversely impacted by inflation, primarily from higher land, financing, labor, material and construction costs. In addition, inflation can lead to higher mortgage rates, which can significantly affect the affordability of mortgage financing to homebuyers. While we attempt to pass on cost increases to customers through increased prices, when weak housing market conditions exist, we are often unable to offset cost increases with higher selling prices.

## **Seasonality**

Historically, the homebuilding industry experiences seasonal fluctuations in quarterly operating results and capital requirements. We typically experience the highest new home order activity in spring and summer, although this activity is also highly dependent on the number of active selling communities, timing of new community openings and other market factors. Since it typically takes four to six months to construct a new home, we deliver more homes in the second half of the year as spring and summer home orders convert to home deliveries. Because of this seasonality, home starts, construction costs and related cash outflows have historically been highest in the second and third quarters, and the majority of cash receipts from home deliveries occur during the second half of the year. We expect this seasonal pattern to continue over the long-term, although it may be affected by volatility in the homebuilding industry.



**Table of Contents****Description of Projects and Communities under Development**

Our homebuilding projects usually take approximately 24 to 36 months to complete from the start of sales. The following table presents project information relating to each of our markets as of June 30, 2014 and includes information on current projects under development where we are building and selling homes for our own account.

| County, Project, City             | Year of First Delivery <sup>(1)</sup> | Cumulative Homes Total Delivered as of June 30, 2014 <sup>(2)</sup> | Homes as of June 30, 2014 |  |            | Months Ended June 30, 2014 | Homes Closed for the Six Months Ended June 30, 2014 |         | Sales Price Range (in thousands) <sup>(6)</sup> |
|-----------------------------------|---------------------------------------|---|---------------------------|--|------------|----------------------------|---|---------|---|
|                                   |                                       |   | Homes                     | Backlog as of June 30, 2014 <sup>(3)</sup> | Months     |                            | Homes   | Months  |   |
| <b>Southern California</b>        |                                       |   |                           |  |            |                            |   |         |   |
| Los Angeles County:               |                                       |   |                           |  |            |                            |   |         |   |
| Tamarind Lane, Azusa              | 2012                                  | 62  | 56                        | 6  | 6          |                            |   | \$510   | \$522   |
| Tamarind Lane II, Azusa           | 2014                                  | 26  |                           | 26   | 26         |                            |   | \$500   | \$512   |
| Avenswood, Azusa                  | 2014                                  | 66  | 20                        | 46   | 21         | 20                         |   | \$648   | \$714   |
| Woodson, Los Angeles              | 2014                                  | 66  |                           | 66   | 42         |                            |   | \$1,220 | \$1,340   |
| Orange County:                    |                                       |   |                           |  |            |                            |   |         |   |
| Brio, La Habra                    | 2013                                  | 91  | 91                        |  |            | 30                         |   | \$520   | \$577   |
| Rancho Mission Viejo              | 2013                                  | 105   | 47                        | 58   | 22         | 30                         |   | \$657   | \$719   |
| Arcadia, Irvine                   | 2013                                  | 61  | 36                        | 2  | 12         | 23                         |   | \$1,190 | \$1,420   |
| Truwind, Huntington Beach         | 2014                                  | 49  |                           | 49   |            |                            |   | \$1,110 | \$1,225   |
| Cariz, Irvine                     | 2014                                  | 112   |                           | 112  |            |                            |   | \$407   | \$628   |
| Messina, Irvine                   | 2014                                  | 59  |                           |  | 10         |                            |   | \$1,505 | \$1,620   |
| Fairwind, Huntington Beach        | 2015                                  | 80  |                           | 80   |            |                            |   | \$910   | \$1,100   |
| Riverside County:                 |                                       |   |                           |  |            |                            |   |         |   |
| Topazridge, Riverside             | 2012                                  | 68  | 63                        | 5  |            | 2                          |   | \$433   | \$497   |
| Topazridge II, Riverside          | 2014                                  | 49  |                           | 49   | 17         |                            |   | \$464   | \$537   |
| Alegre, Temecula                  | 2014                                  | 96  |                           | 96   | 10         |                            |   | \$291   | \$310   |
| Aldea, Temecula                   | 2014                                  | 90  |                           | 90   | 4          |                            |   | \$258   | \$286   |
| Kite Ridge, Riverside             | 2015                                  | 87  |                           | 87   |            |                            |   | \$485   | \$505   |
| Sycamore Creek, Riverside         | 2015                                  | 87  |                           | 87   |            |                            |   | \$355   | \$395   |
| San Bernardino County:            |                                       |   |                           |  |            |                            |   |         |   |
| Sedona at Parkside, Ontario       | 2015                                  | 152   |                           | 152  |            |                            |   | \$369   | \$413   |
| Kensington at Park Place, Ontario | 2015                                  | 67  |                           | 67   |            |                            |   | \$541   | \$572   |
| St. James at Park Place, Ontario  | 2015                                  | 57  |                           | 57   |            |                            |   | \$473   | \$505   |
| San Diego County:                 |                                       |   |                           |  |            |                            |   |         |   |
| Altana, San Diego                 | 2013                                  | 45  | 29                        | 16   | 16         | 15                         |   | \$630   | \$728   |
| Ventura County:                   |                                       |   |                           |  |            |                            |   |         |   |
| The Westerlies, Oxnard            | 2015                                  | 116   |                           | 116  |            |                            |   | \$300   | \$495   |
| <b>Southern California Total</b>  |                                       | <b>1,691</b>  | <b>342</b>                | <b>1,267</b>                               | <b>186</b> | <b>120</b>                 |   |         |   |
| <b>Northern California</b>        |                                       |   |                           |  |            |                            |   |         |   |

