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(2,535

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—

(2,535

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Net repayments of debt held by variable interest entities

—

(742

)

—

(742

)

Contributions from noncontrolling interests

—

873

—

873

Distributions to noncontrolling interests

—

(726

)

—

(726

)

Proceeds from issuance of common stock under share-based awards

263

—

—

263

Excess tax benefits of share-based awards

308

—

—

308

Minimum tax withholding paid on behalf of employees for restricted stock units

(1,827

)

—

—

(1,827

)

Intercompany

—

69,212

(69,212

)

—

Net cash provided by financing activities

46,209

68,617

(69,212

)

45,614

Net (decrease) increase in cash and cash equivalents

(76,001

)

11,945

—

(64,056

)

Cash and cash equivalents - beginning of year

105,888

64,741

—

170,629

Cash and cash equivalents - end of year

$

29,887

$

76,686

$

—

$

106,573

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 prove to 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 of 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.

Forward-Looking 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 conv uncertainty of future events or outcomes, including, without limitation, our transaction with Weyerhaeuser Real Estate Company (WRECO). These forward-looking statements include, but are not limited to, statements regarding expected benefits of the WRECO transaction, integration plans and expected synergies therefrom, 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; and
- projected tax rates and credits.

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:

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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 our products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;
- levels of competition;
- the successful execution of our internal performance plans, including restructuring and cost reduction initiatives;
- global economic conditions;

- raw material prices;
- energy prices;
- the effect of weather, including the continuing drought in California;
- the risk of loss from earthquakes, volcanoes, fires, floods, droughts, windstorms, hurricanes, pest infestations and other natural disasters;
- transportation costs;
- 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 transaction with WRECO will harm our business;
- our ability to achieve the benefits of the transaction with WRECO in the estimated amount and the anticipated timeframe, if at all;
- our ability to integrate WRECO successfully and to achieve the anticipated synergies therefrom;
- change in accounting principles;
- risks related to unauthorized access to our computer systems, theft of our customer's confidential information or other forms of cyber-attack; 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 Home Inc. and its consolidated subsidiaries. The following discussion and analysis should be read in conjunction with our unaudited 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, 2014 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.

Reverse Acquisition

On July 7, 2014 (the "Closing Date"), TRI Pointe Homes, Inc. 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 ("Weyerhaeuser"), the Company, WRECO and Merger Sub. The Merger is accounted for in accordance with ASC Topic 805, Business Combinations ("ASC 805"). For accounting purposes, the Merger is treated as a "reverse acquisition" and WRECO is considered the accounting acquirer. Accordingly, WRECO is reflected as the predecessor and acquirer and therefore the accompanying consolidated financial statements reflect the historical consolidated financial statements of WRECO for all periods presented and do not include the historical financial statements of TRI Pointe prior to the Closing Date. Subsequent to the Closing Date, the consolidated financial statements reflect the results of the combined company.

For further information on the Merger, see Note 2, Merger with Weyerhaeuser Real Estate Company, of the condensed notes to the unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10 Q. In the Merger, each issued and outstanding WRECO common share was converted into 1.297 shares of

TRI Pointe common stock. The historical issued and outstanding WRECO common shares (100,000,000 common shares for all periods presented prior to the Merger) have been recast (as 129,700,000 common shares of the Company for all periods prior to the Merger) in all periods presented to reflect this conversion.

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

	Three Months Ended March 31,	
	2015	2014
Revenues:		
Home sales	$374,265	$241,902
Land and lot sales	2,000	3,387
Other operations	993	2,843
Total revenues	377,258	248,132
Expenses:		
Cost of home sales	299,562	190,840
Cost of land and lot sales	2,298	3,138
Other operations	557	1,617
Impairments and lot option abandonments	360	468
Sales and marketing	23,286	20,905
General and administrative	28,179	18,005
Restructuring charges	222	1,716
Total expenses	354,464	236,689
Income from operations	22,794	11,443
Equity in income (loss) of unconsolidated entities	74	(68)
Other income, net	256	735
Income before taxes	23,124	12,110
Provision for income taxes	(7,827)	(4,529)
Net income	$15,297	$7,581
Earnings per share		
Basic	$0.09	$0.06
Diluted	$0.09	$0.06

Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014

Net New Home Orders, Average Selling Communities and Monthly Absorption Rates by Segment

	Three Months Ended March 31, 2015			Three Months Ended March 31, 2014			Percentage Change		
	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates
Maracay	161	17.0	3.2	105	15.3	2.3	53%	11%	38%
Pardee	308	20.3	5.1	245	19.7	4.1	26%	3%	22%
Quadrant	150	10.2	4.9	98	12.7	2.6	53%	(20)%	91%
Trendmaker	132	26.5	1.7	143	21.7	2.2	(8)%	22%	(24)%
TRI Pointe	336	26.3	4.3	—	—	—	N/A	N/A	N/A
Winchester	107	12.7	2.8	76	21.3	1.2	41%	(40)%	136%

Total	1,194	113.0	3.5	667	90.7	2.5	79%	25%	44%

Net new home orders for the three months ended March 31, 2015 increased 79% to 1,194, compared to 667 during the prior year period. The increase in net new home orders was partly due to an increase in our monthly absorption rate in all except for one segment reported in the prior year period. Our overall absorption rate for the three months ended March 31, 2015 was 10.6 per average selling community (3.5 monthly), compared to 7.4 per average selling community (2.5 monthly) during the prior year period. The increase in net new home orders, average selling communities and monthly absorption rate was due in part to the addition of TRI Pointe, which had 336 orders, 26.3 average selling communities and an absorption rate of 4.3 per average selling community in the three months ended March 31, 2015 with no comparable amounts in the prior year period. Net new home orders increased at all segments except for Trendmaker, which experienced a decrease as a result of a slowdown in the premium housing market in Houston driven by the uncertainty around oil prices.

