DOWNEY FINANCIAL CORP
Form 10-Q
May 04, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

____

FORM 10-Q

(Mark One)

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

For the quarterly period ended **March 31, 2007**

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 **1-13578**

DOWNEY FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

Delaware	**33-0633413**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3501 Jamboree Road, Newport Beach, CA	**92660**
(Address of principal executive office)	(Zip Code)
Registrant s telephone number, including area code	**(949) 854-0300**

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant

was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes__X__ No___

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated file __X__ Accelerated filer ___ Non-accelerated filer ___

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

At March 31, 2007, 27,853,783 shares of the Registrant s Common Stock, $0.01 par value were outstanding.

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DOWNEY FINANCIAL CORP.

March 31, 2007 QUARTERLY REPORT ON FORM 10-Q

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DOWNEY FINANCIAL CORP. AND SUBSIDIARIES

Consolidated Balance Sheets

(Dollars in Thousands, Except Per Share Data)	*March 31, 2007*	*December 31, 2006*	*March 31, 2006*
Assets			
Cash	$ 157,084	$ 124,865	$ 168,822
Federal funds	-	1	-
Cash and cash equivalents	157,084	124,866	168,822
U.S. Treasury, government sponsored entities and other investment securities available for sale, at fair value	1,411,258	1,433,176	730,402
Loans held for sale, at lower of cost or fair value	267,862	363,215	561,511
Mortgage-backed securities available for sale, at fair value	117	251	271
Loans held for investment	13,002,795	13,868,227	15,912,318
Allowance for loan losses	(60,758)	(60,943)	(44,504)
Loans held for investment, net	12,942,037	13,807,284	15,867,814
Investments in real estate and joint ventures	61,663	59,843	49,182
Real estate acquired in settlement of loans	17,212	8,524	385
Premises and equipment	115,534	114,052	110,595
Federal Home Loan Bank stock, at cost	126,125	152,953	182,557
Mortgage servicing rights, net	20,689	21,196	20,165
Other assets	118,288	122,022	111,055
	$ 15,237,869	$ 16,207,382	$ 17,802,759
Liabilities and Stockholders Equity			
Deposits	$ 11,647,431	$ 11,784,869	$ 12,198,903
Securities sold under agreements to repurchase	546,870	469,971	-
Federal Home Loan Bank advances	1,298,197	2,140,785	3,825,811
Senior notes	198,305	198,260	198,129
Accounts payable and accrued liabilities	93,977	220,262	317,976
Deferred income taxes	13,626	-	17,301
Total liabilities	13,798,406	14,814,147	16,558,120
Stockholders equity			

Preferred stock, par value of $0.01 per share; authorized 5,000,000 shares;			
outstanding none	-	-	-
Common stock, par value of $0.01 per share; authorized 50,000,000 shares;			
issued 28,235,022 shares at March 31, 2007, December 31, 2006 and			
March 31, 2006; outstanding 27,853,783 shares at March 31, 2007,			
December 31, 2006 and March 31, 2006	282	282	282
Additional paid-in capital	93,792	93,792	93,792
Accumulated other comprehensive loss	(1,676)	(5,204)	(6,196)
Retained earnings	1,363,857	1,321,157	1,173,553
Treasury stock, at cost, 381,239 shares at March 31, 2007,			
December 31, 2006 and March 31, 2006	(16,792)	(16,792)	(16,792)
Total stockholders equity	1,439,463	1,393,235	1,244,639
	$ 15,237,869	$ 16,207,382	$ 17,802,759

See accompanying notes to consolidated financial statements.

DOWNEY FINANCIAL CORP. AND SUBSIDIARIES

Consolidated Statements of Income

(Dollars in Thousands, Except Per Share Data)	*Three Months Ended March 31,* 2007	2006
Interest income		
Loans	$ 252,172	$ 255,345
U.S. Treasury and government sponsored entities securities	19,174	7,336
Mortgage-backed securities	3	3
Other investment securities	2,471	2,279
Total interest income	273,820	264,963
Interest expense		
Deposits	113,575	91,835
Federal Home Loan Bank advances and other borrowings	31,830	43,914
Senior notes	3,301	3,298
Total interest expense	148,706	139,047
Net interest income	125,114	125,916
Provision for credit losses	617	10,057
Net interest income after provision for credit losses	124,497	115,859
Other income, net		
Loan and deposit related fees	8,836	8,558
Real estate and joint ventures held for investment, net	476	2,289
Secondary marketing activities:		
Loan servicing income (loss), net	(436)	189
Net gains on sales of loans and mortgage-backed securities	8,740	11,654
Other	72	520
Total other income, net	17,688	23,210
Operating expense		
Salaries and related costs	42,234	40,780
Premises and equipment costs	8,809	8,538
Advertising expense	1,191	1,242
Deposit insurance premiums and regulatory assessments	2,764	1,014

Professional fees	559	792
Other general and administrative expense	9,795	9,175
Total general and administrative expense	65,352	61,541
Net operation of real estate acquired in settlement of loans	291	(9)
Total operating expense	65,643	61,532
Income before income taxes	76,542	77,537
Income taxes	33,679	33,840
Net income	$ 42,863	$ 43,697
Per share information		
Basic	$ 1.54	$ 1.57
Diluted	$ 1.54	$ 1.57
Cash dividends declared and paid	$ 0.12	$ 0.10
Weighted average shares outstanding		
Basic	27,853,783	27,853,783
Diluted	27,884,030	27,883,221

See accompanying notes to consolidated financial statements.

DOWNEY FINANCIAL CORP. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

(In Thousands)	*Three Months Ended March 31,* 2007	2006
Net income	$ 42,863	$ 43,697
Other comprehensive income (loss), net of income taxes (benefits)		
Unrealized gains (losses) on securities available for sale:		
U.S. Treasury, government sponsored entities and other investment securities available for sale, at fair value	3,587	(1,367)
Mortgage-backed securities available for sale, at fair value	1	-
Reclassification of realized amounts included in net income	-	-
Unrealized gains (losses) on cash flow hedges:		
Net derivative instruments	154	503
Reclassification of realized amounts included in net income	(214)	76
Total other comprehensive income (loss), net of income taxes (benefits)	3,528	(788)
Comprehensive income	$ 46,391	$ 42,909

See accompanying notes to consolidated financial statements.

DOWNEY FINANCIAL CORP. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

	Three Months Ended March 31,	
(In Thousands)	*2007*	*2006*
Cash flows from operating activities		
Net income	$ 42,863	$ 43,697
Adjustments to reconcile net income to net cash used for operating activities:		
Depreciation	3,475	3,285
Amortization	30,523	26,076
Provision for losses on loans, loan-related commitments, investments in		
real estate and joint ventures, mortgage servicing rights,		
real estate acquired in settlement of loans, and other assets	692	10,018
Net gains on sales of loans and mortgage-backed securities, mortgage servicing rights,		
investment securities, real estate and other assets	(8,921)	(12,618)
Interest capitalized on loans (negative amortization)	(77,796)	(64,827)
Federal Home Loan Bank stock dividends	(2,413)	(2,274)
Loans originated and purchased for sale	(640,669)	(980,164)
Proceeds from sales of loans held for sale, including those sold		
as mortgage-backed securities	721,268	887,037
Other, net	(113,184)	(17,817)
Net cash used by operating activities	(44,162)	(107,587)
Cash flows from investing activities		
Proceeds from:		
Sales of Federal Home Loan Bank stock	29,241	-
Maturities or calls of U.S. Treasury, government sponsored entities		
and other investment securities available for sale	128,150	4,750
Sales of wholly owned real estate and real estate acquired in settlement of loans	2,871	681
Purchase of:		
U.S. Treasury, government sponsored entities and other investment securities		
available for sale	(100,000)	(61,225)
Loans held for investment	-	(12,218)
Premises and equipment	(5,455)	(9,902)
Federal Home Loan Bank stock	-	(439)
Originations of loans held for investment (net of refinances of $229,941 for the		

three months ended March 31, 2007 and $199,203 for the three months ended		
March 31, 2006)	(390,457)	(1,621,617)
Principal payments on loans held for investment and mortgage-backed securities		
available for sale	1,330,381	1,194,760
Net change in undisbursed loan funds	(12,537)	(2,881)
Other, net	610	6,496
Net cash provided by (used for) investing activities	982,804	(501,595)

See accompanying notes to consolidated financial statements.

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DOWNEY FINANCIAL CORP. AND SUBSIDIARIES

Consolidated Statements of Cash Flows (Continued)

(In Thousands)	*Three Months Ended March 31,* 2007	2006
Cash flows from financing activities		
Net increase (decrease) in deposits	$ (137,438)	$ 322,055
Proceeds from Federal Home Loan Bank advances and other borrowings	5,276,899	7,148,170
Repayments of Federal Home Loan Bank advances and other borrowings	(6,045,000)	(6,877,100)
Cash dividends	(3,342)	(2,785)
Other, net	2,457	(2,732)
Net cash provided by (used for) financing activities	(906,424)	587,608
Net increase (decrease) in cash and cash equivalents	32,218	(21,574)
Cash and cash equivalents at beginning of period	124,866	190,396
Cash and cash equivalents at end of period	$ 157,084	$ 168,822
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 154,771	$ 151,688
Income taxes	119,608	393
Supplemental disclosure of non-cash investing:		
Loans transferred to held for investment from held for sale	17,545	4,006
Loans transferred from held for investment to held for sale	1,311	166
U.S. Treasury, government sponsored entities and other investment securities		
available for sale, purchased and not settled	-	49,996
Loans exchanged for mortgage-backed securities	283,691	213,980
Real estate acquired in settlement of loans	11,881	104

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE (1) Basis of Financial Statement Presentation

In the opinion of Downey Financial Corp. and subsidiaries (Downey, we, us and our), the accompanying consolidated financial statements contain all adjustments (consisting of normal recurring accruals unless otherwise disclosed in this Form 10-Q) necessary for a fair presentation of Downey s financial condition as of March 31, 2007, December 31, 2006 and March 31, 2006, the results of operations and comprehensive income for the three months ended March 31, 2007 and 2006, and changes in cash flows for the three months ended March 31, 2007 and 2006. During the quarter ended March 31, 2007, Downey discovered that it had under reported income taxes for 2004 through 2006 by immaterial amounts. However, since the correction of our income taxes would be material to the current quarter, Downey has adjusted its previously reported results in the accompanying financial statements. For a discussion and summary of the impact of the amounts related to Downey s adjustment of prior period data see Note (4) Income Taxes on page 12 and Note (9) Adjustment of Prior and Beginning Period Amounts on page 15.

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements and are in compliance with the instructions for Form 10-Q and therefore do not include all information and footnotes necessary for a fair presentation of financial condition, results of operations, comprehensive income and cash flows. The information under the heading Management s Discussion and Analysis of Financial Condition and Results of Operations presumes that the interim consolidated financial statements will be read in conjunction with Downey s Annual Report on Form 10-K for the year ended December 31, 2006, which contains among other things, a description of the business, the latest audited consolidated financial statements and notes thereto, together with Management s Discussion and Analysis of Financial Condition and Results of Operations as of December 31, 2006 and for the year then ended. Therefore, only material changes in financial condition and results of operations are discussed in the remainder of Part I.

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NOTE (2) Mortgage Servicing Rights (MSRs)

The following table summarizes the activity in MSRs and its related allowance for the periods indicated and other related financial data.

	Three Months Ended				
(Dollars in Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Gross balance at beginning of period	$ 21,435	$ 20,483	$ 20,665	$ 20,420	$ 21,157
Additions [(a)]	1,341	2,122	896	1,285	1,022
Amortization	(1,024)	(1,087)	(1,056)	(1,029)	(1,198)
Sales	(868)	-	-	-	-
Impairment write-down	(13)	(83)	(22)	(11)	(561)
Gross balance at end of period	20,871	21,435	20,483	20,665	20,420
Allowance balance at beginning of period	239	173	104	255	855
Provision for (reduction of) impairment	(44)	149	91	(140)	(39)
Impairment write-down	(13)	(83)	(22)	(11)	(561)
Allowance balance at end of period	182	239	173	104	255
Total mortgage servicing rights, net	$ 20,689	$ 21,196	$ 20,310	$ 20,561	$ 20,165
As a percentage of associated mortgage loans	0.88 %	0.89 %	0.87 %	0.87 %	0.85 %
Estimated fair value [(b)]	$ 22,461	$ 22,828	$ 22,383	$ 23,644	$ 21,894
Weighted average expected life (in months)	56	54	51	56	51
Custodial account earnings rate	5.26 %	5.28 %	5.28 %	5.39 %	4.90 %
Weighted average discount rate	10.27	10.28	9.41	9.39	9.45
At period end					
Mortgage loans serviced for others:					
Total	$ 6,021,673	$ 5,908,233	$ 6,595,462	$ 6,377,737	$ 5,794,067
With capitalized mortgage servicing rights:[(b)]					
Amount	2,348,060	2,394,754	2,345,880	2,369,543	2,372,534
Weighted average interest rate	5.77 %	5.75 %	5.70 %	5.66 %	5.63 %
Total loans sub-serviced without mortgage					
servicing rights: [(c)]					
Term less than six months	$ 125,425	$ 93,074	$ 981,883	$ 228,455	$ 153,655
Term indefinite	3,533,200	3,404,342	3,249,905	3,760,642	3,248,012

Custodial account balances	$ 176,171	$ 172,462	$ 171,481	$ 147,831	$ 124,324

[a] *Included minor amounts repurchased.*
[b] *The estimated fair value may exceed book value for certain asset strata and excluded loans sold or securitized prior to 1996 and loans sub-serviced without capitalized MSRs.*
[c] *Servicing is performed for a fixed fee per loan each month.*

Downey capitalizes MSRs at fair value for residential one-to-four unit mortgage loans we originate and sell with servicing rights retained and at the lower of cost or fair value for MSRs acquired through purchase. Downey discloses MSRs associated with the origination and sale of loans in the financial statements as a component of the net gains on sales of loans and mortgage-backed securities. MSRs are amortized over the estimated servicing period as a component of loan servicing income (loss), net. Downey recognizes impairment losses on the MSRs through a valuation allowance and records any associated provision as a component of loan servicing income (loss), net category.

Downey s loan servicing portfolio normally increases in value as interest rates rise and loan prepayments decrease and declines in value as interest rates fall and loan prepayments increase. Key assumptions used to determine the fair value of MSRs, which vary due to changes in market interest rates, include: expected prepayment speeds, which impact the average life of the portfolio; the earnings rate on custodial accounts, which impacts the value of custodial accounts; and the discount rate used in valuing future cash flows. Impairment is measured on a disaggregated basis based upon the predominant risk characteristics of the underlying mortgage loans, which include loans by loan term and coupon rate (stratified in 50 basis point increments). Impairment losses are recognized through a valuation allowance for each impaired stratum. Certain stratum may have impairment, while other stratum may not. Therefore, changes in overall fair value may not equal provisions for or reductions of the valuation allowance. Once a quarter, Downey conducts model validation procedures by obtaining three independent broker results for the fair value of MSRs and comparing them to the results of its MSR model.

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The following table summarizes the estimated changes in the fair value of mortgage servicing rights for changes in those assumptions individually and in combination associated with an immediate 100 basis point increase or decrease in market rates. The table also summarizes the earnings impact associated with provisions for or reductions of the valuation allowance for mortgage servicing rights. The sensitivity analysis in the table below is hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a 100 basis point variation in assumptions generally cannot be easily extrapolated because the relationship of the change in the assumptions to the change in fair value may not be linear. Also, in this table, the effect that a change in a particular assumption may have on the fair value is calculated without changing any other assumptions. In reality, changes in one factor may result in changes in another, which might magnify or counteract the sensitivities.

(Dollars in Thousands)	*Expected Prepayment Speeds*	*Custodial Accounts Rate*	*Discount Rate*	*Combination*
Increase rates 100 basis points: [a]				
Increase (decrease) in fair value	$ 2,207	$ 1,120	$ (805)	$ 2,446
Reduction of (increase in) valuation allowance	98	64	(102)	117
Decrease rates 100 basis points: [b]				
Increase (decrease) in fair value	(5,844)	(1,143)	832	(6,833)
Reduction of (increase in) valuation allowance	(5,024)	(224)	40	(5,704)

[a] The weighted-average expected life of the MSRs portfolio becomes 67 months.
[b] The weighted-average expected life of the MSRs portfolio becomes 32 months.

The following table presents a breakdown of the components of loan servicing income (loss), net included in Downey s results of operations for the periods indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Net cash servicing fees	$ 1,607	$ 1,647	$ 1,583	$ 1,574	$ 1,566
Payoff and curtailment interest cost [a]	(1,063)	(1,269)	(813)	(233)	(218)
Amortization of mortgage servicing rights	(1,024)	(1,087)	(1,056)	(1,029)	(1,198)
(Provision for) reduction of impairment of mortgage servicing rights	44	(149)	(91)	140	39
Total loan servicing income (loss), net	$ (436)	$ (858)	$ (377)	$ 452	$ 189

[a] Represents the difference between the contractual obligation to pay interest to the investor for an entire month and the actual interest received when a loan prepays prior to the end of the month. However, loan servicing activities do not include the benefit of the use of total loan repayments to increase net interest income.