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|                                       |      |              |            |              |            |            |                 |
|---------------------------------------|------|--------------|------------|--------------|------------|------------|-----------------|
| Alameda County:                       |      |              |            |              |            |            |                 |
| Alameda Landing                       | 2015 | 255          |            | 141          |            |            | \$575 \$895     |
| Contra Costa County:                  |      |              |            |              |            |            |                 |
| Berkshire at Barrington,<br>Brentwood | 2014 | 89           |            | 89           | 9          |            | \$450 \$513     |
| Hawthorne at Barrington,<br>Brentwood | 2014 | 105          |            | 105          | 8          |            | \$528 \$553     |
| Marquette at Barrington,<br>Brentwood | 2015 | 90           |            | 90           |            |            | \$610 \$645     |
| Wynstone at Barrington,<br>Brentwood  | 2016 | 92           |            | 92           |            |            | \$450 \$525     |
| Penrose at Barrington, Brentwood      | 2016 | 34           |            | 34           |            |            | \$483 \$515     |
| San Joaquin County:                   |      |              |            |              |            |            |                 |
| Ventana, Tracy                        | 2015 | 93           |            | 93           |            |            | \$450 \$540     |
| San Mateo County:                     |      |              |            |              |            |            |                 |
| Amelia, San Mateo                     | 2013 | 63           | 63         |              | 29         |            | \$770 \$1,045   |
| Canterbury, San Mateo                 | 2014 | 76           |            | 76           | 27         |            | \$870 \$1,230   |
| Santa Clara County:                   |      |              |            |              |            |            |                 |
| Ironhorse South, Morgan Hill          | 2012 | 37           | 37         |              | 2          |            | \$515 \$781     |
| Avellino, Mountain View               | 2014 | 63           | 24         | 39           | 17         | 24         | \$1,250 \$1,465 |
| Cobblestone, Milpitas                 | 2015 | 32           |            | 32           |            |            | \$815 \$975     |
| Solano County:                        |      |              |            |              |            |            |                 |
| Redstone, Vacaville                   | 2015 | 141          |            | 141          |            |            | \$435 \$510     |
| <b>Northern California Total</b>      |      | <b>1,170</b> | <b>124</b> | <b>932</b>   | <b>61</b>  | <b>55</b>  |                 |
| Colorado                              |      |              |            |              |            |            |                 |
| Denver County:                        |      |              |            |              |            |            |                 |
| Platt Park North, Denver              | 2014 | 29           |            | 29           | 3          |            | \$606 \$610     |
| Douglas County:                       |      |              |            |              |            |            |                 |
| Terrain, Castle Rock                  | 2013 | 149          | 28         | 75           | 32         | 20         | \$300 \$358     |
| Terrain 45 , Castle Rock              | 2014 | 67           |            | 67           |            |            | \$298 \$318     |
| Jefferson County:                     |      |              |            |              |            |            |                 |
| Leyden Rock 50 , Arvada               | 2014 | 51           |            | 51           |            |            | \$350 \$407     |
| Leyden Rock 60 , Arvada               | 2014 | 67           |            | 67           |            |            | \$417 \$480     |
| Candelas, Arvada                      | 2014 | 76           |            | 76           |            |            | \$555 \$598     |
| Larimer County:                       |      |              |            |              |            |            |                 |
| Centerra 5000 Series, Loveland        | 2014 | 150          |            | 40           |            |            | \$385 \$418     |
| <b>Colorado Total</b>                 |      | <b>589</b>   | <b>28</b>  | <b>405</b>   | <b>35</b>  | <b>20</b>  |                 |
| <b>Company Total Owned Projects</b>   |      | <b>3,450</b> | <b>494</b> | <b>2,604</b> | <b>282</b> | <b>195</b> |                 |

