TRI Pointe Homes, Inc.
Form 10-K
February 27, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2013

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	**27-3201111**
(State or other Jurisdiction of Incorporation)	**(I.R.S. Employer Identification No.)**

19520 Jamboree Road, Suite 200

Irvine, California 92612

(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock, par value $0.01 per share	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

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

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 x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

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 x (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 Act). Yes ¨ No x

The aggregate market value of the registrant s common stock held by non-affiliates of the registrant on June 28, 2013, based on the closing price of $16.58 as reported by the New York Stock Exchange, was $259,997,000.

31,613,163 shares of common stock were issued and outstanding as of February 21, 2014.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions from the registrant s Proxy Statement relating to its 2014 Annual Meeting of Stockholders are incorporated by reference into Part III, Items 10, 11, 12, 13 and 14.

Portions from the registrant s Registration Statement on Form S-4 (Reg. No. 333-193248) are incorporated by reference into Part I, Items 1, 1A and Part II, Item 7.

ANNUAL REPORT ON FORM 10-K

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K 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 annual report on Form 10-K. There is no guarantee that any of the events anticipated by the forward-looking statements in this annual report on Form 10-K 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 annual report on Form 10-K, 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 t uncertainty of future events or outcomes, including, without limitation, the WRECO Transactions described below in Part 1, Item 1 of this annual report on Form 10-K. 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;
- 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, 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 satisfaction of the conditions to the consummation of the proposed merger and other risks relates to the consummation of the WRECO Transactions and the actions related thereto;

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

TRI Pointe s ability to complete the WRECO Transactions on the anticipated terms and schedule, including the ability to obtain required stockholder and regulatory approvals;

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.

PART I

Item 1. Business

As used in this annual report on Form 10-K, unless the context otherwise requires or indicates, references to the Company, our company, we, our and us (1) for periods from and after September 24, 2010 and prior to January 30, 2013, refer to TRI Pointe Homes, LLC and, unless the context otherwise requires, its subsidiaries and affiliates, which we sometimes refer to as TPH LLC, and (2) following the completion of our formation transactions, refer to TRI Pointe Homes, Inc. and its subsidiaries and affiliates; references to the Starwood Fund refer to VII/TPC Holdings, L.L.C., a private equity fund managed by an affiliate of Starwood Capital Group; and references to Starwood Capital Group refer to Starwood Capital Group Global, L.P., its predecessors and owned affiliates. On January 30, 2013, TRI Pointe Homes, LLC converted into a Delaware corporation and renamed TRI Pointe Homes, Inc.in connection with its initial public offering.

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes thereto contained elsewhere in this annual report on Form 10-K. Unless otherwise indicated, the following discussion describes our business as presently being conducted. We expect that consummation of the proposed WRECO Transactions will significantly affect our business and operations. See the discussion in the section entitled WRECO Transactions below.

Our Company

We are currently engaged in the design, construction and sale of innovative single-family homes in major metropolitan areas located throughout California and Colorado. Our company was founded in April 2009, towards the end of an unprecedented downturn in the national homebuilding industry, by our current management team with over a century of collective industry experience. Since our formation, we have grown from our three founders (Messrs. Bauer, Mitchell and Grubbs) to over 145 employees.

As a next-generation regional homebuilder, we are focused on taking advantage of opportunities in select geographic markets. Our growth strategy generally has been to capitalize on high demand in selected core markets with favorable population and employment growth as a result of proximity to job centers or primary transportation corridors. As of December 31, 2013, our operations consisted of 27 communities, ten of which are actively selling, containing 2,282 lots under various stages of development in California and Colorado.

Our company was founded by the members of our management team, who have worked together for over 20 years. They have firmly established our company s core values of quality, integrity and excellence, which are the driving forces behind our innovative designs and strong customer commitment. Given our regional focus, our management team employs a disciplined, hands-on approach, leveraging strong local market relationships and established reputation to source acquisitions, achieve land entitlements (which provide basic development rights to the owner) and deliver quality homes on budget and on schedule.

Since our formation, we have sold over 950 homes (including fee building projects), a number of which are located in prestigious master planned communities in California, and we have forged relationships with several leading national land developers. Our construction expertise across an extensive product offering allows us flexibility to pursue a wide array of land acquisition opportunities and appeal to a broad range of potential homebuyers, including entry-level, first time move-up and move-up homes. As a result, we build across a variety of base sales price points, ranging from approximately $300,000 to $1.5 million, and home sizes, ranging from approximately 1,200 to 4,300 square feet. Cutting edge product development as well as exemplary customer service are key components of the lifestyle connection we seek to establish with each individual homebuyer. Additionally, we believe our diversified product strategy enables us to adapt quickly to changing market conditions and to optimize returns while strategically reducing portfolio risk.