NOTE (3) Derivatives, Hedging Activities, Financial Instruments with Off-Balance Sheet Risk and Other Contractual Obligations (Risk Management)

Derivatives

Downey offers short-term interest rate lock commitments to help attract potential home loan borrowers. The commitments guarantee a specified interest rate for a loan if underwriting standards are met, but do not obligate the potential borrower. Accordingly, some commitments never become loans and merely expire. The residential one-to-four unit interest rate lock commitments Downey ultimately expects to result in loans and sell in the secondary market are treated as derivatives. Consequently, as derivatives, the hedging of the interest rate lock commitments does not qualify for hedge accounting. Associated fair value adjustments to the notional amount of interest rate lock commitments are recorded in current earnings under net gains on sales of loans and mortgage-backed securities with an offset to the balance sheet in either other assets, or accounts payable and accrued liabilities. Fair values for the notional amount of interest rate lock commitments are based on dealer quoted market prices acquired from third parties. The carrying amount of loans held for sale includes a basis adjustment to the loan balance at funding resulting from the change in fair value of the interest rate lock derivative from the date of rate lock to the date of funding. At March 31, 2007, Downey had a notional amount of interest rate lock commitments identified to sell as part of its secondary marketing activities of $225 million, with a change in fair value resulting in a recorded loss of $0.8 million.

Downey does not generally enter into derivative transactions for purely speculative purposes.

Derivative Hedging Activities

As part of its secondary marketing activities, Downey typically utilizes short-term loan forward sale and purchase contracts derivatives that mature in less than one year to offset the impact of changes in market interest rates on the value of residential one-to-four unit interest rate lock commitments and loans held for sale. In general, interest rate lock commitments associated with fixed rate loans require a higher percentage of loan forward sale contracts to mitigate interest rate risk than those associated with adjustable rate loans. Contracts designated as hedges for the forecasted sale of loans from the held for sale portfolio are accounted for as cash flow hedges because these contracts have a high correlation to the price movement of the loans being hedged (within a range of 80% - 125%). The measurement approach for determining the ineffective aspects of the hedge is established at the inception of the hedge. Changes in fair value of the notional amount of loan forward sale contracts not designated as cash flow hedges and the ineffectiveness of hedge transactions that are not perfectly correlated are recorded in net gains on sales of loans and mortgage-backed securities. Changes in expected future cash flows related to the fair value of the notional amount of loan forward sale contracts designated as cash flow hedges for the forecasted sale of loans held for sale are recorded in other comprehensive income (loss), net of tax, provided cash flow hedge requirements are met. The offset to these changes are recorded in the balance sheet as either other assets, or accounts payable and accrued liabilities. The amounts recorded in accumulated other comprehensive income (loss) will be recognized in the income statement when the hedged forecasted transactions impact earnings. Downey estimates that all of the related unrealized gains or losses in accumulated other comprehensive income will be reclassified into earnings within the next three months. Fair values for the notional amount of loan forward sale contracts are based on dealer quoted market prices acquired from third parties. At March 31, 2007, the notional amount of loan forward sale contracts amounted to $464 million, with a change in fair value resulting in a gain of $1.3 million, of which $254 million were designated as cash flow hedges. There were no loan forward purchase contracts at March 31, 2007.

Downey has not discontinued any designated derivative instruments associated with loans held for sale due to a change in the probability of settling a forecasted transaction.

In connection with its interest rate risk management, Downey from time-to-time enters into interest rate exchange agreements (swap contracts) with certain national investment banking firms or the Federal Home Loan Bank (FHLB) under terms that provide mutual payment of interest on the outstanding notional amount of swap contracts. These swap contracts help Downey manage the effects of adverse changes in interest rates on net interest income. Downey has interest rate swap contracts on which it pays variable interest based on the 3-month London Inter-Bank Offered Rate (LIBOR) while receiving fixed interest. The swaps were designated as a hedge of changes in the fair value of certain FHLB fixed rate advances due to changes in market interest rates. The payment and maturity dates of the swap contracts match those of the advances. This hedge effectively converts fixed interest rate advances into debt that adjusts quarterly to movements in 3-month LIBOR. Because the terms of the swap contracts match those of the advances, the hedge has no ineffectiveness and results are reported in interest expense. The fair value of interest rate swap contracts is based on dealer quoted market prices acquired from third parties and represents the estimated amount Downey would receive or pay upon terminating the contracts, taking into consideration current interest rates and the remaining contract terms. The fair value of the swap contracts is recorded on the balance sheet in either other assets or accounts payable and accrued liabilities. With no ineffectiveness, the recorded swap contract values will essentially act as fair value adjustments to the advances being hedged. At March 31, 2007, swap contracts with a notional amount totaling $430 million were outstanding and had a fair value loss of $12 million recorded on the balance sheet in accounts payable and accrued liabilities and as a decrease to the advances being hedged.

The following table summarizes Downey s interest rate swap contracts at March 31, 2007.

(Dollars in Thousands)	*Notional Amount*	*Weighted Average Interest Rate*	*Term*	
Pay Variable (3-month LIBOR)	$ (100,000)	5.36 %	March 2004	October 2008
Receive Fixed	100,000	3.20		
Pay Variable (3-month LIBOR)	(130,000)	5.36	March 2004	October 2008
Receive Fixed	130,000	3.21		
Pay Variable (3-month LIBOR)	(100,000)	5.36	March 2004	November 2008
Receive Fixed	100,000	3.26		
Pay Variable (3-month LIBOR)	(100,000)	5.36	March 2004	November 2008
Receive Fixed	100,000	3.27		

The following table shows the impact from non-qualifying hedges and the ineffectiveness of cash flow hedges on net gains (losses) on sales of loans and mortgage-backed securities (*i.e.,* SFAS 133 effect), as well as the impact to other comprehensive income (loss) from qualifying cash flow transactions for the periods indicated. Also shown is the notional amount or balance for Downey s non-qualifying and qualifying hedge transactions.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Net gains (losses) on non-qualifying hedge transactions	$ 251	$ (309)	$ (304)	$ (733)	$ 238
Net gains on qualifying cash flow hedge transactions:					
Unrealized hedge ineffectiveness	-	-	-	-	-
Less reclassification of realized hedge ineffectiveness	-	-	-	-	-
Total net gains (losses) recognized in sales of loans and mortgage-backed securities (SFAS 133 effect)	251	(309)	(304)	(733)	238
Other comprehensive income (loss)	(60)	434	(201)	(385)	579
Notional amount or balance at period end					
Non-qualifying hedge transactions:					
Interest rate lock commitments [(a)]	$ 224,546	$ 196,751	$ 236,435	$ 237,867	$ 307,635
Associated loan forward sale contracts	209,818	187,804	213,783	209,815	261,359
Qualifying cash flow hedge transactions:					
Loans held for sale, at lower of cost or fair value	267,862	363,215	323,428	417,691	561,511
Associated loan forward sale contracts	254,260	341,696	307,982	398,741	544,141
Qualifying fair value hedge transactions:					
Designated FHLB advances pay-fixed	430,000	430,000	430,000	430,000	430,000
Associated interest rate swap contracts pay-variable, receive-fixed	430,000	430,000	430,000	430,000	430,000

[(a)] *Amount represents the notional amount of the commitments or contracts reduced by an anticipated fallout factor for those commitments not expected to fund. The notional amount for interest rate lock commitments before the reduction of expected fallout was $290 million.*

These loan forward sale and swap contracts expose Downey to credit risk in the event of nonperformance by the other parties primarily government-sponsored enterprises such as Federal National Mortgage Association, securities firms and the FHLB. This risk consists primarily of the termination value of agreements where Downey is in an unfavorable position. Downey controls the credit risk associated with its other parties to the various derivative agreements through credit review, exposure limits and monitoring procedures. Downey does not anticipate nonperformance by the other parties.

Financial Instruments with Off-Balance Sheet Risk

Downey utilizes financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to originate fixed and variable rate mortgage loans held for investment, undisbursed loan funds, lines and letters of credit, commitments to purchase loans and

mortgage-backed securities for portfolio and commitments to invest in community development funds. The contract or notional amounts of those instruments reflect the extent of involvement Downey has in particular classes of financial instruments.

Commitments to originate fixed and variable rate mortgage loans are agreements to lend to a customer as long as there is no violation of any condition established in the commitment. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some commitments expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Undisbursed loan funds on construction projects and unused lines of credit on home equity and commercial loans include committed funds not disbursed. Letters of credit are conditional commitments issued by Downey to guarantee the performance of a customer to a third party. Downey also enters into commitments to purchase loans and mortgage-backed securities, investment securities and to invest in community development funds.

The following is a summary of commitments with off-balance sheet risk at the dates indicated.

(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Commitments to originate adjustable rate loans					
held for investment	$ 340,849	$ 139,145	$ 201,662	$ 338,222	$ 508,426
Undisbursed loan funds and unused lines of credit	334,803	347,338	370,159	391,395	406,675

Downey uses the same credit policies in making commitments to originate loans held for investment and lines and letters of credit as it does for on-balance sheet instruments. For commitments to originate loans held for investment, the commitment amounts represent exposure to loss from market fluctuations as well as credit loss. In regard to these commitments, adverse changes from market fluctuations are generally not hedged. Downey controls the credit risk of its commitments to originate loans held for investment through credit approvals, limits and monitoring procedures. The credit risk involved in issuing lines and letters of credit requires the same creditworthiness evaluation as that involved in extending loan facilities to customers. Downey evaluates each customer s creditworthiness.

Downey receives collateral to support commitments when deemed necessary. The most significant categories of collateral include real estate properties underlying mortgage loans, liens on personal property and cash on deposit with Downey.

Downey maintains an allowance for losses to provide for inherent losses for loan-related commitments associated with undisbursed loan funds and unused lines of credit. The allowance for losses on loan-related commitments was $1 million at March 31, 2007, December 31, 2006 and March 31, 2006.

Other Contractual Obligations

Downey sells all loans without recourse. When a loan sold to an investor without recourse fails to perform according to the contractual terms of the note, the investor will typically review the loan file to determine whether defects in the origination process occurred and whether such defects give rise to a violation of a representation or warranty made to the investor in connection with the sale. If such a defect is identified, Downey may be required to either repurchase the loan or indemnify the investor for losses sustained. If there are no such defects, Downey has no commitment to repurchase the loan. During the first three months of 2007, Downey recorded repurchase or indemnification losses related to defects in the origination process of $0.3 million and repurchased $9 million of loans. Included in the repurchased loans were $8 million of one-to-four single family residential loans from Fannie Mae, due to the loans being outside Fannie Mae s underwriting guidelines.

The loan and servicing sale contracts may also contain provisions to refund sales price premiums to the purchaser if the related loans prepay during a period typically 90 days, but not to exceed 120 days from the sale s settlement date. Downey reserved less than $1 million at March 31, 2007, December 31, 2006 and March 31, 2006 to cover the estimated loss exposure related to early payoffs. However, if all the loans related to those sales prepaid within the refund period, as of March 31, 2007, Downey s maximum sales price premium refund would be $7.2 million.

Through the normal course of operations, Downey has entered into certain contractual obligations. Downey s obligations generally relate to the funding of operations through deposits and borrowings, loan servicing, as well as leases for premises and equipment. Downey has obligations under long-term operating leases, principally for building space and land. Lease terms generally cover a five-year period, with options to extend, and are non-cancelable. Downey also has vendor contractual relationships, but the contracts are not considered to be material.

At March 31, 2007, scheduled maturities of certificates of deposit, FHLB advances and other borrowings, senior notes and future operating minimum lease commitments were as follows:

(In Thousands)	*Within 1 Year*	*After 1 Through 3 Years*	*After 3 Through 5 Years*	*Beyond 5 Years*	*Total Balance*
Certificates of deposit	$ 8,541,202	$ 280,898	$ 106,693	$ -	$ 8,928,793
Securities sold under agreements to repurchase	546,870				546,870
FHLB advances	880,000	418,197	-	-	1,298,197
Senior notes	-	-	-	198,305	198,305
Operating leases	5,259	7,901	3,613	760	17,533
Total other contractual obligations	$ 9,973,331	$ 706,996	$ 110,306	$ 199,065	$ 10,989,698

Navigation Links

Litigation

On October 29, 2004, two former traditional branch employees brought an action in Los Angeles Superior Court, Case No. BC323796, entitled Margie Holman and Alice A. Mesec, et al. v. Downey Savings and Loan Association. The complaint seeks unspecified damages for alleged unpaid regular and overtime wages and bonuses, inadequate meal and rest breaks, and related claims. The plaintiffs are seeking class action status to represent all other current and former Downey Savings employees who held the position of Customer Service Supervisor and/or Customer Service Representative at any time during the four years prior to October 29, 2004. Based on a review of the current facts and circumstances with retained outside counsel, (i) Downey Savings plans to oppose the claim and assert all appropriate defenses and (ii) management has provided for what is believed to be a reasonable estimate of exposure for this matter in the event of loss. While acknowledging the uncertainties of litigation, management believes that the ultimate outcome of this matter will not have a material adverse effect on Downey s operations, cash flows or financial position.

On June 21, 2005, a former loan underwriting employee brought an action in Contra Costa Superior Court, Case No. C05-01293, entitled "Teresa Sims, et al. v. Downey Savings and Loan Association." The complaint seeks unspecified damages for alleged unpaid overtime wages and bonuses, inadequate meal and rest breaks, and related claims. The plaintiff is seeking class action status to represent all other current and former Downey Savings employees that held the position of loan underwriter, including, but not limited to, the job title of Senior Loan Underwriter within the State of California (a) at any time during the four years prior to June 21, 2005 and/or (b) who was employed by Downey Savings on or about September 30, 2002, when Downey Savings terminated an annual bonus program. Based on a review of the current facts and circumstances with retained outside counsel, (i) Downey Savings plans to oppose the claim and assert all appropriate defenses and (ii) management has provided for what is believed to be a reasonable estimate of exposure for this matter in the event of loss. While acknowledging the uncertainties of litigation, management believes that the ultimate outcome of this matter will not have a material adverse effect on Downey s operations, cash flows or financial position.

Downey has been named as a defendant in other legal actions arising in the ordinary course of business, none of which, in the opinion of management, will have a material adverse effect on its operations, cash flows or financial position.

NOTE (4) Income Taxes

During the first quarter of 2007, FIN 48 was adopted. FIN 48 requires the affirmative evaluation that it is more likely than not, based on the technical merits of a tax position, that an enterprise is entitled to economic benefits resulting from positions taken in income tax returns. If a tax position does not meet the more-likely-than-not recognition threshold, the benefit of that position is not recognized in the financial statements. The impact of adoption resulted in an increase to the opening balance of retained earnings of $3.2 million, relating to the recognition of a previously unrecognized tax benefit associated with bad debt reserves for tax purposes. There are no other unrecognized tax benefits to be reported in Downey s financial statements, and none are anticipated during the next 12 months. Accordingly, Downey s effective tax rate has not been impacted by the adoption of FIN 48.

The Internal Revenue Service ("IRS") is currently examining Downey s tax returns for 2004. All tax years subsequent to 2002 are subject to federal examination, while state tax returns for years subsequent to 2001 are subject to examination by taxing authorities. Downey has determined there is ambiguity surrounding the treatment of certain loan origination costs on its tax returns for 2003 through 2005. Since year-end 2006, Downey has made payments of taxes (previously accrued in prior periods) and interest to federal and state taxing authorities in the amount of $88.9 million for the purpose of avoiding penalties and further interest pending resolution of this ambiguity. The potential after-tax interest assessment related to Downey s tax returns for 2003 through 2005 totals $10.8 million through the first quarter of 2007. Of this amount, $1.6 million has been accrued and reflected as additional income taxes in the accompanying consolidated statement of income for the current quarter and $9.2 million has been reflected as additional income taxes for 2004 through 2006 in this Form 10-Q and will be reflected in subsequent SEC filings. When applicable, Downey classifies interest (net of tax) and penalties on the underpayment of taxes as income tax expense.

While the IRS may assert a $9.2 million penalty (including penalty interest) against Downey related to its 2004 tax return, Downey has determined it is unlikely any such penalty would be sustained and it would vigorously contest any penalty that would be proposed, and, accordingly, has not accrued this amount.

The following table sets forth the impact on beginning and ending retained earnings for the first quarter of 2007 from the prior period adjustments related to interest on taxes for the treatment of certain loan origination costs and the beginning of period adjustment related to bad debt reserves from the adoption of FIN 48.

(Dollars in Thousands, Except Per Share Data)	*Retained Earnings*
Balance at December 31, 2006, as previously reported	$ 1,330,379
Prior period adjustment related to interest on taxes for the treatment of certain loan origination costs	(9,222)
Beginning of period adjustment for taxes related to tax bad debt reserves	3,179
Adjusted balance at January 1, 2007	1,324,336
Cash dividends on common stock $0.12 per share	(3,342)
Net income for the quarter ending March 31, 2007	42,863
Balance at March 31, 2007	$ 1,363,857

For discussion and summary of the amounts related to Downey s adjustment of prior period data for the above mentioned tax matters, see Note (9) Adjustment of Prior and Beginning Period Amounts.