- (1) Year of first delivery for future periods is based upon management's estimates and is subject to change.
- (2) The number of homes to be built at completion is subject to change, and there can be no assurance that we will build these homes.
- (3) Owned lots as of June 30, 2014 include owned lots in backlog as of June 30, 2014.
- (4) Backlog consists of homes under sales contracts that had not yet closed, and there can be no assurance that closings of sold homes will occur.

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- (5) Of the total homes subject to pending sales contracts that have not closed as of June 30, 2014: 239 homes are under construction, 15 homes have completed construction, and 28 homes have not started construction.
- (6) Sales price range reflects base price only and excludes any lot premium, buyer incentives and buyer selected options, which may vary from project to project. Sales prices for homes required to be sold pursuant to affordable housing requirements are excluded from sales price range. Sales prices reflect current pricing and might not be indicative of past or future pricing.

- 33 -

## **Table of Contents**

### **Critical Accounting Policies**

There have been no significant changes to our critical accounting policies from those described in Note 1 of our Annual Report on Form 10-K for the year ended December 31, 2013.

### **Recently Issued Accounting Standards**

See Note 1 to the accompanying condensed notes to unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

### **Related Party Transactions**

In February 2014, we acquired 87 additional lots in the master planned community of Sycamore Creek for a purchase price of approximately \$7.8 million from an entity managed by an affiliate of the Starwood Capital Group. In September 2013, we initially acquired 87 lots located in the master planned community of Sycamore Creek, for a purchase price of approximately \$11.8 million for an entity managed by an affiliate of the Starwood Capital Group. These acquisitions were approved by our independent directors.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to market risks related to fluctuations in interest rates on our outstanding variable rate debt. In addition, our operations are interest rate sensitive as higher mortgage interest rates could negatively affect housing demand. We did not utilize swaps, forward or option contracts on interest rates or commodities, or other types of derivative financial instruments as of or during the three and six months ended June 30, 2014. We have not entered into and currently do not hold derivatives for trading or speculative purposes. Many of the statements contained in this section are forward looking and should be read in conjunction with our disclosures under the heading **Cautionary Note Concerning Forward-Looking Statements**.

### **Item 4. Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, has reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Securities Exchange Act Rules 13a-15(e) and 15d-15(e), as of the end of the period covered by this Form 10-Q (the **Evaluation Date** ). Based on such evaluation, management has concluded that our disclosure controls and procedures were effective as of the Evaluation Date. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide a reasonable level of assurance of reaching our desired disclosure control objectives.

During the fiscal quarter covered by this Quarterly Report on Form 10-Q, there has not been any change in our internal control over financial reporting that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.