Our home sales revenue has grown rapidly from $13.5 million in 2011 to $247.1 million for the year ended December 31, 2013. As of December 31, 2013, we owned 2,282 lots and controlled 1,184 lots that are under land option or purchase contracts, representing approximately two to three years of supply to support our current growth plan. Our land acquisition strategy has focused on the development of entitled parcels that we can complete within approximately 24 to 36 months from the start of sales in order to reduce development and market cycle risk while maintaining an inventory of owned and controlled lots sufficient for construction of homes over a two to three-year period. We continually evaluate new communities and have an attractive pipeline of land acquisition opportunities.

Net new home orders for our owned projects for the years ended December 31, 2013, 2012 and 2011 were 477, 204, and 42 respectively. For the year ended December 31, 2013, we delivered 396 homes from our owned projects for total home sales revenue of $247.1 million. For the year ended December 31, 2012, we delivered 144 homes from our owned projects for total home sales revenue of $77.5 million. For the year ended December 31, 2011, we delivered 36 homes from our owned projects for total home sales revenue of $13.5 million. The cancellation rates of buyers for our owned projects who contracted to buy a home but did not close escrow (as a percentage of overall orders) were approximately 10%, 16% and 13% during the years ended December 31, 2013, 2012 and 2011, respectively. The dollar amount of our backlog of homes sold but not closed for our owned projects as of December 31, 2013, 2012 and 2011 was approximately $111.6 million, $33.3 million and $3.4 million, respectively.

Refer to Part II, Item 6 Selected Financial Data and Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations of this annual report on Form 10-K for selected financial and operating data of the Company. These items should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report on Form 10-K.

WRECO Transactions

On November 4, 2013, the Company announced that it had entered into a Transaction Agreement with Weyerhaeuser Company, a Washington corporation (Weyerhaeuser), Weyerhaeuser Real Estate Company, a Washington corporation and an indirect wholly owned subsidiary of Weyerhaeuser (WRECO), and Topaz Acquisition, Inc., a Washington corporation and a wholly owned subsidiary of TRI Pointe (Merger Sub). Pursuant to the Transaction Agreement, Weyerhaeuser will distribute all the shares of common stock of WRECO (the WRECO Common Shares) to its shareholders (i) on a pro rata basis, (ii) in an exchange offer, or (iii) in a combination thereof (the Distribution). Weyerhaeuser will determine which approach it will take to consummate the Distribution prior to closing the transaction and no decision has been made at this time. Immediately following the Distribution, Merger Sub will merge with and into WRECO (the Merger), with WRECO surviving the Merger and becoming a wholly owned subsidiary of the Company. We expect to issue 129,700,000 shares of our common stock in the Merger, excluding shares to be issued for equity awards held by WRECO employees that are being assumed by us.

In order to complete the Merger and the related transactions, (i) WRECO will incur new indebtedness of approximately $800 million or more in the form of (a) debt securities, (b) senior unsecured bridge loans, or (c) a combination thereof (ii) WRECO will make a cash payment of approximately $739 million, subject to adjustment, to Weyerhaeuser NR Company, the current direct parent of WRECO and a subsidiary of Weyerhaeuser, which cash will be retained by Weyerhaeuser and its subsidiaries (other than WRECO and its subsidiaries); and (iii) Weyerhaeuser will cause 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 cause certain assets of WRECO that will be excluded from the transaction to be transferred to, and certain liabilities that will be excluded from the transaction to be assumed by, Weyerhaeuser and its subsidiaries (other than WRECO and its subsidiaries).

In this annual report on Form 10-K, we refer to the transactions contemplated in the Transaction Agreement and related documents as the WRECO Transactions . The foregoing description of the WRECO Transactions is not complete. We have filed a registration statement on Form S-4 (Reg. No. 333-193248) to register the shares to be issued in connection with the Merger. For additional information regarding the WRECO Transactions, you are encouraged to read the information included in the Registration Statement, which is incorporated by reference in this annual report on Form 10-K, as well as the sections of this 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.