Backlog Units, Dollar Value and Average Sales Price by Segment (dollars in thousands)

	Three Months Ended March 31, 2015			Three Months Ended March 31, 2014			Percentage Change		
	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price
Maracay	181	$ 67,817	$ 375	122	$ 47,623	$ 390	48 %	42 %	(4)%
Pardee	358	228,206	637	390	220,596	566	(8)%	3 %	13 %
Quadrant	170	68,952	406	116	55,517	479	47 %	24 %	(15)%
Trendmaker	242	128,206	530	235	119,055	507	3 %	8 %	5 %
TRI Pointe	440	323,215	735	—	—	—	N/A	N/A	N/A
Winchester	167	126,956	760	193	151,759	786	(14)%	(16)%	(3)%
Total	1,558	$ 943,352	$ 605	1,056	$ 594,550	$ 563	48 %	59 %	8 %

Backlog units 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 delivered within three to nine months, although we may experience cancellations of sales contracts prior to delivery. Our cancellation rate of buyers who contracted to buy a home but did not close escrow (as a percentage of overall orders) was 11% for the three months ended March 31, 2015 as compared to 15% during the prior year period. The dollar value of backlog was $943.4 million as of March 31, 2015, an increase of $348.8 million, or 59%, compared to $594.6 million as of March 31, 2014. This increase is due to an increase in the number of homes in backlog of 502, or 48%, to 1,558 homes as of March 31, 2015 from 1,056 homes as of March 31, 2014, in addition to an increase in the average sales price of homes in backlog of $42,000, or 8%, to $605,000 as of March 31, 2015 compared to $563,000 as of March 31, 2014. The increase in the number of homes in backlog and the average sales price of homes in backlog was mainly the result of the addition of TRI Pointe, which had 440 homes in backlog and an average sales price in backlog of $735,000 as of March 31, 2015. In addition to the increases associated with TRI Pointe in the current year period, backlog dollar value increased at four of our reporting segments existing in the prior year period, with the exception of Winchester.

New Homes Delivered, Homes Sales Revenue and Average Sales Price by Segment (dollars in thousands)

	Three Months Ended March 31, 2015			Three Months Ended March 31, 2014			Percentage Change		
	New Homes Delivered	Home Sales Revenue	Average Sales Price	New Homes Delivered	Home Sales Revenue	Average Sales Price	New Homes Delivered	Home Sales Revenue	Average Sales Price
Maracay	85	$ 32,477	$ 382	99	$ 35,230	$ 356	(14)%	(8)%	7 %
Pardee	168	85,658	510	135	67,397	499	24 %	27 %	2 %
Quadrant	93	43,336	466	78	31,089	399	19 %	39 %	17 %
Trendmaker	108	56,208	520	130	61,400	472	(17)%	(8)%	10 %
TRI Pointe	139	106,858	769	—	—	—	N/A	N/A	N/A
Winchester	75	49,728	663	66	46,786	709	14 %	6 %	(6)%
Total	668	$ 374,265	$ 560	508	$ 241,902	$ 476	31 %	55 %	18 %

Home sales revenue increased $132.4 million, or 55%, to $374.3 million for the three months ended March 31, 2015 from $241.9 million for the prior year period. The increase was comprised of: (i) $89.6 million related to an increase in average sales price of $84,000 per home to $560,000 for the three months ended March 31, 2015 from $476,000 in the prior year period; and (ii) $42.7 million due to a 31% increase in homes delivered to 668 for the three months ended March 31, 2015 from 508 in the prior year period. The increase in the average sales price and new home deliveries was primarily attributable to the addition of TRI Pointe with no comparable amounts in the prior year period. In addition, the average sales price of homes delivered increased at all but one of our reporting segments due to a change in product mix with a shift to a more move-up product in certain markets and price increases in certain markets. The average sales price at Winchester declined for the three months ended March 31, 2015 compared to the same prior year period primarily due to a change in product mix.

Homebuilding Gross Margins (dollars in thousands)

	Three Months Ended March 31,			
	2015	%	2014	%
Home sales	$374,265	100.0%	$241,902	100.0%
Cost of home sales	299,907	80.1 %	191,268	79.1 %
Homebuilding gross margin	74,358	19.9 %	50,634	20.9 %
Add: interest in cost of home sales	6,711	1.8 %	3,300	1.4 %
Add: impairments and lot option abandonments	345	0.1 %	429	0.2 %
Adjusted homebuilding gross margin[1]	$81,414	21.8 %	$54,363	22.5 %
Homebuilding gross margin percentage	19.9 %		20.9 %	
Adjusted homebuilding gross margin percentage[1]	21.8 %		22.5 %	

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

Our homebuilding gross margin percentage decreased to 19.9% for the three months ended March 31, 2015 as compared to 20.9% for the prior year period. The decrease was primarily due to increases in land, labor and material costs outpacing home price appreciation. Excluding interest and impairment and lot option abandonments in cost of home sales, adjusted homebuilding gross margin percentage was 21.8% for the three months ended March 31, 2015, compared to 22.5% for the prior year period. The decrease in the adjusted homebuilding gross margin was consistent with the change in non-adjusted homebuilding gross margin.

Adjusted homebuilding gross margin is a non-GAAP financial measure. We believe this information is meaningful as it isolates the impact that leverage and noncash charges have 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.

Sales and Marketing, General and Administrative Expense (dollars in thousands)

	Three Months Ended March 31,		As a Percentage of Home Sales Revenue	
	2015	2014	2015	2014
Sales and marketing	$23,286	$20,905	6.2 %	8.6 %
General and administrative ("G&A")	28,179	18,005	7.5 %	7.4 %
Total sales and marketing and G&A	$51,465	$38,910	13.8%	16.1%

Sales and marketing expense decreased to 6.2% of home sales revenue for the three months ended March 31, 2015 from 8.6% of home sales revenue for the three months ended March 31, 2014 mainly due to the addition of legacy TRI Pointe which has a lower sales and marketing expense as a percentage of revenue due to a strong sales absorption pace and higher average sales prices per community. Sales and marketing expense increased $2.4 million, or 11%, to $23.3 million for the three months ended March 31, 2015 from $20.9 million for the prior year period. The increase in sales and marketing expense was related primarily to the addition of legacy TRI Pointe for the three month period ended March 31, 2015, representing $4.8 million of sales and marketing expenses, with no comparable amounts in the prior year period. This amount was offset by decreases in each of the existing segments for the three months ending

March 31, 2015 compared to the same prior year period.

General and administrative expense increased by $10.2 million to $28.2 million for the three month period ended March 31, 2015 from $18.0 for the three month period ended March 31, 2014. General and administrative expenses were 7.5% of home sales revenue for the three months ended March 31, 2015 compared to 7.4% of home sales revenue for the same period in the prior year. The slight increase in general and administrative expenses as a percentage of home sales revenue is due primarily to employee related costs.