NOTE (5) Employee Stock Option Plans

During 1994, Downey Savings and Loan Association ("Bank") adopted and the stockholders approved the Downey Savings and Loan Association 1994 Long Term Incentive Plan (LTIP). The LTIP provided for the granting of stock appreciation rights, restricted stock, performance awards and other awards. The LTIP specified an authorization of 434,110 shares (adjusted for stock dividends and splits) of the Bank s common stock available for issuance under the LTIP. Effective January 23, 1995, Downey Financial Corp. and the Bank executed an amendment to the LTIP by which Downey Financial Corp. adopted and ratified the LTIP such that shares of Downey Financial Corp. shall be issued upon exercise of options or payment of other awards, for which payment is to be made in stock, in lieu of the Bank s common stock. The LTIP terminated in 2004; however, options granted and outstanding at termination remain exercisable until the specific termination date of the option. At March 31, 2007, options for 52,914 shares were outstanding, all of which were exercisable at a weighted average option price per share of $25.44, which represented at least the fair market value of such shares on the date the options were granted and expire at December 31, 2008. At March 31, 2007, 381,239 shares of treasury stock existed that may be used to satisfy the exercise of the options or for payment of other awards. No other stock based plan exists.

Downey historically measured its employee stock-based compensation arrangements under the provisions of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25). Accordingly, no compensation expense has been recognized for the stock option plan, as stock options were granted at fair value at the date of grant. Had compensation expense for Downey s stock option plan been determined based on the fair value estimated using the Black-Scholes model at the grant date for previous awards, stock-based compensation would have been fully expensed over the vesting period as of December 31, 2002. Therefore, for the three months ended March 31, 2007 and 2006, Downey s net income and income per share would not have been reduced.

NOTE (6) Earnings Per Share

Earnings per share of common stock is calculated on both a basic and diluted basis based on the weighted average number of common and common equivalent shares outstanding, excluding common shares in treasury. Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted from the issuance of common stock that then shared in earnings.

The following table presents a reconciliation of the components used to derive basic and diluted earnings per share for the periods indicated.

	Three Months Ended March 31,					
	2007			2006		
(Dollars in Thousands, Except Per Share Data)	*Net Income*	*Weighted Average Shares Outstanding*	*Per Share Amount*	*Net Income*	*Weighted Average Shares Outstanding*	*Per Share Amount*
Basic earnings per share	$ 42,863	27,853,783	$ 1.54	$ 43,697	27,853,783	$ 1.57
Effect of dilutive stock options	-	30,247	-	-	29,438	-
Diluted earnings per share	$ 42,863	27,884,030	$ 1.54	$ 43,697	27,883,221	$ 1.57

There were no options excluded from the computation of earnings per share due to anti-dilution.

NOTE (7) Business Segment Reporting

The following table presents the operating results and selected financial data by business segments for the periods indicated.

(In Thousands)	*Banking*	*Real Estate Investment*	*Elimination*	*Totals*
Three months ended March 31, 2007				
Net interest income	$ 124,752	$ 362	$ -	$ 125,114
Provision for credit losses	617	-	-	617
Other income	16,932	756	-	17,688
Operating expense	65,275	368	-	65,643
Net intercompany income (expense)	12	(12)	-	-
Income before income taxes	75,804	738	-	76,542
Income taxes	33,381	298	-	33,679
Net income	$ 42,423	$ 440	$ -	$ 42,863
At March 31, 2007				
Assets:				
Loans and mortgage-backed securities, net	$ 13,210,016	$ -	$ -	$ 13,210,016
Investments in real estate and joint ventures	-	61,663	-	61,663
Other	2,015,777	28,402	(77,989)	1,966,190

Total assets	15,225,793	90,065	(77,989)	15,237,869
Equity	$ 1,439,463	$ 77,989	$ (77,989)	$ 1,439,463
Three months ended March 31, 2006				
Net interest income	$ 125,632	$ 284	$ -	$ 125,916
Provision of credit losses	10,057	-	-	10,057
Other income	20,671	2,539	-	23,210
Operating expense	60,797	735	-	61,532
Net intercompany income (expense)	87	(87)	-	-
Income before income taxes	75,536	2,001	-	77,537
Income taxes	33,020	820	-	33,840
Net income	$ 42,516	$ 1,181	$ -	$ 43,697
At March 31, 2006				
Assets:				
Loans and mortgage-backed securities, net	$ 16,429,596	$ -	$ -	$ 16,429,596
Investments in real estate and joint ventures	-	49,182	-	49,182
Other	1,364,430	29,974	(70,423)	1,323,981
Total assets	17,794,026	79,156	(70,423)	17,802,759
Equity	$ 1,244,639	$ 70,423	$ (70,423)	$ 1,244,639

NOTE (8) Recently Issued Accounting Standards

Statement of Financial Accounting Standards No. 157

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements, ("SFAS 157"), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements required under other accounting pronouncements, but does not change existing guidance as to whether or not an instrument is carried at fair value. Additionally, it establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier application is encouraged, provided that the reporting entity has not yet issued financial statements for that fiscal year, including financial statements for an interim period within that fiscal year. Downey is currently evaluating the impact, if any, that SFAS 157 will have on its financial condition and results of operations.

Statement of Financial Accounting Standards No. 158

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 158, "Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R), ("SFAS 158"), which requires employers to recognize the underfunded or overfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in the funded status in the year in which the changes occur through accumulated other comprehensive income. Additionally, SFAS 158 requires employers to measure the funded status of a plan as of the date of its year-end statement of financial position. The new reporting requirements and related new footnote disclosure rules of SFAS No. 158 are effective for fiscal years ending after December 15, 2006. The new measurement date requirement applies for fiscal years ending after December 15, 2008. Adoption of SFAS 158 is not expected to have a material impact on Downey.

Statement of Financial Accounting Standards No. 159

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ("SFAS 159"), which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities and to more easily understand the effect of the company s choice to use fair value on its earnings. SFAS 159 also requires entities to display the fair value of the selected assets and liabilities on the face of the balance sheet. SFAS 159 does not eliminate disclosure requirements of other accounting standards, including fair value measurement disclosures in SFAS 157. This Statement is effective as of the beginning of an entity s first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of Statement 157. Adoption of SFAS 159 is not expected to have a material impact on Downey.

NOTE (9) Adjustment of Prior and Beginning Period Amounts

Adjustments have been made to prior period financial statements for the tax matters discussed in Note (4) Income Taxes.

The following table sets forth the impact to net income and earnings per share for financial statement purposes of the change in treatment of certain loan origination costs in Downey s tax returns for 2003 through 2005. This table reflects by quarter for 2006 and by year for 2004 through 2006 the after-tax interest assessment that is recorded as additional income taxes, as interest begins accruing after the due date for filing each year s tax return.

	Net Income				*Earnings Per Share (diluted)*			
(Dollars in Thousands, Except Per Share Data)	*Previously Reported*	*Adjusted*	*Change*		*Previously Reported*	*Adjusted*	*Change*	
2006:								
1st quarter	$ 44,757	$ 43,697	$ (1,060)	(2.4) %	$ 1.61	$ 1.57	$ (0.04)	(2.7) %
2nd quarter	49,540	48,224	(1,316)	(2.7)	1.77	1.73	(0.04)	(2.3)
3rd quarter	57,176	55,620	(1,556)	(2.7)	2.05	1.99	(0.06)	(2.7)
4th quarter	53,701	52,115	(1,586)	(3.0)	1.93	1.87	(0.06)	(3.2)
Total 2006	205,174	199,656	(5,518)	(2.7)	7.36	7.16	(0.20)	(2.7)
2005	217,434	214,477	(2,957)	(1.4)	7.80	7.69	(0.11)	(1.4)
2004	107,662	106,915	(747)	(0.7)	3.85	3.83	(0.02)	(0.6)
Grand Total	$ 530,270	$ 521,048	$ (9,222)	(1.7) %	$ 19.01	$ 18.68	$ (0.33)	(1.7) %

The following table sets forth the impact on the balance sheet as of December 31, 2006, September 30, 2006, June 30, 2006 and March 31, 2006 for the immaterial corrections.

(Dollars in Thousands)	*As Reported*	*Adjustments*	*As Adjusted*
Consolidated Balance Sheet at December 31, 2006			
Assets:			
Other assets	$ 124,029	$ (2,007)	$ 122,022
Total assets	16,209,389	(2,007)	16,207,382
Liabilities and Stockholders Equity:			
Accounts payable and accrued liabilities	109,797	110,465	220,262
Deferred income taxes	103,250	(103,250)	-
Total liabilities	14,806,932	7,215	14,814,147
Retained earnings	1,330,379	(9,222)	1,321,157
Total stockholders equity	1,402,457	(9,222)	1,393,235
Total liabilities and stockholders equity	$ 16,209,389	$ (2,007)	$ 16,207,382
Consolidated Balance Sheet at September 30, 2006			
Assets:			
Other assets	$ 120,493	$ (1,236)	$ 119,257
Total assets	16,982,793	(1,236)	16,981,557
Liabilities and Stockholders Equity:			
Accounts payable and accrued liabilities	220,497	118,317	338,814
Deferred income taxes	121,869	(111,917)	9,952

Total liabilities	15,630,564	6,400	15,636,964
Retained earnings	1,279,463	(7,636)	1,271,827
Total stockholders equity	1,352,229	(7,636)	1,344,593
Total liabilities and stockholders equity	$ 16,982,793	$ (1,236)	$ 16,981,557

Consolidated Balance Sheet at June 30, 2006			
Liabilities and Stockholders Equity:			
Accounts payable and accrued liabilities	$ 201,714	$ 125,467	$ 327,181
Deferred income taxes	132,498	(119,387)	13,111
Total liabilities	16,174,615	6,080	16,180,695
Retained earnings	1,225,072	(6,080)	1,218,992
Total stockholders equity	$ 1,290,165	$ (6,080)	$ 1,284,085

Consolidated Balance Sheet at March 31, 2006			
Liabilities and Stockholders Equity:			
Accounts payable and accrued liabilities	$ 189,552	$ 128,424	$ 317,976
Deferred income taxes	140,961	(123,660)	17,301
Total liabilities	16,553,356	4,764	16,558,120
Retained earnings	1,178,317	(4,764)	1,173,553
Total stockholders equity	$ 1,249,403	$ (4,764)	$ 1,244,639

The immaterial adjustments to the balance sheet and income statement had no impact on total cash flows from operating investing or financing activities.

Navigation Links

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements under this caption may constitute forward-looking statements under the Private Securities Litigation Reform Act of 1995, which involve risks and uncertainties. Forward-looking statements do not relate strictly to historical information or current facts. Some forward-looking statements may be identified by use of terms such as expects, anticipates, intends, plans, believes, seeks, estimates, o similar meaning, or future or conditional verbs such as will, would, should, could or may. Our actual results may differ significantly fro results discussed in such forward-looking statements. Factors that might cause such a difference include, but are not limited to, economic conditions, competition in the geographic and business areas in which we conduct our operations, fluctuations in interest rates, credit quality, the outcome of the IRS audit currently underway and government regulation and factors, identified under Part II Other Information Item 1A. Risk Factors on page 50. We do not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made, except as required by law.

OVERVIEW

Our net income for the first quarter of 2007 totaled $42.9 million or $1.54 per share on a diluted basis, down $0.8 million or 1.9% from $43.7 million or $1.57 per share in the first quarter of 2006. For a discussion regarding revisions to prior period results, see Note (4) Income Taxes on page 12 and Note (9) Adjustment of Prior and Beginning Period Amounts on page 15 of Notes to Consolidated Financial Statements.

The decline in our net income between first quarters primarily reflected:

- a $3.8 million or 6.2% increase in general and administrative expense;
- A $2.9 million decline in net gains on sales of loans and mortgage-backed securities, primarily due to a lower volume of loans sold and, to a lesser extent, a lower gain per dollar of loan sold;
- A $1.8 million decline in income from real estate and joint ventures held for investment;
- A $0.8 million decline in net interest income due to a lower level of interest-earning assets; and
- A $0.6 million unfavorable change in income from loan servicing activities.

Those unfavorable items were partially offset by a $9.4 million decline in provision for credit losses.

For the first quarter, our return on average assets was 1.09%, up from 1.00% a year ago, while our return on average equity was 12.10%, down from 14.28% a year ago.

At March 31, 2007, assets totaled $15.238 billion, down $2.565 billion or 14.4% from a year ago. During the current quarter, assets declined $970 million or 6.0 % due primarily to declines of $865 million in loans held for investment and $95 million in loans held for sale. Included within loans held for investment at quarter end were $10.055 billion of one-to-four unit adjustable rate mortgages subject to negative amortization, down $1.145 billion from year-end 2006. These loans comprised 81% of the residential one-to-four unit adjustable rate portfolio at quarter end, compared to 92% a year ago. The amount of negative amortization included in loan balances increased $37 million during the current quarter to $358 million or 3.56% of loans subject to negative amortization. During the current quarter, approximately 31% of loan interest income represented negative amortization, up from both 29% in the fourth quarter of 2006 and 25% in the year-ago first quarter. At origination, these loans had a weighted average loan-to-value ratio of 73%.

Loan originations (including purchases) totaled $1.261 billion in the current quarter, down $1.552 billion or 55.2% from $2.813 billion a year ago. Loans originated for sale declined $339 million or 34.6% to $641 million, while single family loans originated for portfolio declined $1.116 billion or 64.9% to $603 million. In addition to single family loans, $17 million of other loans were originated in the current quarter.

Deposits totaled $11.647 billion at quarter end, down 4.5% from a year ago and down $137 million or 1.2% from year-end 2006. During the current quarter, one traditional branch was opened. At quarter end, the number of branches totaled 173 (169 in California and four in Arizona), up one branch from December 31, 2006. At quarter end, the average deposit size of our 82 traditional branches was $112 million, while the average deposit size of our 91 in-store branches was $27 million. Since the end of 2006, borrowings declined $766 million and represented 13.4% of total assets.

Non-performing assets increased during the quarter by $33 million to $143 million and represented 0.94% of total assets, compared with 0.68% at year-end 2006 and 0.22% a year ago. The increase occurred in our residential loan category.

At March 31, 2007, Downey Savings and Loan Association, F.A. (the Bank), our primary subsidiary, exceeded all regulatory capital requirements, with capital-to-asset ratios of 9.64% for both tangible and core capital and 19.57% for risk-based capital. These capital levels are significantly above the well capitalized standards defined by the federal banking regulators of 5% for core capital and 10% for risk-based capital.

Navigation Links

CRITICAL ACCOUNTING POLICIES

We have established various accounting policies which govern the application of accounting principles generally accepted in the United States of America in the preparation of our financial statements. Our significant accounting policies are described in Downey s Annual Report on Form 10-K for the year ended December 31, 2006. Certain accounting policies require us to make significant estimates and assumptions which could have a material impact on the carrying value of certain assets and liabilities, and we consider these to be critical accounting policies. The estimates and assumptions are based on historical experience and other factors, which we believe to be reasonable under the circumstances. Actual results could differ significantly from these estimates and assumptions which could have a material impact on the future carrying value of assets and liabilities and our results of operations for the reporting periods. Management has discussed the development and selection of these critical accounting policies with the Audit Committee of our Board of Directors.