Our Competitive Strengths

We believe the following strengths will provide us with a significant competitive advantage in implementing our business strategy:

Experienced and Proven Leadership

Douglas Bauer, our Chief Executive Officer, Thomas Mitchell, our President and Chief Operating Officer, and Michael Grubbs, our Chief Financial Officer, have worked together for over 20 years and have a successful track record of managing and growing a public homebuilding company. Their combined real estate industry experience includes land acquisition, financing, entitlement, development, construction, marketing and sales of single-family detached and attached homes in communities in a variety of markets. Prior to forming our company in 2009, Messrs. Bauer, Mitchell and Grubbs worked together for 17 years at William Lyon Homes from its formation in 1992, ultimately serving as its President and Chief Operating Officer, Executive Vice President and Senior Vice President and Chief Financial Officer, respectively. William Lyon Homes was formed with a nominal investment, and listed its shares on the New York Stock Exchange in 1999 until the company was taken private in 2006. During their tenure at William Lyon Homes, the company focused its operations in California, Arizona and Nevada. During its public operating period, the company delivered over 2,800 homes per year on average, generated revenues averaging over $1.0 billion per year and increased shareholders equity from $53 million to over $600 million. We believe that our management team s prior experience, extensive relationships and strong local reputation provide us with a competitive advantage in being able to secure projects, obtain entitlements, build quality homes and complete projects within budget and on schedule.

Focus on High Growth Core Markets

Our business is well-positioned to capitalize on the broader national housing market recovery. We are focused on the design, construction and sale of innovative single-family detached and attached homes in major metropolitan areas in California and Colorado. In Southern California, we principally operate in the counties of Los Angeles, Orange, Riverside-San Bernardino, and San Diego, and in Northern California, we principally operate in the counties of Alameda, Contra Costa, San Joaquin, San Mateo, Santa Clara and Solano. In Colorado, we principally operate in the counties of Denver, Douglas, and Jefferson. These markets are generally characterized by high job growth and increasing populations, creating strong demand for new housing, and we believe they represent attractive homebuilding markets with opportunities for long-term growth. Moreover, our management team has deep local market knowledge of the California and Colorado homebuilding and development industries. We believe this experience and strong relationships with local market participants enable us to efficiently source, entitle and close on land.

Attractive Land Positions to Support Future Growth

We believe that we have strong land positions strategically located within our core markets, all of which have been acquired since 2010. We select communities with convenient access to metropolitan areas that are generally characterized by diverse economic and employment bases and demographics that we believe will support long-term growth. Our California assets are well located along key transportation corridors in major job centers in our submarkets. Additionally, our projects in Colorado are conveniently located near employment centers in Denver, including the Denver Tech Center and the U.S. 36 Corridor, major employment centers in Denver, with a concentration of larger technology and communications companies and excellent schools.

Strong Operational Discipline and Controls

Our management team possesses significant operating expertise, including running a much larger public homebuilder. The perspective gained from that experience has helped shape the strict discipline and hands-on approach with which our company is managed. Our strict operating discipline including financial accountability at the project management level is a key part of our strategy to maximize returns while minimizing risk.

Our Relationship with Starwood Capital Group

The Starwood Fund owns 11,985,905 shares of our common stock, which represents 37.9% of our common stock as of February 21, 2014. The Starwood Fund is managed by an affiliate of Starwood Capital Group. We believe that our relationship with Starwood Capital Group, which has approximately $33 billion of real estate-related assets under management, gives us a strong competitive advantage, in particular by providing us with access to the personnel, relationships and the investing and operational expertise of Starwood Capital Group. Additionally, Barry Sternlicht, the Chairman and Chief Executive Officer of Starwood Capital Group, is also the chairman of our board. As a former Chairman and Chief Executive Officer of Starwood Hotels & Resorts Worldwide, Inc., a Fortune 500 company, and current Chairman and Chief Executive Officer of Starwood Property Trust, Inc., a commercial real estate finance company, Mr. Sternlicht brings a unique perspective on building a world class real estate operating business to the chairman position of our board. The Starwood Fund will have the right to designate two members of our board for as long as the Starwood Fund owns 25%

or more of our outstanding common stock (excluding shares of common stock that are subject to issuance upon the exercise or exchange of rights of conversion or any options, warrants or other rights to acquire shares) and one member for as long as it owns at least 10%. Messrs. Bauer, Mitchell and Grubbs will agree to vote all shares of our common stock that they own in favor of the Starwood Fund nominees in any election of directors for as long as the Starwood Fund owns at least 10%. Mr. Sternlicht is expected to continue as chairman of our board of directors and Mr. Chris Graham, a Senior Managing Director at Starwood Capital Group, is expected to be appointed a director at the consummation of the WRECO Transactions. For information concerning our board of directors after consummation of the WRECO Transactions, please see the section of the Registration Statement entitled Information on TRI Pointe Directors and Officers of TRI Pointe Before and After the Transactions. Following consummation of the Merger, Starwood Fund will have the right to designate one member of our board of directors for as long as it owns at least 5% of our outstanding common stock.