**Table of Contents****PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

Various claims and actions that we consider normal to our business have been asserted and are pending against us. We do not believe that any of such claims and actions are material to our financial statements.

**Item 1A. Risk Factors**

A description of the risk factors associated with our business is contained in Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, and there have been no material changes thereto since the filing of our Annual Report. These cautionary statements are to be used as a reference in connection with any forward-looking statements. The factors, risks and uncertainties identified in these cautionary statements are in addition to those contained in any other cautionary statements, written or oral, which may be made or otherwise addressed in connection with a forward-looking statement or contained in any of our subsequent filings with the SEC.

**Item 6. Exhibits**

| <i>Exhibit<br/>Number</i> | <i>Exhibit Description</i>  |
|---------------------------|---|
| 2.1                       | Plan of Conversion of TRI Pointe Homes, LLC (incorporated by reference to Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q (filed Aug. 13, 2013))   |
| 2.2                       | Transaction Agreement, dated as of November 3, 2013, among TRI Pointe Homes, Inc., Weyerhaeuser Company, Weyerhaeuser Real Estate Company, and Topaz Acquisition, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Registration Statement on Form S-4 (filed Mar. 28, 2014))   |
| 3.1                       | Amended and Restated Certificate of Incorporation of TRI Pointe Homes, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K (filed Mar. 28, 2013))  |
| 3.2*                      | Amended and Restated Bylaws of TRI Pointe Homes, Inc.   |
| 3.3*                      | Amendments to Amended and Restated Bylaws   |
| 4.1                       | Specimen Common Stock Certificate of TRI Pointe Homes, Inc. (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (filed Dec. 21, 2012))  |
| 4.2                       | Investor Rights Agreement, dated as of January 30, 2013, by and among TRI Pointe Homes, Inc., VIII/TPC Holdings, L.L.C., BMG Homes, Inc., The Bauer Revocable Trust U/D/T Dated December 31, 2003, Grubbs Family Trust Dated June 22, 2012, The Mitchell Family Trust U/D/T Dated February 8, 2000, Douglas J. Bauer, Thomas J. Mitchell and Michael D. Grubbs. (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-4 (filed Jan. 9, 2014)) |
| 4.3                       | First Amendment to Investor Rights Agreement, dated as of November 3, 2013, by and among TRI Pointe Homes, Inc., VIII/TPC Holdings, L.L.C., BMG Homes, Inc., The Bauer Revocable Trust  |

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U/D/T Dated December 31, 2003, Grubbs Family Trust Dated June 22, 2012, The Mitchell Family Trust U/D/T Dated February 8, 2000, Douglas F. Bauer, Thomas J. Mitchell and Michael D. Grubbs (incorporated by reference to Exhibit 10.9 to the Company's Current Report on Form 8-K (filed Nov. 4, 2013))

- 4.4 Registration Rights Agreement, dated as of January 30, 2013, among TRI Pointe Homes, Inc., VIII/TPC Holdings, L.L.C., and certain TRI Pointe Homes, Inc. stockholders (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-4 (filed Jan. 9, 2014))
- 4.5 Indenture, dated as of June 13, 2014, by and among Weyerhaeuser Real Estate Company and U.S. Bank National Association, as trustee (including form of 4.375% Senior Note due 2019) (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (filed June 19, 2014))
- 4.6 First Supplemental Indenture, dated as of July 7, 2014, among TRI Pointe Homes, Inc., Weyerhaeuser Real Estate Company and U.S. Bank National Association, as trustee, relating to the 4.375% Senior Notes due 2019 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (filed July 7, 2014))