We believe the following are critical accounting policies that require the most judicious estimates and assumptions, which are particularly susceptible to significant change in the preparation of our financial statements:

- The valuation of interest rate lock commitments. We enter into commitments to make loans that we intend to sell to investors whereby the interest rate on the loan is set prior to funding. These interest rate lock commitments are considered to be derivatives and are recorded at fair value. This value is calculated using market sources, reduced by an anticipated fallout factor for interest rate lock commitments that are not expected to fund. At March 31, 2007, Downey had a notional amount of interest rate lock commitments identified to sell as part of its secondary marketing activities of $225 million, with a change in fair value resulting in a loss of $0.8 million, compared with a notional amount of interest rate lock commitments of $308 million with a change in fair value resulting in a loss of $0.8 million at March 31, 2006. For further information, see Note 3 on page 8 of Notes to Consolidated Financial Statements.
- The allowance for credit and real estate losses. The allowance for credit losses, which includes an allowance for loan losses reported as a reduction of outstanding loans and an allowance for loan-related commitments included in accounts payable and accrued liabilities, and the allowance for real estate losses reported as a reduction to real estate held for investment are maintained at amounts management deems adequate to cover inherent losses in the portfolios at the balance sheet date. We use an internal asset review system and credit loss allowance methodology designed to provide for the detection of problem assets and an adequate allowance to cover credit and real estate losses. In determining the allowance for credit losses related to loan relationships of $5 million or more, we evaluate the loans on an individual basis, including an analysis of the borrower s creditworthiness, cash flows and financial status, and the condition and the estimated value of the collateral. Unless an individual loan or borrower relationship warrants separate analysis, we generally determine the allowance for credit losses related to loans under $5 million through a statistical analysis of the expected performance of each loan based on historical trends for similar types of borrowers, loans, collateral and economic circumstances. Those amounts may be adjusted based upon an analysis of macro-economic and other trends that are likely to affect a borrower s ability to repay their loan according to their loan terms. The allowance for credit and real estate losses totaled $62 million at March 31, 2007, compared with $46 million at March 31, 2006. For further information, see Allowance for Credit and Real Estate Losses on page 43.
- The valuation of mortgage servicing rights (MSRs). The fair value of MSRs is measured using a discounted cash flow analysis based on available market quotes, anticipated prepayment speeds, a custodial account rate and market-adjusted discount rates. Market sources are used to determine prepayment speeds, the net cost of servicing per loan, inflation rate, and default and interest rates for mortgage loans. MSRs are reviewed for impairment based on their fair value. Impairment is measured on a disaggregated basis based upon the predominant risk characteristics of the underlying mortgage loans, which include loans by loan term and coupon rate stratified at 50 basis point increments. Impairment losses are recognized through a valuation allowance for each impaired stratum, with any associated provision recorded as a component of loan servicing income (loss), net. The MSR valuation allowance totaled less than $1 million at March 31, 2007 and March 31, 2006. For further information, see Note 2 on page 7 of Notes to Consolidated Financial Statements.
- The prepayment reserves related to sales of loans and MSRs. The gains on sales of loans and of MSRs are recorded net of reserves for anticipated prepayments. These loans and MSR sales contracts typically contain provisions to refund sale price premiums to the purchaser if the related loans prepay during a period typically 90 days, but not to exceed 120 days from the sale s settlement date. Loan and MSR sales reserves are estimated using the prepayment experience of similar products. The estimates are updated during the applicable period for actual payoffs. The reserve was less than $1 million at both March 31, 2007 and March 31, 2006. For further information, see Note 2 on page 7 and Note 3 on page 8 of Notes to Consolidated Financial Statements and Secondary Marketing Activities on page 23.

RESULTS OF OPERATIONS

Net Interest Income

Net interest income is the difference between the interest and dividends earned on loans, mortgage-backed securities and investment securities (interest-earning assets) and the interest paid on deposits and borrowings (interest-bearing liabilities). The spread between the yield on interest-earning assets and the cost of interest-bearing liabilities and the relative dollar amounts of these assets and liabilities principally affects net interest income.

Our net interest income totaled $125.1 million in the first quarter of 2007, down $0.8 million or 0.6% from a year ago, reflecting a $1.7 billion or 10.2% decline in average interest-earning assets. The effective interest rate spread averaged 3.28% in the current quarter, up 0.31% from 2.97% a year ago, and up 0.06% from 3.22% in the fourth quarter of 2006. The increase in the effective interest rate spread between first quarters was primarily the result of two factors. First, interest-earning assets in the current quarter were funded with a higher proportion of interest free funds (the excess of interest-earning assets over interest-bearing deposits and borrowings), and the value of those funds was worth more due to the higher interest rate levels prevalent in the current quarter. Second, the yield on interest-earning assets rose more between first quarters than did the cost of interest-bearing liabilities. Those two favorable items were partially offset by a lower proportion of loan prepayment fees to the amount of deferred loan origination costs written-off as a result of those payoffs. Loan prepayment fees in the first quarter of 2007 represented 84.5% of deferred loan origination costs written-off, compared to 97.4% a year ago. The decline was the result of a higher proportion of loans being repaid that were no longer subject to a prepayment fee.

The following table presents for the periods indicated the total dollar amount of:

- interest income from average interest-earning assets and resultant yields; and
- interest expense on average interest-bearing liabilities and resultant costs, expressed as rates.

The table also sets forth our net interest income, interest rate spread and effective interest rate spread. The effective interest rate spread reflects the relative level of interest-earning assets to interest-bearing liabilities and equals:

- the difference between interest income on interest-earning assets and interest expense on interest-bearing liabilities, divided by
- average interest-earning assets for the period.

The table also sets forth our net interest-earning balance the difference between the average balance of interest-earning assets and the average balance of total deposits and borrowings for the quarters indicated. We included non-accrual loans in the average interest-earning assets balance. We included interest from non-accrual loans in interest income only to the extent we received payments and believe we will recover the remaining principal balance of the loans. We computed average balances for the quarter using the average of each month s daily average balance during the periods indicated.

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	Three Months Ended								
	March 31, 2007			*December 31, 2006*			*March 31, 2006*		
(Dollars in Thousands)	*Average Balance*	*Interest*	*Average Yield/ Rate*	*Average Balance*	*Interest*	*Average Yield/ Rate*	*Average Balance*	*Interest*	*Average Yield/ Rate*
Average balance sheet data									
Interest-earning assets:									
Loans:									
Loan prepayment fees		21,804	0.64		27,409	0.75		21,471	0.53
Write-off of deferred costs and premiums from loan payoffs		(25,814)	(0.76)		(27,893)	(0.76)		(22,044)	(0.54)
All other		256,182	7.49		272,723	7.42		255,918	6.34
Total loans	$ 13,678,775	$ 252,172	7.37 %	$ 14,703,050	$ 272,239	7.41 %	$ 16,137,510	$ 255,345	6.33 %
Mortgage-backed securities	152	3	5.80	254	4	5.60	276	3	4.35
Investment securities [(a)]	1,578,946	21,645	5.56	1,472,000	18,390	4.96	848,460	9,615	4.60
Total interest-earnings assets	15,257,873	273,820	7.18	16,175,304	290,633	7.19	16,986,246	264,963	6.24
Non-interest-earning assets	469,512			450,768			419,058		
Total assets	$ 15,727,385			$ 16,626,072			$ 17,405,304		
Transaction accounts:									
Non-interest-bearing checking	$ 755,063	$ -	- %	$ 776,986	$ -	- %	$ 699,971	$ -	- %
Interest-bearing checking [(b)]	488,174	395	0.33	488,383	418	0.34	515,516	435	0.34
Money market	150,385	385	1.04	146,991	384	1.04	164,212	423	1.04
Regular passbook	1,243,823	2,949	0.96	1,311,124	3,225	0.98	1,727,033	4,384	1.03
Total transaction accounts	2,637,445	3,729	0.57	2,723,484	4,027	0.59	3,106,732	5,242	0.68
Certificates of deposit	9,004,183	109,846	4.95	9,117,252	111,897	4.87	8,904,238	86,593	3.94
Total deposits	11,641,628	113,575	3.96	11,840,736	115,924	3.88	12,010,970	91,835	3.10
FHLB advances and other borrowings [(c)]	2,227,592	31,830	5.79	2,867,151	41,234	5.71	3,689,386	43,914	4.83
Senior notes	198,289	3,301	6.66	198,245	3,300	6.66	198,112	3,298	6.66
Total deposits and borrowings	14,067,509	148,706	4.29	14,906,132	160,458	4.27	15,898,468	139,047	3.55
Other liabilities	243,070			351,312			283,060		
Stockholders equity	1,416,806			1,368,628			1,223,776		

Total liabilities and stockholders equity	$ 15,727,385			$ 16,626,072			$ 17,405,304		
Net interest income/interest rate spread		$ 125,114	2.89 %		$ 130,175	2.92 %		$ 125,916	2.69 %
Excess of interest-earning assets over deposits and borrowings	$ 1,190,364			$ 1,269,172			$ 1,087,778		
Effective interest rate spread			3.28			3.22			2.97

[a] Yields for securities available for sale are calculated using historical cost balances and are not adjusted for changes in fair value that are reflected as a separate component of stockholders equity.
[b] Included amounts swept into money market deposit accounts.
[c] The impact of swap contracts was included, with notional amounts totaling $430 million of receive-fixed, pay-3-month London Inter-Bank Offered Rate (LIBOR) variable interest, which contracts serve as a permitted hedge against a portion of our FHLB advances.

Changes in our net interest income are a function of changes in both rates and volumes of interest-earning assets and interest-bearing liabilities. The following table sets forth information regarding changes in our interest income and expense for the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, we have provided information on changes attributable to:

- changes in volume: changes in volume multiplied by comparative period rate;
- changes in rate: changes in rate multiplied by comparative period volume; and
- changes in rate/volume: changes in rate multiplied by changes in volume.

Interest-earning asset and interest-bearing liability balances used in the calculations represent quarterly average balances computed using the average of each month s daily average balance during the periods indicated.

	Three Months Ended March 31, 2007 Versus 2006 Changes Due To			
(In Thousands)	*Volume*	*Rate*	*Rate/ Volume*	*Net*
Interest income:				
Loans	$ (38,893)	$ 42,141	$ (6,421)	$ (3,173)
Mortgage-backed securities	(1)	1	-	-
Investment securities	8,278	2,016	1,736	12,030
Change in interest income	(30,616)	44,158	(4,685)	8,857
Interest expense:				
Transaction accounts:				
Interest-bearing checking	(23)	(18)	1	(40)
Money market	(38)	-	-	(38)
Regular passbook	(1,227)	(289)	81	(1,435)
Total transaction accounts	(1,288)	(307)	82	(1,513)
Certificates of deposit	972	22,034	247	23,253
Total interest-bearing deposits	(316)	21,727	329	21,740
FHLB advances and other borrowings	(17,400)	8,804	(3,488)	(12,084)
Senior notes	3	-	-	3
Change in interest expense	(17,713)	30,531	(3,159)	9,659
Change in net interest income	$ (12,903)	$ 13,627	$ (1,526)	$ (802)

Provision for Credit Losses

During the current quarter, the provision for credit losses totaled $0.6 million, down $9.4 million from a year ago. Although the California residential real estate market continued to show signs of weakening during the current quarter, a $823 million or 6.2% drop in the

single-family residential loan portfolio mitigated the need to increase the associated allowance for loan losses. For further information, see Allowance for Credit and Real Estate Losses on page 43.

Other Income

Our total other income was $17.7 million in the current quarter, down $5.5 million from a year ago. Contributing to the decline between first quarters was:

- A $2.9 million decline in net gains on sales of loans and mortgage-backed securities, primarily due to a lower volume of loans sold.
- A $1.8 million decline in income from real estate and joint ventures held for investment, primarily due to higher operating charges from investments in joint ventures and lower gains from sales.
- A $0.6 million unfavorable change in income from loan servicing activities.

Below is a further detailed discussion of the major other income categories.

Loan and Deposit Related Fees

Loan and deposit related fees totaled $8.8 million in the current quarter, up $0.3 million from a year ago. Loan related fees were down $0.2 million or 21.0%, while deposit related fees were up $0.5 million or 6.7%. Within deposit related fees, automated teller machine fees increased 7.3%, while other fees increased 6.5%.

The following table presents a breakdown of loan and deposit related fees during the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Loan related fees	$ 842	$ 918	$ 901	$ 1,009	$ 1,066
Deposit related fees:					
Automated teller machine fees	2,305	2,346	2,419	2,410	2,149
Other fees	5,689	5,879	5,959	5,752	5,343
Total loan and deposit related fees	$ 8,836	$ 9,143	$ 9,279	$ 9,171	$ 8,558

Real Estate and Joint Ventures Held for Investment

Income from our real estate and joint ventures held for investment totaled $0.5 million in the current quarter, down $1.8 million from the year-ago quarter due primarily to higher operating charges from investments in joint ventures and lower gains from sales. The current quarter included gains of $0.5 million, compared with gains of $1.0 million a year ago.

The following table sets forth the key components comprising our income from real estate and joint venture operations during the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Net rental operations	$ 545	$ 20	$ 124	$ 240	$ 487
Net gains on sales of wholly owned real estate	22		3,051	-	-
Equity (deficit) in net income (loss) from joint ventures	(91)	760	2,156	2,313	1,802
Provision for losses on real estate and joint ventures	-	-	-	-	-
Total income from real estate and joint ventures held for investment, net	$ 476	$ 780	$ 5,331	$ 2,553	$ 2,289

Secondary Marketing Activities

We service loans for others and those activities generated a loss of $0.4 million in the current quarter, compared with income of $0.2 million in the year-ago quarter. The primary reason for the unfavorable change was an increase in payoff and curtailment interest costs of $0.8 million.

At March 31, 2007, MSRs, net of a $0.2 million valuation allowance, totaled $20.7 million or 0.88% of the $2.348 billion of associated loans serviced for others, little changed from a year ago. In addition to the loans we serviced for others with capitalized MSRs, at March 31, 2007, we serviced $3.659 billion of loans on a sub-servicing basis where we receive a fixed fee per loan, with no risk associated with changing MSR values.

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The following table presents a breakdown of the components of our loan servicing income (loss), net for the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Net cash servicing fees	$ 1,607	$ 1,647	$ 1,583	$ 1,574	$ 1,566
Payoff and curtailment interest cost [(a)]	(1,063)	(1,269)	(813)	(233)	(218)
Amortization of mortgage servicing rights	(1,024)	(1,087)	(1,056)	(1,029)	(1,198)
(Provision for) reduction of impairment of mortgage servicing rights	44	(149)	(91)	140	39
Total loan servicing income (loss), net	$ (436)	$ (858)	$ (377)	$ 452	$ 189

[(a)] *Represents the difference between the contractual obligation to pay interest to the investor for an entire month and the actual interest received when a loan prepays prior to the end of the month. However, loan servicing activities do not include the benefit of the use of total loan repayments to increase net interest income.*

For further information regarding mortgage servicing rights, see Note 2 on page 7 of Notes to Consolidated Financial Statements.

Net gains on sales of loans and mortgage-backed securities totaled $8.7 million in the current quarter, down $2.9 million from a year ago. The decline primarily reflected a lower volume of loans sold, as sales of loans and mortgage-backed securities we originated for sale declined from $876 million a year ago to $714 million in the current quarter. The current quarter included a $0.3 million gain due to the SFAS 133 impact of valuing derivatives associated with the sale of loans, compared with a SFAS 133 gain of $0.2 million in the year-ago quarter. Excluding the impact of SFAS 133, a gain equal to 1.19% on secondary market sales was realized in the current quarter, down from the year-ago gain of 1.30%.

The following table presents a breakdown of the components of our net gains on sales of loans and mortgage-backed securities for the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Mortgage servicing rights	$ 1,341	$ 2,122	$ 837	$ 1,285	$ 1,022
All other components excluding SFAS 133	7,148	6,682	14,314	8,067	10,394
SFAS 133	251	(309)	(304)	(733)	238
Total net gains on sales of loans and mortgage-backed securities	$ 8,740	$ 8,495	$ 14,847	$ 8,619	$ 11,654
Secondary marketing gain excluding SFAS 133 as a percentage of associated sales	1.19 %	1.23 %	1.68 %	0.91 %	1.30 %

Operating Expense

Operating expense totaled $65.6 million in the current quarter, up $4.1 million or 6.7% from a year ago. The increase primarily reflected a $1.8 million increase associated with higher deposit insurance premiums and regulatory assessments and a $1.5 million or 3.6% increase in salaries and related costs.

The following table presents a breakdown of key components comprising operating expense for the quarters indicated.

	Three Months Ended				
(In Thousands)	March 31, 2007	December 31, 2006	September 30, 2006	June 30, 2006	March 31, 2006
Salaries and related costs	$ 42,234	$ 40,464	$ 38,943	$ 40,873	$ 40,780
Premises and equipment costs	8,809	9,207	8,804	8,410	8,538
Advertising expense	1,191	1,895	1,211	1,879	1,242
Deposit insurance premiums and regulatory assessments	2,764	2,193	2,224	1,008	1,014
Professional fees	559	297	254	450	792
Other general and administrative expense	9,795	7,920	7,087	8,295	9,175
Total general and administrative expense	65,352	61,976	58,523	60,915	61,541
Net operation of real estate acquired in settlement of loans	291	65	166	28	(9)
Total operating expense	$ 65,643	$ 62,041	$ 58,689	$ 60,943	$ 61,532

Provision for Income Taxes

Our effective tax rate was 44.0% for the current quarter, compared with 43.6% a year ago. The difference in effective tax rates was due primarily to interest associated with a potential underpayment of taxes, as discussed in more detail below.

The Internal Revenue Service ("IRS") is currently examining Downey s tax return for 2004. Downey has determined there is substantial ambiguity surrounding the treatment of certain loan origination costs on its tax returns for 2003 through 2005. The potential after-tax interest assessment related to Downey s tax returns for 2003 through 2005 totals $10.8 million. Of that amount, $1.6 million was accrued for 2007 and has been recorded as additional income taxes in the current quarter, and $9.2 million was accrued for 2004 through 2006 and will be reflected in income taxes in those prior periods in future SEC filings (including this Form 10-Q). For further information on the impact of these prior period adjustments on previously filed financial statements, see Note (4) Income Taxes on page 12 and Note (9) Adjustment of Prior and Beginning Period Amounts on page 15 of Notes to Consolidated Financial Statements.

Business Segment Reporting

The previous discussion and analysis of the Results of Operations pertained to our consolidated results. This section discusses and analyzes the results of operations of our two business segments: banking and real estate investment. For further information, see Note 7 of Notes to Consolidated Financial Statements on page 14.