Total sales and marketing and G&A (“SG&A”) expense increased $12.6 million, or 32%, to $51.5 million for the three months ended March 31, 2015 from $38.9 million in the prior year period, but improved to 13.8% of home sales revenue from 16.1% for the three months ended March 31, 2015 and 2014, respectively.

Restructuring Charges

Restructuring charges decreased to $222,000 for the three months ended March 31, 2015 compared to $1.7 million in the same period in the prior year. The decrease was mainly due to higher employee-related restructuring costs in 2014, largely related to severance and related costs in connection with the Merger.

Interest

Interest, which was incurred principally to finance land acquisitions, land development and home construction, totaled $15.2 million and $4.0 million for the three months ended March 31, 2015 and 2014, respectively. The capitalized portion of interest incurred was $15.2 million and $3.8 million for the three months ended March 31, 2015 and 2014, respectively. The increase in interest incurred during the three months ended March 31, 2015 as compared to the prior year period was primarily attributable to an increase in our outstanding debt and higher interest rates as a result of the issuance of the Senior Notes in connection with the Merger.

Income Tax

For the three months ended March 31, 2015, we recorded a tax provision of $7.8 million based on an effective tax rate of 33.8%. For the three months ended March 31, 2014, we recorded a tax provision of $4.5 million based on an effective tax rate of 37.4%. The increase in our provision for income tax was primarily the result of the $11.0 million increase in income before income taxes to $23.1 million for the three months ended March 31, 2015 compared to $12.1 million in the prior year period.

Lots Owned or Controlled by Segment

Excluded from owned and controlled lots are those related to Note 8, Investments in Unconsolidated Entities. The table below summarizes our lots owned or controlled by segment as of the dates presented:

	March 31,		Increase (Decrease)	
	2015	2014	Amount	%
Lots Owned				
Maracay	1,249	1,313	(64)	(5)%
Pardee[2]	17,263	17,925	(662)	(4)%
Quadrant	938	1,034	(96)	(9)%
Trendmaker	896	669	227	34 %
TRI Pointe	3,067	—	3,067	N/A
Winchester	2,337	2,100	237	11 %
Total	25,750	23,041	2,709	12 %
Lots Controlled[1]				
Maracay	937	1,232	(295)	(24)%
Pardee[2]	34	586	(552)	(94)%
Quadrant	559	316	243	77 %
Trendmaker	1,084	1,183	(99)	(8)%
TRI Pointe	616	—	616	N/A
Winchester	338	1,030	(692)	(67)%
Total	3,568	4,347	(779)	(18)%

Total Lots Owned or Controlled[1]	29,318	27,388	1,930	7	%

[1] As of March 31, 2015 and 2014, lots controlled included lots that were under land option contracts or purchase contracts.
[2] As of March 31, 2014, excludes 10,686 lots owned and 56,413 lots controlled that were excluded assets per the Transaction Agreement.

Liquidity and Capital Resources

Overview

Our principal uses of capital for the three months ended March 31, 2015 were operating expenses, land purchases, land development and home construction. 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 March 31, 2015, we had $106.6 million of cash and cash equivalents. We believe we have sufficient cash and sources of financing for at least the next twelve months.

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.

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 (“2019 Notes”) and $450 million aggregate principal amount of its 5.875% Senior Notes due 2024 (“2024 Notes” and together with the 2019 Notes, the “Senior Notes”). The 2019 Notes were issued at 98.89% of their aggregate principal amount and the 2024 Notes were issued at 98.15% of their aggregate principal amount. The net proceeds of $861.3 million, after debt issuance costs and discounts, from the offering 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 $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 $4.7 million in payment of all unpaid interest on the debt payable to Weyerhaeuser that accrued from November 3, 2013 to the Closing Date. The remaining $117.6 million of proceeds was retained by TRI Pointe and used for general corporate purposes.

The 2019 Notes and 2024 Notes mature on June 15, 2019 and June 15, 2024, respectively. Interest is payable semiannually in arrears on June 15 and December 15. As of March 31, 2015, no principal has been paid on the Senior Notes, and there was $22.9 million of capitalized debt financing costs related to the Senior Notes, included in other assets on our consolidated balance sheet. These costs will amortize over the respective lives of the Senior Notes.

Unsecured Revolving Credit Facility

In June 2014, the Company entered into an unsecured $425 million revolving credit facility (the “Credit Facility”) with various lenders, with one lender serving as the administrative agent for the Facility. The Credit Facility matures on July 1, 2018, and contains a sublimit of $75 million for letters of credit. The Company may borrow under the Credit Facility in the ordinary course of business to fund its operations, including its land development and homebuilding activities. Borrowings under the Credit Facility will be governed by, among other things, a borrowing base. The Credit 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 March 31, 2015 the outstanding balance under the Credit Facility was $309.4 million with an interest rate of 2.73% per annum and $103.8 million of availability after considering the borrowing base provisions and outstanding letters of credit. At March 31, 2015 we had outstanding letters of credit of $ 11.8 million. These letters of credit were issued to secure various financial obligations. We believe it is not probable that any outstanding letters of credit will be drawn upon.

Seller Financed Loan

As of March 31, 2015, the Company had $12.7 million outstanding related to seller financed loans to acquire lots for the construction of homes. Principal and interest payments on these loans are due at various maturity dates, including at the time individual homes associated with the acquired land are delivered. The seller financed loans will accrue interest at a weighted average rate of 6.95% per annum, with interest calculated on a daily basis. Any remaining unpaid balance on these loans is due in May 2016.

Covenant Compliance

Under our Credit 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):

Financial Covenants	Actual at March 31, 2015	Covenant Requirement at March 31, 2015
Consolidated Tangible Net Worth	$1,308,173	$ 883,844
(Not less than $850.0 million plus 50% of net income and 50% of the net proceeds from equity offerings after June 30, 2014)		
Leverage Test	46 %	<55%
(Not to exceed 55%)		
Interest Coverage Test	4.99	>1.5
(Not less than 1.5:1.0)		

As of March 31, 2015 we were in compliance with all of these financial covenants.