Through our relationship with Starwood Capital Group, our management team has drawn upon the deep real estate knowledge base of Starwood Capital Group s personnel and its established track record of investing in real estate operating companies. Starwood Capital Group has invested in most major classes of real estate, including residential land and communities, multi-family condominiums and apartments, office, industrial, retail, hotel, senior housing, mixed-use, health clubs, resorts and golf courses. Affiliates of Starwood Capital Group may make available to us for purchase, at market prices, certain of their owned residential land holdings.

No Legacy Issues

Given our recent formation in 2009 and that our current land inventory was accumulated following the Starwood Fund s investment in us in September 2010, we do not have distressed legacy assets or liabilities to manage, unlike many competitors that were affected by the unprecedented downturn in the real estate markets that resulted from the recession of 2008 2009. As a result, all of our real estate assets as well as those we have under option contracts or purchase contracts are located in markets that we targeted after the downturn commenced, whereas many of our competitors continue to own legacy properties in economically stagnant locations or land options either on undesirable properties or with unfavorable terms. The absence of legacy issues has also allowed us to hire experienced and talented real estate development personnel who became available during the downturn. We believe that our strong balance sheet and absence of legacy issues has enabled us to focus on future growth, as opposed to having resources diverted to manage troubled assets.

Our Business Strategy

Our business strategy is focused on the design, construction and sale of innovative single-family detached and attached homes in major metropolitan areas in California and Colorado. Our business strategy is driven by the following:

Acquire Attractive Land Positions While Reducing Risk

We believe that our reputation and extensive relationships with land sellers, master plan developers, financial institutions, brokers and other builders, as well as our relationship with Starwood Capital Group, will enable us to continue to acquire well-positioned land parcels in our target markets and provide us access to a greater number of acquisition opportunities. We believe our expertise in land development and planning enables us to create desirable communities that meet or exceed our target customer s expectations, while operating at competitive costs. We also believe that our strategy of holding an inventory of land that will provide us with a two to three year supply of developed lots and focusing on the development of entitled parcels that we can complete within approximately 24 to 36 months from the start of sales allows us to limit exposure to land development and market cycle risk while pursuing attractive returns on our capital. We also seek to minimize our exposure to land risk through disciplined management of entitlements, as well as the use of land options and other flexible land acquisition arrangements.

Increase Market Position in Growth Markets

We believe that there are significant opportunities to profitably expand in our existing and target markets, and we continually review our selection of markets based on both aggregate demographic information and our own operating results. We use the results of these reviews to re-allocate our investments to those markets where we believe we can maximize our profitability and return on capital over the next several years. While our primary growth strategy has focused on increasing our market position in our existing markets, we may, on an opportunistic basis, explore expansion into other markets through organic growth or acquisition. In addition, we believe that the WRECO Transactions will uniquely position us to build on our established momentum as a next-generation homebuilder, and expand our land holdings to capitalize on new growth opportunities in WRECO s current markets, including Arizona, Maryland, Nevada, Texas, Virginia, and Washington.

Provide Superior Design and Homeowner Experience and Service

We consider ourselves a progressive homebuilder driven by exemplary customer experience, cutting-edge product development and exceptional execution. Our core operating philosophy is to provide a positive, memorable experience to our homeowners through active engagement in the building process, tailoring our product to the buyer s lifestyle needs and enhancing communication, knowledge and satisfaction. We believe that the new generation of home buying families has different ideas about the kind of home buying experience it wants. As a result, our selling process focuses on the homes features, benefits, quality and design in addition to the traditional metrics of price and square footage. In addition, we devote significant resources to the research and design of our homes to better meet the needs of our buyers. Through our TRI-^{3}Green platform, we provide homes that we believe are earth-friendly, enhance homeowners comfort, promote a healthier lifestyle and deliver tangible operating cost savings versus less efficient resale homes. Collectively, we believe these steps enhance the selling process, lead to a more satisfied homeowner and increase the number of buyers referred to our communities.

Offer a Diverse Range of Products

We are a builder with a wide variety of product lines that enable us to meet the specific needs of each of our core markets, which we believe provides us with a balanced portfolio and an opportunity to increase market share. We have demonstrated expertise in effectively building homes across product offerings from entry-level through first-time and second-time move-up housing. We spend extensive time studying and designing our products through the use of architects, consultants and homeowner focus groups for all levels and price points in our target markets. We believe our diversified product strategy enables us to best serve a wide range of buyers, adapt quickly to changing market conditions and optimize performance and returns while strategically reducing portfolio risk. Within each of our core markets we determine the profile of buyers we hope to address and design neighborhoods and homes with the specific needs of those buyers in mind.