The following table presents by business segment our net income for the periods indicated.

	Three Months Ended				
(In Thousands)	March 31, 2007	December 31, 2006	September 30, 2006	June 30, 2006	March 31, 2006

Banking net income	$ 42,423	$ 50,907	$ 51,432	$ 46,494	$ 42,516
Real estate investment net income	440	1,208	4,188	1,730	1,181
Total net income	$ 42,863	$ 52,115	$ 55,620	$ 48,224	$ 43,697

Banking

Net income from our banking operations for the current quarter totaled $42.4 million, down slightly from a year ago. The decline between first quarters primarily reflected:

- a $4.5 million or 7.4% increase in operating expense;
- A $2.9 million decline in net gains on sales of loans and mortgage-backed securities, primarily due to a lower volume of loans sold and, to a lesser extent, a lower gain per dollar of loan sold;
- A $0.9 million decline in net interest income due to a lower level of interest-earning assets; and
- A $0.6 million unfavorable change in income from loan servicing activities.

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Those unfavorable items were mostly offset by a $9.4 million decline in provision for credit losses.

The following table sets forth our banking operational results and selected financial data for the quarters indicated.

(In Thousands)	*Three Months Ended* *March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Net interest income	$ 124,752	$ 129,798	$ 129,870	$ 132,021	$ 125,632
Provision for credit losses	617	245	9,640	6,662	10,057
Other income	16,932	16,549	25,090	18,188	20,671
Operating expense	65,275	61,995	59,801	60,652	60,797
Net intercompany income (expense)	12	(29)	(38)	(54)	87
Income before income taxes	75,804	84,078	85,481	82,841	75,536
Income taxes	33,381	33,171	34,049	36,347	33,020
Net income	$ 42,423	$ 50,907	$ 51,432	$ 46,494	$ 42,516
At period end					
Assets:					
Loans and mortgage-backed securities, net	$ 13,210,016	$ 14,170,750	$ 15,135,543	$ 15,938,573	$ 16,429,596
Other	2,015,777	2,025,790	1,837,714	1,517,582	1,364,430
Total assets	15,225,793	16,196,540	16,973,257	17,456,155	17,794,026
Equity	$ 1,439,463	$ 1,393,235	$ 1,344,593	$ 1,284,085	$ 1,244,639

Real Estate Investment

Net income from real estate investment operations totaled $0.4 million in the current quarter, down from $1.2 million a year ago. The decrease primarily reflected higher operating charges from investments in joint ventures and lower gains from sales, partially offset by lower operating expense. Gains from sales totaled $0.5 million in the current quarter, compared to $1.0 million a year ago.

The following table sets forth real estate investment operational results and selected financial data for the quarters indicated.

(In Thousands)	*Three Months Ended* *March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*

Net interest income	$ 362	$ 377	$ 369	$ 326	$ 284
Other income	756	1,685	5,579	2,842	2,539
Operating expense	368	46	(1,112)	291	735
Net intercompany income (expense)	(12)	29	38	54	(87)
Income before income taxes	738	2,045	7,098	2,931	2,001
Income taxes	298	837	2,910	1,201	820
Net income	$ 440	$ 1,208	$ 4,188	$ 1,730	$ 1,181
At period end					
Assets:					
Investments in real estate and joint ventures	$ 61,663	$ 59,843	$ 55,663	$ 49,237	$ 49,182
Other	28,402	28,548	28,978	31,541	29,974
Total assets	90,065	88,391	84,641	80,778	79,156
Equity	$ 77,989	$ 77,549	$ 76,341	$ 72,153	$ 70,423

Our investments in real estate and joint ventures amounted to $62 million at March 31, 2007, up from $60 million at December 31, 2006 and $49 million at March 31, 2006.

For information on valuation allowances associated with real estate and joint venture loans, see Allowance for Credit and Real Estate Losses on page 43.

FINANCIAL CONDITION

Loans and Mortgage-Backed Securities

Total loans and mortgage-backed securities, including those we hold for sale, declined $961 million during the current quarter to a total of $13.2 billion or 86.7% of total assets at March 31, 2007. Loans held for investment declined $865 million, as loan payoffs exceeded originations and loans held for sale declined $95 million.

Our loan originations, including loans purchased, totaled $1.261 billion in the current quarter, down $1.552 billion or 55.2% from the $2.813 billion we originated in the year-ago first quarter and 5.9% below the $1.340 billion we originated in the fourth quarter of 2006. Loans originated for sale declined $339 million or 34.6% from a year ago to $641 million, while single family loans originated for portfolio declined $1.116 billion or 64.9% to $603 million. Our prepayment speed, which measures the annualized percentage of loans repaid, for one-to-four unit residential loans held for investment increased from 34% a year ago to 44% in the current quarter and was up slightly from 43% in the fourth quarter of 2006. During the current quarter, 89% of our residential one-to-four unit originations represented refinance transactions, including new loans to refinance existing loans which we or other lenders originated. This is down from 91% from the fourth quarter of 2006 but up from 87% in the year-ago first quarter.

We originate one-to-four unit residential mortgage loans both with and without loan origination fees. In mortgage transactions for which we charge no origination fees, we receive a higher interest rate than those for which we charge fees. In addition, a prepayment fee on loans with no origination fees is generally required if prepaid within the first three years. These loans generally result in deferrable loan origination costs exceeding loan origination fees.

Originations of adjustable rate residential one-to-four unit loans for portfolio, including loans purchased, totaled $603 million in the current quarter, down from $1.719 billion in the year-ago quarter but up from $555 million in the fourth quarter of 2006. Of the current quarter total:

- 57% were adjustable   fixed for 3-5 years, compared with 11% in the year-ago quarter;
- 25% were adjustable rate loans tied to either the LIBOR index, which typically adjust every six months, or the Constant Maturity Treasury ("CMT") index; and
- 18% were adjustable rate loans tied to either the FHLB Eleventh District Cost of Funds Index ("COFI") or the 12-month moving average of yields on actively traded U.S. Treasury securities adjusted to a constant maturity of one year ("MTA") index and generally have rates that adjust monthly and provide for negative amortization, compared with 88% in the year-ago quarter. Of the current quarter total, loans tied to the COFI index represented 94% of these originations, compared with 86% of originations in the year-ago quarter.

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The following table sets forth loans originated, including purchases, for investment and for sale during the periods indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Loans originated and purchased					
Investment portfolio:					
Residential one-to-four units:					
Adjustable by index:					
COFI	$ 99,782	$ 170,394	$ 339,128	$ 612,586	$ 1,309,298
MTA	6,838	44,200	11,820	3,206	209,134
LIBOR	123,226	70,457	69,768	77,753	11,396
CMT	31,047	28,175	53,633	43,975	-
Adjustable fixed for 3-5 years	342,005	241,347	290,397	392,126	189,385
Fixed	-	-	-	69	155
Total residential one-to-four units	602,898	554,573	764,746	1,129,715	1,719,368
Other	17,500	6,605	15,744	49,059	113,670
Total for investment portfolio	620,398	561,178	780,490	1,178,774	1,833,038
Sale portfolio [a]	640,669	779,002	824,072	892,314	980,164
Total for investment and sale portfolios	$ 1,261,067	$ 1,340,180	$ 1,604,562	$ 2,071,088	$ 2,813,202

[a] *All residential one-to-four unit loans.*

The following table sets forth our investment portfolio of residential one-to-four unit adjustable rate loans by index, excluding our adjustable fixed for 3-5 year loans which are still in their initial fixed rate period, at the dates indicated.

	March 31, 2007		*December 31, 2006*		*September 30, 2006*		*June 30, 2006*		*March 31, 2006*	
(Dollars in Thousands)	*Amount*	*% of Total*	*Amount*	*% of Total*	*Amount*	*% of Total*	*Amount*	*% of Total*	*Amount*	*% of Total*
Loan Investment Portfolio										
Residential one-to-four units:										
Adjustable by index:										
COFI	$ 8,365,223	77 %	$ 9,231,837	77 %	$ 10,107,839	78 %	$ 10,770,739	77 %	11,172,831	77 %

MTA	1,807,965	17	2,094,828	18	2,353,639	18	2,636,804	19	2,841,747	20
LIBOR	435,132	4	364,537	3	366,907	3	359,752	3	351,128	2
Other, primarily CMT	228,260	2	209,191	2	191,542	1	138,488	1	151,003	1
Total adjustable loans [(a)]	$ 10,836,580	100 %	$ 11,900,393	100 %	$ 13,019,927	100 %	$ 13,905,783	100 %	$ 14,516,709	100 %

[(a)] *Excludes residential one-to-four unit adjustable fixed for 3-5 year loans still in their initial fixed rate period.*

Our adjustable rate mortgage loans generally:

- either begin with an incentive interest rate ("start rate"), which is an interest rate below the current market rate, that adjusts to the applicable index plus a defined margin, subject to periodic and lifetime caps, after one, three, six or twelve months, or have a fixed interest rate for a period of three to five years then adjust semi-annually or annually thereafter;
- provide that the maximum interest rate cannot exceed the start rate by more than six to twelve percentage points, depending on the type of loan and the initial rate offered; and
- limit interest rate adjustments, for loans that adjust both the interest rate and payment amount simultaneously, to 1% per adjustment for those that adjust semi-annually and 2% per adjustment for those that adjust annually.

Most of our adjustable rate mortgage loans are option ARM products with an interest rate that adjusts monthly and a minimum monthly loan payment that adjusts annually. The start rate is lower than the fully-indexed rate and is the effective interest rate for the loan only during the first month. After the first month, interest accrues at the fully-indexed rate. The start rate, however, is used to calculate the minimum monthly loan payment for the first twelve months. The borrower is required to make at least the minimum monthly payment, but retains the option to make a larger payment to reduce loan principal and avoid negative amortization, or the addition to loan principal of accrued interest that exceeds the required minimum monthly loan payment. If the borrower chooses to make the required minimum monthly loan payment and the interest accrual, based on the fully-indexed rate, results in monthly interest due exceeding the payment amount, the loan balance will increase by the difference. These payment options are clearly defined in the loan documents signed by the borrower at funding and explained again on the borrower s monthly statement.

More particularly, these loans currently:

- limit the maximum loan balance to 110% of the original loan amount if the original loan-to-value ratio (a loan-to-value ratio is the proportion of the principal amount of the loan to the lower of the sales price or appraised value of the property securing the loan at origination) is greater than 75%, 115% if the loan-to-value ratio is 75% or less and up to 120% for certain salable loans;
- have a lifetime interest rate cap, but no periodic cap on interest rate adjustments; and
- include a payment cap that limits the change in required minimum monthly loan payments to 7.5% per year, unless the loan is recast (*i.e.,* a new monthly loan payment is calculated using the fully-indexed interest rate and provides for amortization of the loan balance over the remaining term of the loan). A loan is recast at the earlier of every five years or when the loan balance reaches the maximum level of loan balance permitted.

The maximum home loan we make, except for a limited amount related to Community Reinvestment Act ("CRA") activities, is equal to 97% of a property s appraised value; however, any loan in excess of 80% of appraised value generally requires private mortgage insurance. Typically, this insures the loan down to a 75% loan-to-value ratio, consistent with secondary marketing requirements. A loan-to-value ratio is the proportion of the principal amount of the loan to the lower of the sales price or appraised value of the property securing the loan at origination. If a loan incurs negative amortization, the loan-to-value ratio could rise, which increases credit risk, and the fair value of the underlying collateral could be insufficient to satisfy fully the outstanding loan obligation in the event of a loan default.

Our loan portfolio held for investment does contain loans previously originated with a limit on the maximum loan balance of 125% of the original loan amount. At March 31, 2007, loans with the higher 125% limit on the maximum loan balance represented only 3% of our adjustable rate one-to-four unit residential loan portfolio, while those with the 115% limit represented only 2% and those with the 110% limit represented 76%. We permit adjustable rate mortgage loans to be assumed by qualified borrowers.

While start rates of our loan products fluctuate with the market, we do not use them to qualify a loan applicant. Rather, we qualify an applicant for adjustable rate mortgage loans using a fully-amortizing payment calculated from the higher of the fully-indexed rate or, currently, for our:

- lower risk applicants:
  - 6.00% for owner occupied; or
  - 6.25% for non-owner occupied.
- higher risk applicants:
  - 7.00% for owner occupied; or
  - 7.25% for non-owner occupied.

For interest-only loans, we qualify applicants at the interest-only payment amount based on the interest rate applicable to the fixed rate period of the loan program.

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As set forth in the following table, $10.1 billion or 81% of our residential one-to-four unit adjustable rate loans held for investment were subject to negative amortization at March 31, 2007, of which $358 million or 3.6% represented the amount of negative amortization included in the loan balance. The amount of negative amortization had a net increase of $37 million during the current quarter, as borrowers took advantage of the flexibility of this product. During the current quarter, approximately 31% of our loan interest income represented negative amortization, up from 29% in the fourth quarter of 2006 and 25% in the year-ago first quarter. At origination, these loans had a weighted average loan-to-value ratio of 73%. In addition, $1.9 billion or 15% of our residential one-to-four unit adjustable rate loans held for investment represented loans requiring interest only payments over the initial terms of the loans, generally the first three to five years.

(Dollars in Thousands)	*Loan Balance*	*% of Total*	*Negative Amortization Included in the Loan Balance*	*Loan to Value Ratio at Origination*	*Current Loan to Value Ratio [(a)]*	*Weighted Average Age (Months)*
Loan Investment Portfolio						
Residential one-to-four units subject to negative amortization:						
At March 31, 2007:						
With negative amortization:						
Balance less than or equal to original loan amount	$ 365,466	3 %	$ 1,740	70 %	69 %	34
Balance greater than original loan amount	8,608,796	86	355,890	74	77	23
Total with negative amortization	8,974,262	89	357,630	73	76	23
Not utilizing negative amortization	1,080,655	11	-	69	65	48
Total loans subject to negative amortization	$ 10,054,917	100 %	$ 357,630	73 %	75 %	26
As a percentage of total residential one-to-four unit adjustable rate loans	81 %					
Total loans with interest only payments	$ 1,876,201			68 %	68 %	11
As a percentage of total residential one-to-four unit adjustable rate loans	15 %					
At December 31 2006:						
With negative amortization:						
Balance less than or equal to original loan amount	$ 477,873	4 %	$ 1,933	70 %	69 %	31
Balance greater than original loan amount	9,320,945	83	318,533	73	76	20
Total with negative amortization	9,798,818	87	320,466	73	75	21
Not utilizing negative amortization	1,401,052	13	-	69	65	41
Total loans subject to negative amortization	$ 11,199,870	100 %	$ 320,466	73 %	74 %	23

As a percentage of total residential one-to-four unit							
adjustable rate loans	85 %						
Total loans with interest only payments	$ 1,578,202				69 %	68 %	12
As a percentage of total residential one-to-four unit							
adjustable rate loans	12 %						
At March 31, 2006:							
With negative amortization:							
Balance less than or equal to original loan amount	$ 1,011,396	7 %	$	2,772	70 %	70 %	20
Balance greater than original loan amount	9,953,964	72		178,787	73	74	15
Total with negative amortization	10,965,360	79		181,559	73	74	16
Not utilizing negative amortization	2,900,585	21		-	71	69	24
Total loans subject to negative amortization	$ 13,865,945	100 %	$	181,559	72 %	73 %	17
As a percentage of total residential one-to-four unit							
adjustable rate loans	92 %						
Total loans with interest only payments	$ 723,108				70 %	70 %	22
As a percentage of total residential one-to-four unit							
adjustable rate loans	5 %						

[a] *Based on current loan balance relative to the lower of the appraised value or sales price at time of origination.*

We have other credit risk elements within our real estate loans held for investment besides loans subject to negative amortization or loans with interest-only payments. At March 31, 2007, these other credit risks included:

- 88% of our real estate loans were concentrated and secured by properties located in California, principally in Los Angeles, San Diego, Orange, Santa Clara and Riverside counties;
- 81% of our residential one-to-four unit loans were underwritten based on borrower stated income and asset verification and an additional 9% were underwritten with no verification of either borrower income or assets; and
- the loans are relatively new and unseasoned, as 5% of our residential one-to-four unit loans were originated in the current quarter, with an additional 29% originated in 2006 and 34% in 2005.

Those risks are mitigated primarily by various minimum borrower credit requirements and maximum loan-to-value limitations. For example, at March 31, 2007, the average loan-to-value ratio at origination of our residential one-to-four unit loan portfolio was 72%. However, even with these requirements and limitations, our risk mitigation strategy is limited by potential defects in the underwriting process as well as potential changes in the loan-to-value ratio due to negative amortization and declines in home values. For example, while residential property values have increased over the past several years thereby further reducing our exposure to credit risk, home value declines emerged in certain markets we lend to in 2006. The uncertainty of future home value changes may materially impact the risk associated with our loan portfolio since 68% of these loans were originated since year-end 2004.