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):

	March 31, 2015	December 31, 2014
Notes payable and other borrowings	$322,142	$274,677
Senior Notes	887,882	887,502
Total debt	1,210,024	1,162,179
Stockholders' equity	1,470,602	1,454,180
Total capital	$2,680,626	$2,616,359
Ratio of debt-to-capital[(1)]	45.1 %	44.4 %
Total debt	$1,210,024	$1,162,179
Less: Cash and cash equivalents	(106,573)	(170,629)
Net debt	1,103,451	991,550
Stockholders' equity	1,470,602	1,454,180
Total capital	$2,574,053	$2,445,730

Ratio of net debt-to-capital[2]	42.9 %	40.5 %

[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—Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014

For the three months ended March 31, 2015 as compared to the three months ended March 31, 2014, the comparison of cash flows is as follows:

- Net cash used in operating activities increased by $83.1 million to $108.3 million for the three months ended March 31, 2015 from a use of $25.2 million for the three months ended March 31, 2014. The change was primarily comprised of (i) an increase in real estate inventories of $127.3 million in 2015 compared to an increase of $67.9 million in 2014, and (ii) an increase in receivables of $2.9 million in the current year period compared to collection of receivables of $25.0 million in the prior year period. Other offsetting activity included offsetting swings in accounts payable and accrued expenses and other liabilities, with a net impact of cash used of $6.5 million in the current year period compared to cash used of $10.4 million in the prior year period.
- Net cash used in investing activities was $1.4 million for the three month period ending March 31, 2015 compared to $2.1 million of cash used for the same prior year period. Cash used by investing activities for the prior year period was primarily due to purchases of property and equipment.
- Net cash provided by financing activities increased to $45.6 million for the three month period ending March 31, 2015 from $26.1 million for the same period in the prior year. The change was primarily a result of borrowings from notes payable.

As of March 31, 2015, our cash and cash equivalents balance was $106.6 million.

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 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 March 31, 2015, we had $42.2 million of cash deposits, the majority of which are non-refundable, pertaining to land option contracts and purchase contracts with an aggregate remaining purchase price of $392.6 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 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 March 31, 2015, we had $103.8 million of availability under our Credit Facility after considering the borrowing base provisions and outstanding letters of credit.

Inflation

Our operations 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.

Description of Projects and Communities under Development

The following table presents project information relating to each of our markets as of March 31, 2015 and includes information on current projects under development where we are building and selling homes.

Maracay

County, Project, City	Year of First Delivery(1)	Total Number of Lots(2)	Cumulative Homes Delivered as of March 31, 2015	Lots Owned as of March 31, 2015(3)	Backlog as of March 31, 2015(4)(5)	Homes Delivered for the Three Months Ended March 31, 2015	Sales Price Range (in thousands)(6)
Phoenix, Arizona							
Town of Buckeye:							
Verrado Tilden	2012	102	76	26	11	3	$239 - 304
Verrado Palisades	2015	63	3	60	9	3	$305 - 378
Verrado Victory	2015	98	-	98	10	-	$368 - 371
City of Chandler:							
Artesian Ranch	2013	90	37	53	8	7	$329 - 385
Vaquero Ranch	2013	74	43	31	13	5	$293 - 368
Maracay at Layton Lakes	2015	47	-	47	-	-	$459 - 499
Sendera Place	2015	6	-	6	5	-	$266 - 303
Town of Gilbert:							
Arch Crossing at Bridges of Gilbert	2014	67	29	38	10	8	$275 - 335
Trestle Place at Bridges of Gilbert	2014	63	34	29	15	6	$331 - 411
Warner Groves B - 5500's	2016	66	-	66	-	-	$355 - 424
City of Goodyear:							
Calderra at Palm Valley	2013	73	60	13	12	4	$275 - 352
Los Vientos at Palm Valley	2013	57	56	1	-	4	$331 - 355
City of Mesa:							
Kinetic Point at Eastmark	2013	80	36	44	12	7	$260 - 340
Lumiere Garden at Eastmark	2013	85	40	45	9	5	$313 - 383

Town of Peoria:							
The Reserve at Plaza del Rio	2013	162	57	105	12	7	$208 - 250
Maracay at Northlands	2014	28	11	17	10	3	$312 - 393
Town of Queen Creek:							
Montelena	2012	59	53	6	3	1	$375 - 447
The Preserve at Hastings Farms	2014	89	19	70	15	4	$278 - 362
Villagio	2013	135	66	69	10	6	$275 - 333
Phoenix, Arizona Total		1,444	620	824	164	73	
Tucson, Arizona							
Marana:							
Tortolita Vistas	2014	31	13	18	5	4	$449 - 506
Oro Valley:							
Rancho Vistoso	2016	343	-	343	-	-	$231 - 456
Tucson:							
Deseo at Sabino Canyon	2014	39	25	14	3	3	$419 - 505
Rancho del Cobre	2014	68	18	50	9	5	$394 - 465
Tucson, Arizona Total		481	56	425	17	12	
Arizona Total		1,925	676	1,249	181	85	
Maracay Total		1,925	676	1,249	181	85	

Pardee

County, Project	Year of First Delivery(1)	Total Number of Lots(2)	Cumulative Homes Delivered as of March 31, 2015	Lots Owned as of March 31, 2015(3)	Backlog as of March 31, 2015(4)(5)	Homes Delivered for the Three Months Ended March 31, 2015	Sales Price Range (in thousands)(6)
California							
San Diego County:							
Alta Del Mar Homes	2013	117	45	72	30	7	$1,800 - $2,300
Sorrento Heights Prestige Collection	2014	20	20	-	-	2	$890 - $950
Watermark	2013	160	76	84	37	13	$1,155 - $1,300
Canterra	2015	89	-	89	-	-	$720 - $740
Casabella	2015	122	-	122	-	-	$825 - $855
Verana	2015	78	-	78	5	-	$975 - $1,040
Pacific Highlands Ranch Future	TBD	963	-	963	-	-	TBD
Olive Hill Estate	2015	37	-	37	-	-	$638 - $750
Castlerock	TBD	415	-	415	-	-	$473 - $708
Meadowood	TBD	844	-	844	-	-	$290 - $590
Sea View Terrace	2015	40	12	28	23	11	$308 - $340
Parkview Condos	2016	73	-	73	-	-	$345 - $370
Ocean View HillsFuture	TBD	1,020	-	1,020	-	-	TBD
South Otay Mesa	TBD	893	-	893	-	-	$185 - $530
Alta Del Mar Custom Lots	2013	29	23	6	-	-	$895 - $1,950
Los Angeles County:							
LivingSmart at Fair Oaks Ranch	2011	124	124	-	-	1	$483 - $509
Golden Valley	TBD	498	-	498	-	-	$499 - $807
Skyline Ranch	TBD	1,260	-	1,260	-	-	$510 - $640
Ventura County:							
LivingSmart at Moorpark Highlands, Moorpark	2013	133	98	35	23	14	$587 - $616
Riverside County:							
Hillside	2012	182	182	-	-	2	$284 - $301
Meadow Ridge	2013	142	66	76	19	10	$340 - $440
Amberleaf	2014	131	31	100	18	10	$295 - $338
Meadow Glen	2014	140	50	90	18	8	$321 - $380
Summerfield	2015	85	-	85	1	-	$283 - $304
Canyon Hills Future	TBD	581	-	581	-	-	TBD