Focus on Efficient Cost Structure and Target Attractive Returns

We believe that our homebuilding platform, which currently carries no legacy assets or liabilities, and our focus on controlling costs position us well to generate attractive returns for our shareholders. Our experienced management team is vigilant in maintaining its focus on controlling costs. We competitively bid each phase of development while maintaining strong relationships with our trade partners by managing production schedules closely and paying our vendors on time.

We combine decentralized management in those aspects of our business where we believe detailed knowledge of local market conditions is critical (such as governmental processing, construction, land acquisition, land development and sales and marketing), with centralized management in those functions where we believe central control is required (such as approval of land acquisitions, financial, treasury, human resources and legal matters). We have also made significant investments in systems and infrastructure to operate our business efficiently and to support the planned future growth of our company as a result of executing our expansion strategy.

Utilize Prudent Leverage

Our ongoing financial strategy includes redeployment of cash flows from continuing operations and debt to provide us with the financial flexibility to access capital on the best terms available. In that regard, we expect to employ prudent levels of leverage to finance the acquisition and development of our lots and construction of our homes. As of December 31, 2013, we had approximately $270.6 million of aggregate loan commitments, of which $138.1 million was outstanding. At that date, our aggregate loan commitments consisted of $205 million of secured revolving credit facilities, which provide financing for several real estate projects, two project-specific revolving loans and several other loan agreements related to the acquisition and development of lots and the construction of model homes and homes for sale. For information concerning indebtedness to be incurred in connection with consummation of the WRECO Transactions, please see the section of the Registration Statement entitled Debt Financing and Part II, Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations of this annual report on Form 10-K.

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 December 31, 2013 and includes information on current projects under development where we are building and selling homes for our own account and current projects under development where we are active as a fee builder.

County, Project, City	Year of First Delivery[1]	Total Number of Homes[2]	Cumulative Homes Delivered as of December 31, 2013	Lots as of December 31, 2013[3]	Backlog as of December 31, 2013[4][5]	Homes Closed for the Year Ended December 31, 2013	Sales Price Range (in 000 s)[6]	
Owned Projects								
Southern California								
Los Angeles County:								
Los Arboles, Simi Valley	2012	43	43			19	$387	$422
Tamarind Lane, Azusa	2012	62	56	6		46	$490	$502
Tamarind Lane II, Azusa	2014	26		26	9		$490	$502
Avenswood, Azusa	2014	66		66	9		$640	$705
Woodson, Los Angeles	2014	66		66			$1,140	$1,250
Orange County:								
Brio, La Habra	2013	91	61	30	24	61	$520	$577
Rancho Mission Viejo	2013	105	17	88	26	17	$657	$719
Arcadia, Irvine	2013	61	13	25	17	13	$1,190	$1,420
Truewind, Huntington Beach	2014	49		49			$1,085	$1,210
Fairwind, Huntington Beach	2015	80		80			$910	$1,100
Riverside County:								
Topazridge, Riverside	2012	68	61	7	2	47	$433	$497
Topazridge II, Riverside	2014	49		49	2		$460	$535
Sagebluff, Riverside	2012	47	47			24	$362	$380
Alegre, Temecula	2014	96		96			$275	$300
Aldea, Temecula	2014	90		90			$265	$300
Sycamore Creek, Riverside	2014	87		87			$485	$505
San Bernardino County:								
Prado at Parkside, Ontario	2015	152		152			$369	$413
Park Place, Ontario	2015	124		124			$450	$567
San Diego County:								
Candera, San Marcos	2012	58	58			39	$310	$490
Altana, San Diego	2013	45	14	31	9	14	$630	$724
Southern California Total		**1,465**	**370**	**1,072**	**98**	**280**		
Northern California								
Alameda County:								
Alameda Landing	2015	255		141			$575	$1,054
Contra Costa County:								
Barrington, Brentwood	2014	410		410			$460	$600
San Joaquin County:								
Ventana, Tracy	2015	93		93			$450	$538
San Mateo County:								
Amelia, San Mateo	2013	63	34	29	20	34	$770	$1,125
Canterbury, San Mateo	2014	76		40			$795	$1,040
Santa Clara County:								
Chantrea, San Jose	2012	38	38					