While our historic credit experience has been good, option ARMs can present greater credit risk in sustained periods of rising interest rates, as borrowers may see their loan payments increase significantly when their payments recast to fully-amortizing payments. In addition, credit risk increases if home values decline. In light of continued increases in market interest rates and other unfavorable changes in the residential housing market, we increased the start rate on option ARM loans originated for portfolio beginning in March of 2006 in order to reduce the potential for negative amortization. Since our start rate remained higher than that of many of our competitors, our production of option ARM loans for portfolio did not offset loan payoffs for the last year. In September of 2006, we increased the competitiveness of our option ARM pricing by lowering the start rate for borrowers who have high FICO credit scores and low loan-to-value ratios, with the goal of stimulating additional loan production for our portfolio, while at the same time limiting our portfolio credit exposure. However, this pricing change has not resulted in loan production completely offsetting portfolio payoffs.

In September, 2006, the federal banking agencies issued final guidance on non-traditional mortgage loan products that allow borrowers to defer repayment of principal and sometimes interest, including "interest-only" mortgage loans, and "payment option" adjustable rate mortgage loans where a borrower has flexible payment options, including payments that have the potential for negative amortization. While acknowledging that innovations in mortgage lending can benefit some consumers, the final guidance states that management should (1) assess a borrower s ability to repay the loan, including any principal balances added through negative amortization, at the fully indexed rate that would apply after the incentive interest rate period, (2) recognize that certain nontraditional mortgage loans are untested in a stressed environment and warrant strong risk management standards as well as appropriate capital and loan loss reserves, and (3) ensure that borrowers have sufficient information to clearly understand loan terms and associated risks prior to making a product or payment choice. We have instituted some disclosure changes and are assessing what impact, if any, this new lending guidance will have on our loan underwriting guidelines; and we continue to closely monitor trends in residential housing and lending markets and will make adjustments, as deemed necessary.

We also offer other types of adjustable rate product for portfolio that do not permit negative amortization and do not fall in the scope of the guidance, but those products are currently not as popular with borrowers.

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The following table sets forth our investment portfolio of residential one-to-four unit loans by the Fair Isaac Corporation credit score model ("FICO") of the borrower at origination at the dates indicated.

(Dollars in Thousands)	March 31, 2007 Amount	% of Total	December 31, 2006 Amount	% of Total	September 30, 2006 Amount	% of Total	June 30, 2006 Amount	% of Total	March 31, 2006 Amount	% of Total
Loan Investment Portfolio										
Residential one-to-four units:										
FICO score at Origination:										
620 or below	$ 564,407	5 %	$ 645,004	5 %	$ 741,310	5 %	$ 855,396	6 %	$ 984,652	7 %
621 to 659	3,104,677	25	3,344,594	25	3,601,342	25	3,755,084	25	3,788,331	25
660 to 719	4,721,195	38	5,095,599	39	5,469,547	39	5,736,445	39	5,861,341	39
720 and above	3,848,112	31	3,964,348	30	4,184,865	30	4,295,868	29	4,306,399	28
Not available	165,629	1	177,459	1	186,141	1	196,686	1	210,006	1
Total residential one-to-four units	$ 12,404,020	100 %	$ 13,227,004	100 %	$ 14,183,205	100 %	$ 14,839,479	100 %	$ 15,150,729	100 %
Weighted average FICO score for loan investment portfolio of residential one-to-four units	694		692		692		691		690	

The following table sets forth our investment portfolio of residential one-to-four unit loans by original loan-to-value ratio at the dates indicated. For this table, the loan-to-value ratios have been updated to reflect the current loan balance and appraisal if private mortgage insurance has been removed.

(Dollars in Thousands)	March 31, 2007 Amount	% of Total	December 31, 2006 Amount	% of Total	September 30, 2006 Amount	% of Total	June 30, 2006 Amount	% of Total	March 31, 2006 Amount	% of Total
Loan Investment Portfolio										
Residential one-to-four units:										

80% or below:										
60% or less	$ 1,839,882	15 %	$ 1,940,772	15 %	$ 2,048,086	14 %	$ 2,148,624	14 %	$ 2,187,876	14 %
61% to 70%	2,176,103	18	2,349,016	18	2,505,972	18	2,628,314	18	2,717,204	18
71% to 80%	7,763,469	63	8,271,605	62	8,877,059	63	9,225,868	62	9,313,806	62
Total 80% or below	11,779,454	95	12,561,393	95	13,431,117	95	14,002,806	94	14,218,886	94
81% to 85%:										
With private mortgage insurance	90,228	1	96,683	1	110,452	1	124,623	1	143,620	1
Without private mortgage insurance	1,210	-	1,789	-	2,319	-	3,293	-	4,243	-
Total 81% to 85%	91,438	1	98,472	1	112,771	1	127,916	1	147,863	1
86% to 89%:										
With private mortgage insurance	218,546	2	231,471	2	261,422	2	291,605	2	331,008	2
Without private mortgage insurance	5,005	-	5,960	-	6,687	-	6,603	-	6,328	-
Total 86% to 89%	223,551	2	237,431	2	268,109	2	298,208	2	337,336	2
90% and above:										
With private mortgage insurance	281,334	2	300,546	2	341,158	2	380,351	3	417,974	3
Without private mortgage insurance [(a)]	24,948	-	25,569	-	26,405	-	26,491	-	24,693	-
Total 90% and above	306,282	2	326,115	2	367,563	2	406,842	3	442,667	3
Not available	3,295	-	3,593	-	3,645	-	3,707	-	3,977	-
Total residential one-to-four units	$ 12,404,020	100 %	$ 13,227,004	100 %	$ 14,183,205	100 %	$ 14,839,479	100 %	$ 15,150,729	100 %
Weighted average loan-to-value ratio for loan investment portfolio of residential one-to-four units		72		72		72		72		72

[(a)] *Primarily related to Community Reinvestment Act activities.*

We continue to originate residential fixed interest rate mortgage loans to meet consumer demand, but we intend to sell the majority of these loans. We expect to sell some of our production of adjustable rate loans into the secondary market to the extent we can do so profitably. We sold $714 million of loans and mortgage-backed securities in the current quarter, unchanged from the fourth quarter of 2006 but down from $876 million in the year-ago first quarter. All amounts were secured by residential one-to-four unit property, and at March 31, 2007, loans held for sale totaled $268 million.

In addition to single family loans, $17 million of other loans were originated in the current quarter, up from $7 million in the fourth quarter of 2006, but down from $114 million in the year-ago quarter.

At March 31, 2007, our unfunded loan application pipeline totaled $1.3 billion. Within that pipeline, we had commitments to borrowers for short-term interest rate locks, before the reduction of expected fallout, of $630 million, of which $290 million were related to residential one-to-four unit loans being originated for sale in the secondary market. Furthermore, at March 31, 2007, we had commitments for undrawn lines of credit of $292 million and loans in process of $43 million. We believe our current sources of funds will be adequate relative to these obligations.

The following table sets forth the origination, purchase and sale activity relating to our loans and mortgage-backed securities for the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Investment Portfolio					
Loans originated:					
Loans secured by real estate:					
Residential one-to-four units:					
Adjustable	$ 260,893	$ 313,226	$ 473,072	$ 729,413	$ 1,517,610
Adjustable fixed for 3-5 years	342,005	241,347	290,397	392,126	189,385
Fixed	-	-	-	-	155
Total residential one-to-four units	602,898	554,573	763,469	1,121,539	1,707,150
Home equity loans and lines of credit	2,812	3,018	6,388	8,313	8,793
Residential five or more units adjustable	435	-	560	525	68,583
Total residential	606,145	557,591	770,417	1,130,377	1,784,526
Commercial real estate	-	-	-	-	630
Construction	12,897	1,730	7,516	4,458	19,863
Land	-	71	313	33,903	15,102
Non-mortgage:					
Commercial	-	-	-	-	-
Consumer	1,356	1,786	967	1,860	699
Total loans originated	620,398	561,178	779,213	1,170,598	1,820,820
Residential one-to-four unit loans purchased	-	-	1,277	8,176	12,218
Total loans originated and purchased	620,398	561,178	780,490	1,178,774	1,833,038
Loan repayments	(1,560,187)	(1,661,536)	(1,563,517)	(1,596,002)	(1,393,957)
Other net changes [(a)]	74,542	95,784	74,266	70,033	71,575
Increase (decrease) in loans held for investment, net	(865,247)	(1,004,574)	(708,761)	(347,195)	510,656

Sale Portfolio					
Residential one-to-four unit loans:					
Originated	631,268	778,519	823,656	890,191	979,000
Purchased	9,401	483	416	2,123	1,164
Loans transferred to the investment portfolio [a]	(16,234)	(22,819)	(10,722)	(6,782)	(3,840)
Originated whole loans sold	(430,739)	(474,578)	(699,664)	(751,702)	(662,306)
Loans exchanged for mortgage-backed securities	(283,691)	(239,396)	(203,492)	(276,292)	(213,980)
Capitalized basis adjustment [b]	(754)	(270)	815	1,254	(1,066)
Other net changes [c]	(4,604)	(2,152)	(5,272)	(2,612)	(1,949)
Increase (decrease) in loans held for sale, net	(95,353)	39,787	(94,263)	(143,820)	97,023
Mortgage-backed securities, net:					
Received in exchange for loans	283,691	239,396	203,492	276,292	213,980
Sold	(283,691)	(239,396)	(203,492)	(276,292)	(213,980)
Repayments	(135)	(6)	(6)	(8)	(6)
Other net changes	1	-	-	-	-
Decrease in mortgage-backed securities available for sale	(134)	(6)	(6)	(8)	(6)
Increase (decrease) in loans held for sale and mortgage-backed securities available for sale	(95,487)	39,781	(94,269)	(143,828)	97,017
Total increase (decrease) in loans and mortgage-backed securities, net	$ (960,734)	$ (964,793)	$ (803,030)	$ (491,023)	$ 607,673

[a] *Primarily included changes in undisbursed funds for lines of credit and construction loans, in loss allowances, in net deferred costs and premiums, in interest capitalized on loans (negative amortization), and from loans transferred to real estate acquired in settlement of loans or from (to) the held for sale portfolio.*
[b] *Reflected the change in fair value of the interest rate lock derivative from the date of rate lock to the date of funding.*
[c] *Primarily included repayments and the change in net deferred costs and premiums.*

The following table sets forth the composition of our loan and mortgage-backed securities portfolios at the dates indicated.

(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Investment Portfolio					
Loans secured by real estate:					
Residential one-to-four units:					
Adjustable	$ 10,715,218	$ 11,786,038	$ 12,896,352	$ 13,774,904	$ 14,375,672
Adjustable fixed for 3-5 years	1,639,381	1,397,516	1,240,644	1,017,059	724,442
Fixed	49,421	43,450	46,209	47,516	50,615
Total residential one-to-four units	12,404,020	13,227,004	14,183,205	14,839,479	15,150,729
Home equity loans and lines of credit	168,442	187,939	211,713	232,746	250,804
Residential five or more units:					
Adjustable	109,330	112,580	115,174	117,060	134,340
Fixed	898	908	936	1,040	1,092
Commercial real estate:					
Adjustable	23,580	23,943	24,117	24,254	25,967
Fixed	2,716	2,757	2,793	2,837	2,879
Construction	61,955	52,922	58,157	67,609	78,095
Land	58,795	58,910	59,394	59,682	27,379
Non-mortgage:					
Commercial	2,200	2,400	3,400	3,400	3,481
Consumer	6,143	6,778	6,073	6,303	6,658
Total loans held for investment	12,838,079	13,676,141	14,664,962	15,354,410	15,681,424
Increase (decrease) for:					
Undisbursed loan funds	(43,709)	(40,208)	(48,635)	(58,390)	(59,222)
Net deferred costs and premiums	208,425	232,294	256,315	275,797	290,116
Allowance for losses	(60,758)	(60,943)	(60,784)	(51,198)	(44,504)
Total loans held for investment, net	12,942,037	13,807,284	14,811,858	15,520,619	15,867,814
Sale Portfolio					
Loans held for sale:					
Residential one-to-four units	266,162	358,128	318,414	411,086	556,365
Net deferred costs and premiums	2,156	4,789	4,445	6,851	6,646
Capitalized basis adjustment [(a)]	(456)	298	569	(246)	(1,500)
Total loans held for sale, net	267,862	363,215	323,428	417,691	561,511
Mortgage-backed securities available for sale:					
Adjustable	117	251	257	263	271
Fixed	-	-	-	-	-

Total mortgage-backed securities available for sale	117	251	257	263	271
Total loans held for sale and mortgage-backed securities available for sale	267,979	363,466	323,685	417,954	561,782
Total loans and mortgage-backed securities, net	$ 13,210,016	$ 14,170,750	$ 15,135,543	$ 15,938,573	$ 16,429,596

[a] *Reflected the change in fair value of the interest rate lock derivative from the date of rate lock to the date of funding.*

We carry loans for sale at the lower of cost or fair value. At March 31, 2007, no valuation allowance was required as the fair value exceeded book value on an aggregate basis.

We carry mortgage-backed securities available for sale at fair value which, at March 31, 2007, was essentially equal to our cost basis.

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Investment Securities

The following table sets forth the composition of our investment securities portfolios at the dates indicated.

(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Federal funds	$ -	$ 1	$ 1	$ 2	$ -
Investment securities available for sale:					
U.S. Treasury	-	-	-	-	-
Government sponsored entities	1,411,196	1,433,113	1,162,551	892,109	730,338
Other	62	63	63	63	64
Total investment securities	$ 1,411,258	$ 1,433,177	$ 1,162,615	$ 892,174	$ 730,402

The fair value of temporarily impaired investment securities, the amount of unrealized losses and the length of time these unrealized losses existed as of March 31, 2007 are presented in the following table. The $1 million unrealized loss on investment securities that have been in a loss position for less than 12 months and the $3 million unrealized loss on investment securities that have been in a loss position for more than 12 months are due to changes in market interest rates and are not considered to be other than temporary. We have the intent and ability to hold the securities until that temporary impairment is eliminated.

	Less than 12 months		*12 months or longer*		*Total*	
(In Thousands)	*Fair Value*	*Unrealized Losses*	*Fair Value*	*Unrealized Losses*	*Fair Value*	*Unrealized Losses*
Investment securities available for sale:						
U.S. Treasury	$ -	$ -	$ -	$ -	$ -	$ -
Government sponsored entities	599,196	804	661,943	2,621	1,261,139	3,425
Other	-	-	-	-	-	-
Total temporarily impaired securities	$ 599,196	$ 804	$ 661,943	$ 2,621	$ 1,261,139	$ 3,425

The following table sets forth the maturities of our investment securities and their weighted average yields at March 31, 2007.

	Amount Due as of March 31, 2007				
(Dollars in Thousands)	*In 1 Year or Less*	*After 1 Year Through 5 Years*	*After 5 Years Through 10 Years*	*After 10 Years*	*Total*
Federal funds	$ -	$ -	$ -	$ -	$ -
Weighted average yield	- %	- %	- %	- %	- %
Investment securities available for sale:					
U.S. Treasury	-	-	-	-	-

Weighted average yield	- %	- %	- %	- %	- %
Government sponsored entities [(a)]	41,531	987,680	381,985	-	1,411,196
Weighted average yield	4.24 %	5.56 %	5.01 %	- %	5.37 %
Other	-	-	-	62	62
Weighted average yield	- %	- %	- %	6.25 %	6.25 %
Total investment securities	$ 41,531	$ 987,680	$ 381,985	$ 62	$ 1,411,258
Weighted average yield	4.24 %	5.56 %	5.01 %	6.25 %	5.37 %

[(a)] At March 31, 2007, 35% of our investment securities had step-up provisions that stipulate increases in the coupon rate ranging from 0.50% to 2.00% at various specified dates ranging from June 2007 to December 2012. In addition, at March 31, 2007, all of these investment securities contained call provisions from April 2007 to August 2015. Yields for investment securities available for sale are calculated using historical cost balances and are not adjusted for changes in fair value that are reflected as a separate component of stockholders equity.

Deposits

At March 31, 2007, our deposits totaled $11.6 billion, down $551 million or 4.5% from the year-ago level and $137 million or 1.2% from year-end 2006. Compared with the year-ago period, our transaction accounts (*i.e.,* checking, money market and regular passbook) declined $384 million or 12.4% due to a decline of $425 million in regular passbook accounts. Given the relatively low level of interest rates in prior periods, certain of our depositors moved monies from certificates of deposit to transaction accounts, primarily regular passbook accounts, as they seemed more interested in liquidity. As market interest rates have risen, monies have flowed back into certificates of deposit. Checking accounts have increased $54 million or 4.2% from a year ago.

During the current quarter, one traditional branch was opened. This brings our total number of branches to 173, of which 91 were in-store and four were located in Arizona. At March 31, 2007, the average deposit size of our 82 traditional branches was $112 million, while the average deposit size of our 91 in-store branches was $27 million.

The following table sets forth information concerning our deposits and weighted average rates paid at the dates indicated.