Christensen	2016	74	-	74	-	-	$338 - $437
LivingSmart Tournament Hills	2010	235	234	1	-	1	$261 - $334
Lakeside	2012	167	162	5	3	14	$260 - $282
Tournament Hills Future	TBD	268	-	268	-	-	TBD
LivingSmart Sundance	2013	152	112	40	21	2	$280 - $332
LivingSmart Estrella	2013	127	127	-	-	6	$214 - $237
Woodmont	2014	84	24	60	19	13	$307 - $371
Cielo	2015	92	-	92	36	-	$220 - $242
Northstar	2015	80	-	80	-	-	$270 - $310
Skycrest	2015	82	-	82	-	-	$311 - $350
Sundance Future	TBD	1,689	-	1,689	-	-	TBD
Banning	TBD	4,318	-	4,318	-	-	$167 - $250
Sacramento County:							
Natomas	TBD	120	-	120	-	-	TBD
San Joaquin County:							
Bear Creek	TBD	1,252	-	1,252	-	-	TBD
California Total		16,916	1,386	15,530	253	114	

Nevada							
Clark County:							
LivingSmart at Eldorado Ridge	2012	179	131	48	12	8	$255- $306
LivingSmart at Eldorado Heights	2013	133	95	38	8	9	$302 - $392
LivingSmart Sandstone	2013	145	52	93	12	9	$216 - $246
Ridgeview	2015	4	-	4	-	-	$227 - $283
North Peak	2015	150	-	150	-	-	$255 - $306
Castle Rock	2015	150	-	150	-	-	$302 - $392
Eldorado Future	TBD	145	-	145	-	-	TBD
Horizon Terrace	2014	165	29	136	15	1	$400- $455
Solano	2014	132	14	118	12	9	$289 - $312
Alterra	2014	106	4	102	15	4	$438 - $505
Bella Verdi	2015	106	-	106	-	-	$375 - $420
Milennial	TBD	2	-	2	-	-	TBD
Escala	2016	78	-	78	-	-	$545 - $591
POD 5-1 Future	TBD	215	-	215	-	-	TBD
Durango Ranch	2012	153	114	39	15	5	$460 - $536
Durango Trail	2014	77	45	32	9	4	$373 - $399
Meridian	2016	78	-	44	-	-	$455 - $530
LivingSmart at Providence	2012	106	106	-	-	1	$260 - $323
Encanto	2015	129	-	129	-	-	$406 - $468
Summerglen	2014	140	36	104	7	4	$292 - $298
Nevada Total		2,393	626	1,733	105	54	
Pardee Total		19,309	2,012	17,263	358	168	

Quadrant

County, Project, City	Year of First Delivery(1)	Total Number of Lots(2)	Cumulative Homes Delivered as of March 31, 2015	Lots Owned as of March 31, 2015(3)	Backlog as of March 31, 2015(4)(5)	Homes Delivered for the Three Months Ended March 31, 2015	Sales Price Range (in thousands)(6)
Washington							
Skagit County:							
Skagit Highlands, Mt Vernon	2005	423	368	55	22	8	$223 - $316
Skagit Pod D, Mt Vernon	2015	11	-	11	-	-	$287 - $307
Skagit Surplus Pod E, Mt Vernon	TBD	-	-	4	-	-	TBD
Snohomish County:							
Sonterra, Lake Stevens	2013	44	43	1	1	1	$362
Kings Corner 1&2, Mill Creek	2014	116	55	61	19	11	$435- $500
Filbert Glen, Bothell	2015	16	-	16	10	-	$580 - $615
King's Corner 3, Mill Creek	2016	29	-	29	-	-	$306 - $370
King County:							
Evoke at the Willows, Kirkland	2014	7	5	2	2	5	$910 - $925
Evoke at Pine Lake, Sammamish	2013	13	13	-	-	2	N/A
Beclan Place, Renton	2013	30	30	-	-	3	N/A
Wynstone East, Federal Way	2013	57	56	1	1	7	$348
Woodland, Woodinville	2014	23	20	3	3	11	$571 - $576
Garrison Glen, Kent	2014	30	10	20	16	5	$374 - $405
Sonata Hill, Auburn	2014	71	12	59	12	5	$332 - $420
Ibrahim, Issaquah	2015	2	1	1	1	1	$1050
The Gardens at Eastlake, Sammamish	2015	8	-	8	-	-	$810 - $900
Heathers Ridge, Kirkland	2015	41	-	41	-	-	$590 - $870
Hedgewood, Redmond	2015	11	-	11	-	-	$650 - $757
Grasslawn Estates, Redmond	2015	4	-	4	-	-	$930 - $985
Vintner's Place, Kirkland	2016	35	-	35	-	-	$610- $780
English Landing, Redmond	2016	15	-	15	-	-	$730 - $810
Trailside, Redmond	2016	9	-	9	-	-	$686 - $735
Copperwood, Renton	2016	46	-	46	-	-	$520 - $626
Parkwood Terrace, Woodinville	2016	15	-	6	-	-	$629 - $694
Cedar Landing, North Bend	2017	111	-	13	-	-	$500 - $650
	TBD	-	-	17	-	-	TBD