**Table of Contents**

| <i><b>Exhibit<br/>Number</b></i> | <i><b>Exhibit Description</b></i>  |
|----------------------------------|--|
| 4.7                              | Second Supplemental Indenture, dated as of July 7, 2014, among the guarantors party thereto and U.S. Bank National Association, as trustee, relating to the 4.375% Senior Notes due 2019 (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K (filed July 7, 2014))   |
| 4.8                              | Indenture, dated as of June 13, 2014, by and among Weyerhaeuser Real Estate Company and U.S. Bank National Association, as trustee (including form of 5.875% Senior Note due 2024) (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (filed June 19, 2014))  |
| 4.9                              | First Supplemental Indenture, dated as of July 7, 2014, among TRI Pointe Homes, Inc., Weyerhaeuser Real Estate Company and U.S. Bank National Association, as trustee, relating to the 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (filed July 7, 2014))  |
| 4.10                             | Second Supplemental Indenture, dated as of July 7, 2014, among the guarantors party thereto and U.S. Bank National Association, as trustee, relating to the 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K (filed July 7, 2014))   |
| 10.1                             | Joinder Agreement to Purchase Agreement, dated as of July 7, 2014, relating to the 4.375% Senior Notes due 2019 and 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed July 7, 2014))  |
| 10.2                             | Registration Rights Agreement with respect to 4.375% Senior Notes due 2019, dated as of June 13, 2014, by and among Weyerhaeuser Real Estate Company, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the Initial Purchasers (as defined therein) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed June 19, 2014)) |
| 10.3                             | Issuer Joinder Agreement to Registration Rights Agreement, dated as of July 7, 2014, relating to 4.375% Senior Notes due 2019 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed July 7, 2014))   |
| 10.4                             | Guarantor Joinder Agreement to Registration Rights Agreement, dated as of July 7, 2014, relating to 4.375% Senior Notes due 2019 (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K (filed July 7, 2014))  |
| 10.5                             | Registration Rights Agreement with respect to 5.875% Senior Notes due 2024, dated as of June 13, 2014, by and among Weyerhaeuser Real Estate Company, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the Initial Purchasers (as defined therein) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed June 19, 2014)) |
| 10.6                             | Issuer Joinder Agreement to Registration Rights Agreement, dated as of July 7, 2014, relating to 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (filed July 7, 2014))   |
| 10.7                             | Guarantor Joinder Agreement to Registration Rights Agreement, dated as of July 7, 2014, relating to 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K (filed July 7, 2014))  |
| 10.8                             | Tax Sharing Agreement, dated as of July 7, 2014, among Weyerhaeuser Company, Weyerhaeuser Real Estate Company, and TRI Pointe Homes, Inc. (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K (filed July 7, 2014))   |
| 10.9                             |  |



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Amendment No. 1 to TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed June 23, 2014))

10.10

Amendment No. 2 to TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed June 23, 2014))

- 36 -

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**Table of Contents**

| <i><b>Exhibit<br/>Number</b></i> | <b>Exhibit Description</b>   |
|----------------------------------|--|
| 10.11                            | Credit Agreement, dated as of June 26, 2014 among TRI Pointe Homes, Inc., U.S. Bank National Association, d/b/a Housing Capital Company, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed June 27, 2014))   |
| 99.1                             | Registration Statement on Form S-4/A, filed by the Company on May 22, 2014<br>( <a href="http://www.sec.gov/Archives/edgar/data/1561680/000119312514208788/0001193125-14-208788-index.htm">http://www.sec.gov/Archives/edgar/data/1561680/000119312514208788/0001193125-14-208788-index.htm</a> )  |
| 31.1*                            | Chief Executive Officer Section 302 Certification of the Sarbanes-Oxley Act of 2002  |
| 31.2*                            | Chief Financial Officer Section 302 Certification of the Sarbanes-Oxley Act of 2002  |
| 32.1*                            | Chief Executive Officer Section 906 Certification of the Sarbanes-Oxley Act of 2002  |
| 32.2*                            | Chief Financial Officer Section 906 Certification of the Sarbanes-Oxley Act of 2002  |
| 101                              | The following materials from TRI Pointe Homes, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Cash Flows, and (v) Condensed Notes to Consolidated Financial Statement. |

\* Filed herewith

Table of Contents

**SIGNATURES**

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

TRI Pointe Homes, Inc.

By: /s/ Douglas F. Bauer  
Douglas F. Bauer  
Chief Executive Officer

By: /s/ Michael D. Grubbs  
Michael D. Grubbs  
Chief Financial Officer

Date: August 7, 2014