	March 31, 2007		*December 31, 2006*		*September 30, 2006*		*June 30, 2006*		*March 31, 2006*	
(Dollars in Thousands)	*Weighted Average Rate*	*Amount*	*Weighted Average Rate*	*Amount*	*Weighted Average Rate*	*Amount*	*Weighted Average Rate*	*Amount*	*Weighted Average Rate*	*Amount*
Transaction accounts:										
Non-interest-bearing checking	- %	$ 831,708	- %	$ 769,086	- %	$ 776,696	- %	$ 751,446	- %	$ 758,055
Interest-bearing checking [(a)]	0.28	505,975	0.28	493,620	0.28	486,226	0.29	497,313	0.29	525,564
Money market	1.05	153,291	1.04	148,448	1.04	147,812	1.05	162,213	1.05	166,496
Regular passbook	0.95	1,227,664	0.97	1,269,420	0.98	1,355,595	1.00	1,483,890	1.02	1,652,549
Total transaction accounts	0.54	2,718,638	0.57	2,680,574	0.58	2,766,329	0.62	2,894,862	0.65	3,102,664
Certificates of deposit:										
Less than 2.00%	1.30	24,106	1.29	22,566	1.28	22,484	1.31	29,690	1.49	47,149
2.00-2.49	2.29	686	2.29	686	2.46	11,567	2.37	24,559	2.37	81,014
2.50-2.99	2.80	11,062	2.80	25,375	2.84	51,185	2.87	92,839	2.81	159,742
3.00-3.49	3.29	99,309	3.30	128,294	3.27	153,871	3.28	176,414	3.34	368,255
3.50-3.99	3.89	144,544	3.89	237,155	3.87	267,610	3.89	1,190,947	3.86	2,681,838
4.00-4.49	4.25	271,609	4.31	692,386	4.26	1,574,479	4.24	3,765,400	4.23	4,422,839
4.50-4.99	4.90	4,235,873	4.82	2,722,829	4.74	3,340,812	4.72	3,408,252	4.68	1,320,831
5.00-5.49	5.17	3,871,787	5.19	5,008,378	5.20	3,514,530	5.08	304,776	5.07	14,571
5.50 and greater	5.55	269,817	5.54	266,626	5.54	242,891	-	-	-	-
Total certificates of deposit	4.97	8,928,793	4.94	9,104,295	4.78	9,179,429	4.36	8,992,877	4.10	9,096,239

Total deposits	3.94 %	$ 11,647,431	3.95 %	$ 11,784,869	3.81 %	$ 11,945,758	3.45 %	$ 11,887,739	3.22 %	$ 12,198,903

[(a)] *Included amounts swept into money market deposit accounts.*

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Borrowings

At March 31, 2007, our borrowings totaled $2.0 billion, down $2.0 billion from a year ago and $766 million from year-end 2006. At quarter end, we borrowed $547 million of funds through transactions in which securities are sold under agreements to repurchase. These repurchase agreements are entered into with selected major securities dealers, using securities of government sponsored entities from our portfolio as collateral.

The following table sets forth information concerning our FHLB advances and other borrowings at the dates indicated.

(Dollars in Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Securities sold under agreements to repurchase	$ 546,870	$ 469,971	$ 463,678	$ 255,042	$ -
Federal Home Loan Bank advances [(a)]	1,298,197	2,140,785	2,680,546	3,499,450	3,825,811
Senior notes	198,305	198,260	198,216	198,172	198,129
Total borrowings	$ 2,043,372	$ 2,809,016	$ 3,342,440	$ 3,952,664	$ 4,023,940
Weighted average rate on borrowings during the quarter [(a)]	5.86 %	5.77 %	5.71 %	5.33 %	4.92 %
Total borrowings as a percentage of total assets	13.41	17.33	19.68	22.63	22.60

[(a)] *Included the impact of interest rate swap contracts, with notional amounts totaling $430 million of receive-fixed, pay-3-month LIBOR variable interest, which contracts serve as a permitted hedge against a portion of our FHLB advances.*

Off-Balance Sheet Arrangements

We consolidate majority-owned subsidiaries that we control. We account for other affiliates, including joint ventures, in which we do not exhibit significant control or have majority ownership, by the equity method of accounting. For those relationships in which we own less than 20%, we generally carry them at cost. In the course of our business, we participate in real estate joint ventures through our wholly-owned subsidiary, DSL Service Company. Our real estate joint ventures do not require consolidation as a result of applying the provisions of Financial Accounting Standards Board Interpretation 46 (revised December 2003).

We also utilize financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to originate fixed and variable rate mortgage loans held for investment, undisbursed loan funds, lines and letters of credit, commitments to purchase loans and mortgage-backed securities for our portfolio and commitments to invest in community development funds. The contract or notional amounts of these instruments reflect the extent of involvement we have in particular classes of financial instruments. For further information, see Asset/Liability Management and Market Risk on page 38 and Note 3 of Notes to the Consolidated Financial Statements on page 8.

We use the same credit policies in making commitments to originate or purchase loans, lines of credit and letters of credit as we do for on-balance sheet instruments. For commitments to originate loans held for investment, the contract amounts represent exposure to loss from market fluctuations as well as credit loss. In regard to these commitments, adverse changes from market fluctuations are generally not hedged. We control the credit risk of our commitments to originate loans held for investment through credit approvals, limits and monitoring procedures.

We do not dispose of troubled loans or problem assets by means of unconsolidated special purpose entities.

Transactions with Related Parties

There are no significant related party transactions required to be disclosed in accordance with FASB Statement No. 57, Related Party Disclosures. Loans to our executive officers and directors were made in the ordinary course of business and were made on substantially the same terms as comparable transactions.

Asset/Liability Management and Market Risk

Market risk is the risk of loss or reduced earnings from adverse changes in market prices and interest rates. Our market risk arises primarily from interest rate risk in our lending and deposit taking activities. Interest rate risk primarily occurs to the degree that our interest-bearing liabilities reprice or mature on a different basis and frequency than our interest-earning assets. Since our earnings depend primarily on our net interest income, which is the difference between the interest and dividends earned on interest-earning assets and the interest paid on interest-bearing liabilities, our principal objectives are to actively monitor and manage the effects of adverse changes in interest rates on net interest income. Our primary strategy in managing interest rate risk is to emphasize the origination for investment of adjustable rate mortgage loans or loans with relatively short maturities. Interest rates on adjustable rate mortgage loans are primarily tied to COFI, MTA, LIBOR and CMT. We also may execute swap contracts to change interest rate characteristics of our interest-earning assets or interest-bearing liabilities to better manage interest rate risk.

In addition to the interest rate risk associated with our lending for investment and deposit-taking activities, we also have market risk associated with our secondary marketing activities. Changes in mortgage interest rates, primarily fixed rate mortgage loans, impact the fair value of loans held for sale as well as our interest rate lock commitment derivatives, where we have committed to an interest rate with a potential borrower for a loan we intend to sell. Our objective is to hedge against fluctuations in interest rates through the use of loan forward sale and purchase contracts with government-sponsored enterprises and whole loan sale contracts with various parties. These contracts are typically obtained at the time the interest rate lock commitments are made. Therefore, as interest rates fluctuate, the changes in the fair value of our interest rate lock commitments and loans held for sale tend to be offset by changes in the fair value of the hedge contracts. We continue to hedge as previously done before the issuance of SFAS 133. As applied to our risk management strategies, SFAS 133 may increase or decrease reported net income and stockholders equity, depending on interest rates and other variables affecting the fair values of derivative instruments and hedged items, but will have no effect on the overall economics of the transactions. The method used for assessing the effectiveness of a hedging derivative, as well as the measurement approach for determining the ineffective aspects of the hedge, is established at the inception of the hedge. We generally do not enter into derivative contracts for speculative purposes.

Changes in mortgage interest rates also impact the value of our MSRs. Rising interest rates typically result in slower prepayment speeds on the loans being serviced for others which increase the value of MSRs. Declining interest rates typically result in faster prepayment speeds which decrease the value of MSRs. Over time, we may use derivatives or securities to provide an economic hedge against value changes in our MSRs.

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One measure of our exposure to differential changes in interest rates between assets and liabilities is shown in the following table which sets forth the repricing frequency of our major asset and liability categories as of March 31, 2007, as well as other information regarding the repricing and maturity differences between our interest-earning assets and total deposits and borrowings in future periods. We refer to these differences as gap. We have determined the repricing frequencies by reference to projected maturities, based upon contractual maturities as adjusted for scheduled repayments and repricing mechanisms provisions for changes in the interest and dividend rates of assets and liabilities. We assume prepayment rates on substantially all of our loan portfolio based upon our historical loan prepayment experience to anticipate future prepayments. Repricing mechanisms on a number of our assets are subject to limitations, such as caps on the amount that interest rates and payments on our loans may adjust, and accordingly, these assets may not respond to changes in market interest rates as completely or rapidly as our liabilities. The interest rate sensitivity of our assets and liabilities illustrated in the following table would vary substantially if we used different assumptions or if actual experience differed from the assumptions set forth.

	March 31, 2007					
(Dollars in Thousands)	*Within 6 Months*	*After 6 Months Through 12 Months*	*After 1 Year Through 5 Years*	*After 5 Years Through 10 Years*	*Beyond 10 Years*	*Total Balance*
Interest-earning assets:						
Investment securities and stock [a]	$ 859,672	$ 237,260	$ 440,451	$ -	$ -	$ 1,537,383
Loans and mortgage-backed securities, net: [b]						
Loans secured by real estate:						
Residential one-to-four units:						
Adjustable	11,231,923	319,673	1,078,964	-	-	12,630,560
Fixed	150,040	4,091	22,132	11,945	6,529	194,737
Home equity loans and lines of credit	166,639	133	692	85	-	167,549
Residential five or more units:						
Adjustable	71,118	17,091	6,687	-	-	94,896
Fixed	100	94	461	193	43	891
Commercial real estate	18,173	2,749	4,491	25	-	25,438
Construction	42,246	-	-	-	-	42,246
Land	46,600	-	-	-	-	46,600
Non-mortgage loans:						
Commercial	1,128	-	-	-	-	1,128
Consumer	5,851	3	-	-	-	5,854
Mortgage-backed securities	117	-	-	-	-	117

Total loans and mortgage-backed securities, net	11,733,935	343,834	1,113,427	12,248	6,572	13,210,016
Total interest-earning assets	$ 12,593,607	$ 581,094	$ 1,553,878	$ 12,248	$ 6,572	$ 14,747,399
Transaction accounts:						
Non-interest-bearing checking	$ 831,708	$ -	$ -	$ -	$ -	$ 831,708
Interest-bearing checking [c]	505,975	-	-	-	-	505,975
Money market [d]	153,291	-	-	-	-	153,291
Regular passbook [d]	1,227,664	-	-	-	-	1,227,664
Total transaction accounts	2,718,638	-	-	-	-	2,718,638
Certificates of deposit [e]	6,697,300	1,843,902	387,591	-	-	8,928,793
Total deposits	9,415,938	1,843,902	387,591	-	-	11,647,431
FHLB advances and other borrowings	1,426,870	-	418,197	-	-	1,845,067
Senior notes	-	-	-	198,305	-	198,305
Impact of swap contracts hedging borrowings	430,000	-	(430,000)	-	-	-
Total deposits and borrowings	$ 11,272,808	$ 1,843,902	$ 375,788	$ 198,305	$ -	$ 13,690,803
Excess (shortfall) of interest-earning assets						
over deposits and borrowings	$ 1,320,799	$ (1,262,808)	$ 1,178,090	$ (186,057)	$ 6,572	$ 1,056,596
Cumulative gap	1,320,799	57,991	1,236,081	1,050,024	1,056,596	
Cumulative gap as a percentage of total assets:						
March 31, 2007	8.67 %	0.38 %	8.11 %	6.89 %	6.93 %	
December 31, 2006	10.86	0.92	8.29	7.14	7.18	
March 31, 2006	19.61	8.60	7.27	6.24	6.29	

[(a)] *Includes FHLB stock and is based on contractual maturity and repricing date.*
[(b)] *Based on contractual maturity, repricing date and projected repayment and prepayments of principal.*
[(c)] *Included amounts swept into money market deposit accounts and is subject to immediate repricing.*
[(d)] *Subject to immediate repricing.*
[(e)] *Based on contractual maturity and repricing date.*

Our six-month gap at March 31, 2007 was a positive 8.67%. This means that more interest-earning assets mature or reprice within six months than total deposits and borrowings. This compares to our positive six-month gap of 10.86% at December 31, 2006 and 19.61% a year ago, which reflected a larger repricing mismatch between interest-earning assets and deposits and borrowings.

We continue to emphasize the origination of adjustable rate mortgages for our investment portfolio. For the twelve months ended March 31, 2007, we originated and purchased for investment $3.1 billion of adjustable rate loans which represented essentially all of the loans we originated and purchased for investment during the period.

At March 31, 2007, December 31, 2006 and March 31, 2006 essentially all of our interest-earning assets mature, reprice or are estimated to prepay within five years. Essentially all of our loans held for investment and mortgage-backed securities portfolios consisted of adjustable rate loans and loans with a due date of five years or less, and totaled $12.8 billion at March 31, 2007, compared with $13.6 billion at December 31, 2006 and $15.6 billion a year ago. During the current quarter, we continued to offer residential fixed rate loan products to our customers primarily for sale in the secondary market. We originate fixed rate loans primarily for sale in the secondary market and price them accordingly to create loan servicing income and to increase opportunities for originating adjustable rate mortgage loans. However, we may originate fixed rate loans for investment if these loans meet specific yield, interest rate risk and other approved guidelines, or to facilitate the sale of real estate acquired through foreclosure.

The following table sets forth the interest rate spread between our interest-earning assets and interest-bearing liabilities at the dates indicated.

	March 31, 2007	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Weighted average yield: [a]					
Loans and mortgage-backed securities	7.61 %	7.59 %	7.38 %	6.99 %	6.52 %
Investment securities [b]	5.37	5.38	5.26	4.97	4.66
Interest-earning assets yield	7.40	7.38	7.22	6.88	6.44
Weighted average cost:					
Deposits	3.94	3.95	3.81	3.45	3.22
Borrowings:					
Securities sold under agreements to repurchase	5.29	5.30	5.27	5.30	-
Federal Home Loan Bank advances [c]	6.15	5.87	5.75	5.57	4.94
Senior notes	6.50	6.50	6.50	6.50	6.50
Total borrowings	5.95	5.82	5.73	5.60	5.02
Combined funds cost	4.24	4.31	4.23	3.99	3.67
Interest rate spread	3.16 %	3.07 %	2.99 %	2.89 %	2.77 %

[a] Excludes adjustments for non-accrual loans, amortization of net deferred costs to originate loans, premiums and discounts, prepayment and late fees and FHLB stock dividends.
[b] Includes the yield on investment securities accounted for on a trade-date basis but for which interest income will not be recognized until settlement. Yields for investment securities available for sale are calculated using historical cost balances and are not adjusted for changes in fair value that are reflected as a separate component of stockholders equity.
[c] Included the impact of interest rate swap contracts, with notional amounts totaling $430 million of receive-fixed, pay-3-month LIBOR variable interest, which contracts serve as a permitted hedge against a portion of our FHLB advances.

The period-end weighted average yield on our loans and mortgage-backed securities increased to 7.61% at March 31, 2007, up from 7.59% at December 31, 2006 and 6.52% a year ago. At March 31, 2007, our adjustable rate mortgage portfolio of single family residential loans, including mortgage-backed securities, totaled $12.6 billion with a weighted average rate of 7.60%, compared with $13.5 billion with a weighted average rate of 7.56% at December 31, 2006, and $15.6 billion with a weighted average rate of 6.48% at March 31, 2006.

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Problem Loans and Real Estate

Non-Performing Assets

Non-performing assets consist of loans on which we have ceased accruing interest (which we refer to as non-accrual loans), loans restructured at an interest rate below market and real estate acquired in settlement of loans. Our non-performing assets totaled $143 million at March 31, 2007, up from $110 million at December 31, 2006 and $39 million at March 31, 2006. The increase in our non-performing assets during the current quarter was primarily due to an increase in our residential one-to-four unit category of $25 million. The non-performing land category consists of a single loan to develop residential lots. While this loan is deemed collateral dependent and value impaired, no significant loss is anticipated at this time. Of the total non-performing assets, real estate acquired in settlement of loans represented $17 million at March 31, 2007, up from $9 million at December 31, 2006 and less than $1 million at March 31, 2006. Our non-performing assets as a percentage of total assets was 0.94% at March 31, 2007, up from 0.68% at year-end 2006 and 0.22% at March 31, 2006.

The following table summarizes our non-performing assets at the dates indicated.