35th Avenue Townhomes, Seattle							
42nd Avenue Townhomes, Seattle	TBD	-	-	40	-	-	TBD
Pearl & Delores, Seattle	TBD	-	-	12	-	-	TBD
Wynstone, Federal Way	TBD	-	-	4	-	-	TBD
Pierce County:							
Highlands Ridge, Puyallup	2012	46	46	-	-	1	N/A
Harbor Hill, Gig Harbor	2014	40	17	23	15	6	$365- $439
Chambers Ridge, Tacoma	2014	24	3	21	11	2	$480 - $525
Tehaleh, Bonney Lake	2013	85	61	24	16	6	$290 - $350
Harbor Hill N2, Gig Harbor	2015	33	-	33	-	-	$530 - $590
Thurston County:							
Campus Fairways, Lacey	2015	79	-	39	8	-	$365 - $425
Kitsap County:							
McCormick Meadows, Poulsbo	2012	167	82	85	16	7	$271 - $348
Vinlande Pointe, Poulsbo	2013	90	46	44	17	11	$328 - $367
Mountain Aire, Poulsbo	2016	145	-	145	-	-	$310 - $373
Closed Communities	N/A	-	-	-	-	1	N/A
Washington Total		1,876	868	938	170	93	
Quadrant Total		1,876	868	938	170	93	

Trendmaker

County, Project, City	Year of First Delivery[1]	Total Number of Lots[2]	Cumulative Homes Delivered as of March 31, 2015	Lots Owned as of March 31, 2015[3]	Backlog as of March 31, 2015[4][5]	Homes Delivered for the Three Months Ended March 31, 2015	Sales Price Range (in thousands)[6]
Texas							
Brazoria County:							
Sedona Lakes, Pearland	2014	22	6	16	5	3	$452 - $506
Southern Trails, Pearland	2014	34	21	13	8	7	$490 - $609
Fort Bend County:							
Cross Creek Ranch 60', Fulshear	2013	56	40	16	5	6	$379 - $447
Cross Creek Ranch 65', Fulshear	2013	46	23	23	3	3	$427 - $483
Cross Creek Ranch 70', Fulshear	2013	74	36	38	3	1	$497 - $567
Cross Creek Ranch 80', Fulshear	2013	91	54	37	5	3	$536 - $662
Cross Creek Ranch 90', Fulshear	2013	34	20	14	2	5	$627 - $755
Villas at Cross Creek Ranch, Fulshear	2013	108	78	30	9	9	$454 - $496
Cinco Ranch, Katy	2012	93	67	26	11	5	$357 - $414
Sienna Plantation, Missouri City	2013	62	36	26	8	4	$542 - $719
Lakes of Bella Terra, Richmond	2013	109	72	37	4	9	$465 - $569
Villas at Aliana, Richmond	2013	65	42	23	5	5	$435 - $501
Riverstone 55', Sugar Land	2013	81	49	32	5	1	$397 - $460
Riverstone 80' & 100', Sugar Land	2013	5	-	5	-	-	$990 - $1,051
The Townhomes at Imperial Sugar, Sugar Land	2015	27	3	24	4	3	$384 - $530
Galveston County:							
Harborwalk, Hitchcock	2014	9	3	6	4	1	$567 - $620
Harris County:							
Fairfield, Cypress	2010	62	29	33	10	5	$469 - $568
Lakes of Fairhaven, Cypress	2008	241	215	26	19	6	$410 - $658
Towne Lake Living Views, Cypress	2013	45	19	26	6	4	$443 - $538
Calumet Townhomes, Houston	2015	4	-	4	1	-	$634
The Groves, Humble	2015	6	-	12	6	-	$446 - $497
Clear Lake, Houston	2015	188	-	188	21	-	$493 - $683
Montgomery County:							
Barton Woods, Conroe	2013	75	40	35	5	5	$401 - $601
Villas at Oakhurst, Porter	2013	56	36	20	8	3	$372 - $412
Woodtrace, Woodtrace	2014	25	3	22	1	2	$485 - $536
Bender's Landing Estates, Spring	2014	107	8	99	3	4	$478 - $629

Other:							
Avanti Custom Homes	2007	122	96	26	28	6	\$421 - \$623
Texas Casual Cottages - Round Top	2010	78	66	12	26	4	\$200 - \$443
Texas Casual Cottages - Hill Country	2012	45	37	8	10	1	\$209 - \$463
Closed Communities:							
Riverstone 80'	2013	50	34	19	17	3	\$559 - \$710
Texas Total		2,020	1,133	896	242	108	
Trendmaker Total		2,020	1,133	896	242	108	

TRI Pointe

County, Project, City	Year of First Delivery[1]	Total Number of Lots[2]	Cumulative Homes Delivered as of March 31, 2015	Lots Owned as of March 31, 2015[3]	Backlog as of March 31, 2015[4][5]	Homes Delivered for the Three Months Ended March 31, 2015	Sales Price Range (in thousands)[6]
Southern California							
Orange County:							
Rancho Mission Viejo	2013	105	84	21	19	3	$669 - $715
Truewind, Huntington Beach	2014	49	15	34	15	6	$1,015 - $1,140
Arcadia, Irvine	2013	61	46	-	-	1	$1,162 - $1,420
Arcadia II, Irvine	2014	66	17	9	11	6	$1,162 - $1,232
Fairwind, Huntington Beach	2015	80	-	80	31	-	$855 - $955
Cariz, Irvine	2014	112	31	81	33	12	$457 - $600
Messina, Irvine	2014	59	17	13	6	9	$1,515 - $1,630
Aria, Rancho Mission Viejo	2016	87	-	87	-	-	$645 - $680
Auberine, Rancho Mission Viejo	2016	66	-	66	-	-	$995 - $1,105
San Diego County:							
Altana, San Diego	2013	45	45	-	-	1	$630 - $728
Riverside County:							
Topazridge, Riverside	2012	68	63	5	-	-	$464 - $530
Topazridge II, Riverside	2014	49	24	25	5	1	$464 - $525
Alegre, Temecula	2014	96	34	62	17	15	$281 - $312
Aldea, Temecula	2014	90	29	61	11	6	$260 - $290
Kite Ridge, Riverside	2015	87	-	87	5	-	$445 - $470
Sycamore Creek PA 7, Riverside	2015	87	-	87	-	-	$383 - $400
Terrassa Cluster, Corona	2015	94	-	94	-	-	$435 - $485
Terrassa, Corona	2015	52	-	52	-	-	$495 - $545
Los Angeles County:							
Avenswood, Azusa	2013	66	65	1	1	11	$673 - $738
Woodson, Playa Vista	2014	66	46	20	20	6	$1,260 - $1,370
Grayson, Santa Clarita	2015	119	-	119	-	-	$510 - $540
San Bernardino County:							
Sedona at Parkside, Ontario	2015	152	-	152	-	-	$379 - $425
Kensington at Park Place, Ontario	2015	67	-	67	4	-	$526 - $557
St. James at Park Place, Ontario	2015	57	-	57	3	-	$453 - $484
Ventura County:							
The Westerlies, Oxnard	2015	116	-	116	-	-	$326 - $499
Southern California Total		1,996	516	1,396	181	77	

Northern California							
Contra Costa County:							
Berkshire at Barrington, Brentwood	2014	89	25	64	13	8	$618 -$918
Hawthorne at Barrington, Brentwood	2014	105	24	81	12	5	$515 - $575
Marquette at Barrington, Brentwood	2015	90	-	90	4	-	$475 - $675
Wynstone at Barrington, Brentwood	2016	92	-	92	-	-	$450 - $525
Penrose at Barrington, Brentwood	2016	34	-	34	-	-	$483 - $515
Santa Clara County:							
Avellino, Mountain View	2013	63	55	8	8	-	$1,205 - $1,498
Cobblestone, Milpitas	2015	32	-	32	5	-	$835 - $995
San Mateo County:							
Canterbury, San Mateo	2014	76	42	34	30	16	$940 - $1,230
Solano County:							
Redstone, Vacaville	2015	141	-	141	9	-	$435 - $510
San Joaquin County:							
Ventana, Tracy	2015	93	-	93	8	-	$435 - $535
Hansen Village, Mountain House	2015	113	-	113	-	-	$534 - $582
Alameda County:							
Cadence, Alameda Landing	2015	91	-	67	19	-	$880 - $1,050
Linear, Alameda Landing	2015	108	-	74	26	-	$565 - $800
Symmetry, Alameda Landing	2016	56	-	56	-	-	$700 - $785
Parasol, Fremont	2016	39	-	39	-	-	$550 - $785
Blackstone at the Cannery, Hayward	2016	105	-	105	-	-	$495 - $565
Blackstone at the Cannery, Hayward	2016	52	-	52	-	-	$610 - $660
Northern California Total		1,379	146	1,175	134	29	
California Total		3,375	662	2,571	315	106	

Colorado							
Douglas County:							
Terrain 4000 Series, Castle Rock	2013	149	68	81	27	12	$313 - $366
Terrain 3500 Series, Castle Rock	2015	67	5	62	22	5	$292 - $315
Jefferson County:							
Leyden Rock 4000 Series, Arvada	2014	51	14	37	21	9	$375 - $430
Leyden Rock 5000 Series, Arvada	2015	67	-	67	28	-	$432 - $492
Candelas, Arvada	2015	76	-	76	5	-	$560 - $619
Denver County:							
Platt Park North, Denver	2014	29	11	18	11	7	$611 - $615
Larimer County:							
Centerra 5000 Series, Loveland	2015	150	-	40	11	-	$388 - $419
Arapahoe County:							
Whispering Pines, Aurora	2015	115	-	115	-	-	$518 - $588
Colorado Total		704	98	496	125	33	
TRI Pointe Total		4,079	760	3,067	440	139	

Winchester

County, Project, City	Year of First Delivery[1]	Total Number of Lots[2]	Cumulative Homes Delivered as of March 31, 2015	Lots Owned as of March 31, 2015[3]	Backlog as of March 31, 2015[4][5]	Homes Delivered for the Three Months Ended March 31, 2015	Sales Price Range (in thousands)[6]
Maryland							
Anne Arundel County:							
Hawthornes Grant, Arnold	2014	15	14	1	1	2	N/A
Hawthornes Grant Lots For Sale	N/A			35			N/A
Watson's Glen, Millersville							
Watson's Glen I	2015	48	—	48	—	—	\$365 - \$399
Watson's Glen II	2015	55	—	55	—	—	\$411-\$426
Frederick County:							
Landsdale, Monrovia							
Landsdale Village Singles	2015	125	—	125	6	—	\$465 - \$570
Landsdale Lifestyle Singles	2015	97	—	97	—	—	\$535 - \$635
Landsdale Everson Townhomes	2015	100	—	100	—	—	\$350 - \$375
Landsdale TND Neo Everson SFD	2015	77	—	77	—	-	\$465 - \$595
Howard County:							
Walnut Creek, Ellicott City	2014	15	12	3	5	3	\$990 - \$1,293
Montgomery County:							
Cabin Branch, Clarksburg							
Cabin Branch SFD	2014	252	14	238	9	5	\$480 - \$719
Cabin Branch Boulevard Townhomes	2016	61	-	61	-	-	TBD
Cabin Branch Everson SFD	2014	107	12	95	3	5	\$480 - \$515
Cabin Branch Everson Townhomes	2014	567	28	539	7	7	\$360 - \$450
Preserve at Stoney Spring-Lots for Sale	N/A	-	-	7	-	-	NA
Preserve at Rock Creek, Rockville	2012	68	46	22	14	-	\$685 - \$964
Poplar Run, Silver Spring							
Poplar Run Everson Townhomes	2013	136	69	67	2	-	\$400 - \$490
Poplar Run Lifestyle	2010	195	102	93	14	4	\$570 - \$715
Poplar Run Lots for Sale	N/A	-		29	-	-	NA
Poplar Run Village	2010	170	72	98	4	5	\$560 - \$665

Potomac Highlands	2016	23	-	23	-	-	TBD
Glenmont	2016	89	-	89	-	-	TBD
Maryland Total		2,200	369	1,902	65	31	
Virginia							
Chesterfield County:							
Founders Bridge, Midlothian	2014	3	2	1	1	2	Sold Out
Fairfax County:							
Reserve at Waples Mill, Oakton	2013	28	17	11	6	-	$1,243 - $1,530
Stuart Mill & Timber Lake, Oakton	2014	19	3	16	2	1	$1,363 - $1,650
Henrico County:							
Stable Hill, Glen Allen	2013	49	38	11	9	2	$484 - $535
Prince William County:							
Villages of Piedmont	2015	168	-	168	2	-	$376 - $435
Loudoun County:							
Willowsford Greens, Aldie	2014	38	11	27	11	2	$750 - $810
Brambleton, Ashburn							
English Manor Towns	2014	28	9	19	4	2	$490 - $530
Glenmere at Brambleton SFD	2014	48	30	18	23	8	$580 - $693
Glenmere at Brambleton Townhomes	2014	58	41	17	11	13	$453 - $457
West Park at Brambleton	2013	45	39	6	6	4	$720 - $811
One Loudoun, Ashburn							
One Loudoun Chicago Series	2012	43	42	1	1	1	$675 - $680
One Loudoun Brooklyn Series	2014	31	18	13	5	4	$680 - $710
One Loudoun Manhattan Series	2013	30	30	-	6	3	$690
Vistas at Lansdowne, Lansdowne	2015	120	-	120	11	-	$569 - $598
Willowsford Grant, Leesburg	2013	36	29	7	4	2	$855 - $915
Virginia Total		744	309	435	102	44	
Winchester Total		2,944	678	2,337	167	75	
Combined Company Total		32,153	6,127	25,750	1,558	668	

(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 March 31, 2015 include owned lots in backlog as of March 31, 2015.
(4) Backlog consists of homes under sales contracts that had not yet been delivered, and there can be no assurance that delivery of sold homes will occur.
(5) Of the total homes subject to pending sales contracts that have not been delivered as of March 31, 2015, 933 homes are under construction, 210 homes have completed construction, and 415 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.

Critical Accounting Policies

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

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

See Note 18 to the accompanying condensed notes to unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

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 months ended March 31, 2015. 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 Quarterly Report on 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.

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. See Note 15, Commitments and Contingencies, of the condensed notes to the unaudited financial statements included in Part I, Item 1 of this Quarterly Report on Form 10 Q. We do not believe that any of such claims and actions are material to our financial statements.

Item 1A. Risk Factors
The following supplements and updates the risk factors in Part I, Item 1A "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2014. If any of the risks discussed below or in our Annual Report on Form 10-K occur, our business, prospects, liquidity, financial condition and results of operations could be materially and adversely affected, in which case the trading price of our common stock could decline significantly and you could lose all or a part of your investment. Some statements in this Quarterly Report on Form 10-Q, including statements in the following risk factors, constitute forward-looking statements. Please refer to Part I, Item 2 of this Quarterly Report on Form 10-Q entitled "Cautionary Note Concerning Forward-Looking Statements."

Risks Related to Our Business

Adverse weather and natural disasters may increase costs, cause project delays and reduce consumer demand for housing.

As a homebuilder and land developer, we are subject to the risks associated with numerous weather-related events and natural disasters that are beyond our control. These weather-related events and natural disasters include, but are not limited to, droughts, floods, wildfires, landslides, soil subsidence, hurricanes, tornadoes and earthquakes. The occurrence of any of these events could damage our land and projects, cause delays in, or prevent, completion of our projects, reduce consumer demand for housing, and cause shortages and price increases in labor or raw materials, any of which could materially and adversely affect our sales and profitability. We have substantial operations in Southern and Northern California that have historically experienced significant earthquake activity and seasonal wildfires. Our markets in Colorado have also experienced seasonal wildfires, floods and soil subsidence. In addition, our Washington market has historically experienced significant earthquake, volcanic and seismic activity and our Texas market occasionally experiences extreme weather conditions such as tornadoes and hurricanes.

In addition to directly damaging our land or projects, earthquakes, hurricanes, tornadoes, volcanoes, floods, wildfires or other natural events could damage roads and highways providing access to those assets or affect the desirability of our land or projects, thereby materially and adversely affecting our ability to market homes or sell land in those areas and possibly increasing the cost to complete construction of our homes.

There are some risks of loss for which we may be unable to purchase insurance coverage. For example, losses associated with landslides, earthquakes and other geologic events may not be insurable and other losses, such as those arising from terrorism, may not be economically insurable. A sizeable uninsured loss could materially and adversely affect our business, liquidity, financial condition and results of operations.

Continuing drought conditions in California and other areas in which we operate may negatively impact the economy, increase the risk of wildfires, cause us to incur additional costs, and delay or prevent new home deliveries.

Certain of the areas in which we operate, particularly in California, have experienced drought conditions from time to time. Continuing drought conditions could negatively impact the economy and environment as well as increase greatly the risk of wildfires.

Last year, the Governor of California proclaimed a Drought State of Emergency warning that drought conditions may place drinking water supplies at risk in many California communities. In April 2015, the Governor issued an executive order that, among other things, directs the State Water Resources Control Board to implement mandatory water reductions in cities and towns across California to reduce water usage by 25 percent and to prohibit irrigation with potable water outside newly constructed homes that is not delivered by drip or micro-spray systems. The Governor's order also calls on local water agencies to adjust their rate structures to implement conservation pricing, directs the Department of Water Resources to update the Model Water Efficient Landscape Ordinance, and directs the California Energy Commission to adopt emergency regulations establishing standards to improve the efficiency of water appliances such as toilets and faucets. These and other measures that are instituted to respond to drought conditions could cause us to incur additional costs. In addition, new home deliveries in some areas may be delayed or prevented due to the unavailability of water, even when we have obtained water rights for those projects.

Utility shortages or price increases could have an adverse impact on operations.

Certain of the markets in which we operate, including California, have experienced power shortages, including mandatory periods without electrical power, as well as significant increases in utility costs. Reduced water supplies as a result of drought conditions may negatively affect electric power generation. Additionally, municipalities may restrict or place moratoriums on the availability of utilities, such as water and sewer taps. We may incur additional costs and may not be able to complete construction on a timely basis if such utility shortages, restrictions, moratoriums and rate increases continue. In addition, these utility issues may adversely affect the local economies in which we operate, which may reduce demand for housing in those markets. Our results of operations may be materially and adversely impacted if further utility shortages, restrictions, moratoriums or rate increases occur in our markets.

Item 6. Exhibits

Exhibit Number	Exhibit Description
2.1	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. (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q (filed Aug. 13, 2013))
3.3	Amendment to Amended and Restated Bylaws of TRI Pointe Homes, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (filed August 6, 2014)
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 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))
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* Form of Performance-Based Cash Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed March 11, 2015))

10.2* Form of Performance-Based Restricted Stock Unit Award Agreement (total shareholder return) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed March 11, 2015))

10.3* Form of Performance-Based Restricted Stock Unit Award Agreement (earnings per share) (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (filed March 11, 2015))

10.4* Form of Performance-Based Restricted Stock Unit Award Agreement (stock price) (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K (filed March 11, 2015))

10.5* Summary Description of Changes in Executive Officer Compensation

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 March 31, 2015, 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.

* Management Contract or Compensatory Plan or Arrangement

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: May 8, 2015