(Dollars in Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Non-accrual loans:					
Residential one-to-four units	$ 114,833	$ 90,218	$ 60,461	$ 38,074	$ 38,503
Land	11,345	11,345	-	-	-
Other	28	275	306	-	1
Total non-accrual loans	126,206	101,838	60,767	38,074	38,504
Real estate acquired in settlement of loans	17,212	8,524	5,761	1,254	385
Total non-performing assets	$ 143,418	$ 110,362	$ 66,528	$ 39,328	$ 38,889
Allowance for loan losses:					
Amount	$ 60,758	$ 60,943	$ 60,784	$ 51,198	$ 44,504
As a percentage of non-accrual loans	48.14 %	59.84 %	100.03 %	134.47 %	115.58 %
Non-performing assets as a percentage of total assets	0.94	0.68	0.39	0.23	0.22

At March 31, 2007, $26 million of our non-performing assets were located outside of California, compared with $10 million a year ago.

Delinquent Loans

At March 31, 2007, loans delinquent 30 days or more as a percentage of total loans was 1.32%, up from 1.03% at December 31, 2006 and 0.37% at March 31, 2006. The increase from the prior year-ago quarter occurred primarily in our residential one-to-four units and land classifications. As a percentage of its loan category, delinquent residential one-to-four units increased from 0.38% at March 31, 2006 and 1.05% at December 31, 2006 to 1.27% at March 31, 2007. A higher incidence of delinquency is expected when the minimum payments on our option ARM and hybrid ARM loans reset, particularly when our option ARM loans reach their maximum loan balance permitted under the terms of the loan. Our land delinquency category consists of a single loan to develop residential lots. While this loan is deemed collateral dependent and value impaired, no significant loss is anticipated at this time. These increases in delinquency are considered when we analyze the adequacy of our loan loss allowance.

The following table indicates the amounts of our past due loans at the dates indicated.

	March 31, 2007				*December 31, 2006*			
llars in Thousands)	*30-59 Days*	*60-89 Days*	*90+ Days [(a)]*	*Total*	*30-59 Days*	*60-89 Days*	*90+ Days [(a)]*	*Total*
ns secured by real estate:								
sidential:								
ne-to-four units	$ 47,770	$ 31,510	$ 82,091	$ 161,371	$ 56,962	$ 24,100	$ 62,887	$ 143,949
ome equity loans and lines of credit	256	32	15	303	20	212	259	491
ve or more units	-	-	-	-	-	-	-	-
mmercial real estate	-	-	-	-	-	-	-	-
nstruction	-	-	-	-	-	-	-	-
nd	-	-	11,345	11,345	-	-	-	-
otal real estate loans	48,026	31,542	93,451	173,019	56,982	24,312	63,146	144,440
n-mortgage:								
mmercial	-	-	-	-	-	-	-	-
nsumer	6	50	13	69	60	1	16	77
otal delinquent loans	$ 48,032	$ 31,592	$ 93,464	$ 173,088	$ 57,042	$ 24,313	$ 63,162	$ 144,517
inquencies as a percentage of total ns	0.37 %	0.24 %	0.71 %	1.32 %	0.41 %	0.17 %	0.45 %	1.03 %

	September 30, 2006				*June 30, 2006*			
ns secured by real estate:								
sidential:								
ne-to-four units	$ 42,522	$ 20,872	$ 37,214	$ 100,608	$ 28,007	$ 11,877	$ 23,879	$ 63,763
ome equity loans and lines of credit	-	173	297	470	400	-	-	400
ve or more units	-	-	-	-	-	-	-	-
mmercial real estate	-	-	-	-	-	-	-	-
nstruction	-	-	-	-	-	-	-	-
nd	-	-	-	-	-	-	-	-
otal real estate loans	42,522	21,045	37,511	101,078	28,407	11,877	23,879	64,163
n-mortgage:								
mmercial	-	-	-	-	-	-	-	-
nsumer	63	10	9	82	13	31	-	44
otal delinquent loans	$ 42,585	$ 21,055	$ 37,520	$ 101,160	$ 28,420	$ 11,908	$ 23,879	$ 64,207
	0.28 %	0.14 %	0.25 %	0.68 %	0.18 %	0.08 %	0.15 %	0.41 %

inquencies as a percentage of total ns				

	March 31, 2006			
ns secured by real estate:				
sidential:				
ne-to-four units	$ 26,669	$ 10,491	$ 22,110	$ 59,270
ome equity loans and lines of credit	61	-	-	61
ve or more units	-	-	-	-
mmercial real estate	-	-	-	-
nstruction	-	-	-	-
nd	-	-	-	-
otal real estate loans	26,730	10,491	22,110	59,331
n-mortgage:				
mmercial	-	-	-	-
nsumer	61	6	1	68
otal delinquent loans	$ 26,791	$ 10,497	$ 22,111	$ 59,399
inquencies as a percentage of total ns	0.17 %	0.06 %	0.14 %	0.37 %

[(a)] *All 90 day or greater delinquencies are on non-accrual status and reported as part of non-performing assets.*

Allowance for Credit and Real Estate Losses

We maintain a valuation allowance for credit and real estate losses to provide for losses inherent in those portfolios. The allowance for credit losses includes an allowance for loan losses reported as a reduction of loans held for investment and the allowance for loan-related commitments reported in accounts payable and accrued liabilities. Management evaluates the adequacy of the allowance quarterly to maintain the allowance at levels sufficient to provide for inherent losses at the balance sheet date.

We use an internal asset review system and loss allowance methodology designed to provide for timely recognition of problem assets and an adequate allowance to cover asset and loan-related commitment losses. The amount of the allowance is based upon the total of general valuation allowances, allocated allowances and an unallocated allowance. General valuation allowances relate to assets and loan-related commitments with no well-defined deficiency or weakness and take into consideration losses that are imbedded within the portfolio but have not yet been realized. Allocated allowances relate to assets with well-defined deficiencies or weaknesses. If we determine the carrying value of our asset exceeds the net fair value and no alternative payment source exists, then a specific allowance is recorded for the amount of that difference. The unallocated allowance is more subjective and is reviewed quarterly to take into consideration estimation errors and economic trends that are not captured in determining the general valuation and allocated allowances.

Provision for credit losses totaled $0.6 million in the first quarter of 2007, compared with $10.1 million a year ago. The California residential real estate market continued to show signs of weakening, with a decline in prices and an increase in loan defaults. In addition, capitalized interest balances continued to increase on negative amortizing loans. If this tendency continues, certain borrowers may reach their limit of negative amortization permitted under the terms of their loan, thereby resulting in an increase in their minimum monthly loan payment and the potential for higher delinquencies. Despite these trends, an $823 million or 6.2% drop in the single-family residential loan portfolio in the current quarter mitigated the need to increase the associated allowance for loan losses. The allowance declined $0.1 million in the current quarter, reflecting a decrease of $4.9 million in the general valuation allowance and an increase of $4.8 million in the allocated allowance. At March 31, 2007, the allowance for credit losses was $62 million, comprised of $61 million for loan losses and $1 million for unfunded loan commitments virtually unchanged from year-end. Unfunded loan commitments are reported in the category accounts payable and accrued liabilities. There was no change in our unallocated allowance of $2.8 million.

The following table summarizes the activity in our allowance for losses on loans and loan-related commitments for the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Allowance for loan losses					
Balance at beginning of period	$ 60,943	$ 60,784	$ 51,198	$ 44,504	$ 34,601
Provision	507	411	9,777	6,701	9,974
Charge-offs	(843)	(376)	(197)	(12)	(76)
Recoveries	151	124	6	5	5
Balance at end of period	$ 60,758	$ 60,943	$ 60,784	$ 51,198	$ 44,504
Allowance for loan-related commitments					
Balance at beginning of period	$ 1,055	$ 1,221	$ 1,358	$ 1,397	$ 1,314
Provision (reduction)	110	(166)	(137)	(39)	83
Balance at end of period	$ 1,165	$ 1,055	$ 1,221	$ 1,358	$ 1,397
Total allowance for credit losses					
Balance at beginning of period	$ 61,998	$ 62,005	$ 52,556	$ 45,901	$ 35,915

Provision	617	245	9,640	6,662	10,057
Charge-offs	(843)	(376)	(197)	(12)	(76)
Recoveries	151	124	6	5	5
Balance at end of period	$ 61,923	$ 61,998	$ 62,005	$ 52,556	$ 45,901

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The following table presents gross charge-offs, gross recoveries and net charge-offs by category of loan for the periods indicated.

	Three Months Ended				
(Dollars in Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Gross loan charge-offs					
Loans secured by real estate:					
Residential:					
One-to-four units	$ 823	$ 358	$ 166	$ -	$ 25
Home equity loans and lines of credit	-	-	-	-	-
Five or more units	-	-	-	-	-
Commercial real estate	-	-	-	-	-
Construction	-	-	-	-	-
Land	-	-	-	-	-
Non-mortgage:					
Commercial	-	-	-	-	-
Consumer	20	18	31	12	51
Total gross loan charge-offs	843	376	197	12	76
Gross loan recoveries					
Loans secured by real estate:					
Residential:					
One-to-four units	150	120	-	-	-
Home equity loans and lines of credit	-	-	-	-	-
Five or more units	-	-	-	-	-
Commercial real estate	-	-	-	-	-
Construction	-	-	-	-	-
Land	-	-	-	-	-
Non-mortgage:					
Commercial	-	-	-	-	-
Consumer	1	4	6	5	5
Total gross loan recoveries	151	124	6	5	5
Net loan charge-offs (recoveries)					
Loans secured by real estate:					
Residential:					
One-to-four units	673	238	166	-	25
Home equity loans and lines of credit	-	-	-	-	-
Five or more units	-	-	-	-	-
Commercial real estate	-	-	-	-	-
Construction	-	-	-	-	-

Land	-	-	-	-	-
Non-mortgage:					
Commercial	-	-	-	-	-
Consumer	19	14	25	7	46
Total net loan charge-offs	$ 692	$ 252	$ 191	$ 7	$ 71
Net loan charge-offs as a percentage					
of average loans	0.02 %	0.01 %	- %	- %	- %

The following table indicates our allocation of the allowance for loan losses to the various categories of loans at the dates indicated.

(Dollars in Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Loans secured by real estate:					
Residential:					
One-to-four units	$ 53,931	$ 53,918	$ 53,918	$ 44,518	$ 37,874
Home equity loans and lines of credit	857	999	1,124	1,192	1,288
Five or more units	1,006	1,030	1,049	1,064	1,194
Commercial real estate	266	267	302	304	298
Construction	574	581	454	455	487
Land	1,025	1,016	838	570	251
Non-mortgage:					
Commercial	11	14	14	14	16
Consumer	288	318	285	281	296
Not specifically allocated	2,800	2,800	2,800	2,800	2,800
Total for loans held for investment	$ 60,758	$ 60,943	$ 60,784	$ 51,198	$ 44,504

The following table indicates our allowance for loan losses as a percentage of loan category balance for the various categories of loans at the dates indicated.

(Dollars in Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Loans secured by real estate:					
Residential:					
One-to-four units	0.43 %	0.41 %	0.38 %	0.30 %	0.25 %
Home equity loans and lines of credit	0.51	0.53	0.53	0.51	0.51
Five or more units	0.91	0.91	0.90	0.90	0.88
Commercial real estate	1.01	1.00	1.12	1.12	1.03
Construction	0.93	1.10	0.78	0.67	0.62
Land	1.74	1.72	1.41	0.96	0.92
Non-mortgage:					
Commercial	0.50	0.58	0.41	0.41	0.46
Consumer	4.69	4.70	4.69	4.46	4.45
Total for loans held for investment	0.47 %	0.45 %	0.41 %	0.33 %	0.28 %

The following table indicates by loan category the percentage mix of our total loans held for investment at the dates indicated.

March 31,	*December 31,*	*September 30,*	*June 30,*	*March 31,*

(Dollars in Thousands)	*2007*	*2006*	*2006*	*2006*	*2006*
Loans secured by real estate:					
Residential:					
One-to-four units	96.62 %	96.71 %	96.72 %	96.65 %	96.62 %
Home equity loans and lines of credit	1.31	1.37	1.44	1.51	1.60
Five or more units	0.86	0.83	0.79	0.77	0.86
Commercial real estate	0.20	0.20	0.18	0.18	0.18
Construction	0.48	0.39	0.40	0.44	0.50
Land	0.46	0.43	0.41	0.39	0.18
Non-mortgage:					
Commercial	0.02	0.02	0.02	0.02	0.02
Consumer	0.05	0.05	0.04	0.04	0.04
Total for loans held for investment	100.00 %	100.00 %	100.00 %	100.00 %	100.00 %

At March 31, 2007, the recorded investment in loans for which we recognized impairment totaled $12 million, up from $11 million at December 31, 2006 and no loans at March 31, 2006. The allowance for losses related to these loans was less than $1 million at March 31, 2007 and December 31, 2006, with no allowance for losses at March 31, 2006. During the current quarter there was no interest recognized on the impaired loan portfolio.

The following table summarizes the activity in our allowance for credit losses associated with impaired loans for the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Balance at beginning of period	$ 601	$ -	$ -	$ -	$ -
Provision	56	601	-	-	-
Charge-offs	-	-	-	-	-
Recoveries	-	-	-	-	-
Balance at end of period	$ 657	$ 601	$ -	$ -	$ -

The following table summarizes the activity in our allowance for real estate and joint ventures held for investment for the quarters indicated.

	Three Months Ended				
(In Thousands)	*March 31, 2007*	*December 31, 2006*	*September 30, 2006*	*June 30, 2006*	*March 31, 2006*
Balance at beginning of period	$ 103	$ 103	$ 103	$ 103	$ 103
Provision	-	-	-	-	-
Charge-offs	-	-	-	-	-
Recoveries	-	-	-	-	-
Balance at end of period	$ 103	$ 103	$ 103	$ 103	$ 103

Capital Resources and Liquidity

Our sources of funds include deposits, advances from the FHLB and other borrowings; proceeds from the sale of loans, mortgage-backed securities and real estate; payments of loans and mortgage-backed securities and payments for and sales of loan servicing; and income from other investments. Interest rates, real estate sales activity and general economic conditions significantly affect repayments on loans and mortgage-backed securities and deposit inflows and outflows.

Our primary sources of funds generated in the first quarter of 2007 were from:

- principal repayments of $1.3 billion on loans held for investment and mortgage-backed securities available for sale, including prepayments but excluding refinances of our existing loans;
- maturities or calls of $128 million of U.S. Treasury, government sponsored entities and other investment securities available for sale; and
- a net decline of $95 million in our loans held for sale.

We used these funds to:

- reduce borrowings by $766 million;
- originate and purchase $390 million of loans held for investment, excluding refinances of our existing loans;
- absorb a $137 million reduction in deposits; and
- purchase $100 million of investment securities of government sponsored entities available for sale.

Our principal source of liquidity is our ability to utilize borrowings, as needed. Our primary source of borrowings is the FHLB. At March 31, 2007, our FHLB borrowings totaled $1.3 billion, representing 8.5% of total assets. We currently are approved by the FHLB to borrow up to 50% of total assets to the extent we provide qualifying collateral and hold sufficient FHLB stock. That approved limit would have permitted us, as of quarter end, to borrow an additional $6.3 billion. To the extent deposit growth over the remainder of 2007 falls short of satisfying ongoing commitments to fund maturing and withdrawable deposits, repay maturing borrowings, fund existing and future loans, make investments and continue branch improvement programs, we may utilize the additional capacity from our FHLB borrowing arrangement or other sources. As of March 31, 2007, we had commitments to borrowers for short-term interest rate locks, before the reduction of expected fallout, of $630 million, of which $290 million were related to residential one-to-four unit loans being originated for sale in the secondary market. We also had undisbursed loan funds and unused lines of credit of $335 million and operating leases of $18 million. We believe our current sources of funds, including repayments of existing loans, enable us to meet our obligations while maintaining liquidity at appropriate levels.

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The holding company currently has adequate liquid assets to meet its obligations and can obtain further funds by means of dividends from subsidiaries, subject to certain limitations, or issuance of further debt or equity. As of March 31, 2007, the Bank had the capacity to declare a dividend totaling $366 million subject to filing an application with the Office of Thrift Supervision (OTS) at least 30 days prior to the distribution and the OTS approve the dividend. At March 31, 2007, the holding company s liquid assets, including due from Bank interest bearing balances, totaled $99 million down from $108 million at the end of 2006.

Stockholders equity totaled $1.4 billion at March 31, 2007, up $46 million from December 31, 2006 and up $195 million from March 31, 2006.

Contractual Obligations and Other Commitments

Through the normal course of operations, we have entered into contractual obligations and other commitments. Our obligations generally relate to funding of our operations through deposits and borrowings as well as leases for premises and equipment, and our commitments generally relate to our lending operations.

We have obligations under long-term operating leases, principally for building space and land. Lease terms generally cover a five-year period, with options to extend, and are non-cancelable. Currently, we have no material contractual vendor obligations.

We executed interest rate swap contracts to change interest rate characteristics of a portion of our FHLB advances to better manage interest rate risk. The contracts have notional amounts totaling $430 million of receive-fixed, pay 3-month LIBOR variable interest and serve as a permitted fair value hedge.

Our commitments to originate fixed and variable rate mortgage loans are agreements to lend to a customer as long as there is no violation of any condition established in the commitment. Undisbursed loan funds on construction projects and unused lines of credit on home equity and commercial loans include committed funds not disbursed. Letters of credit are conditional commitments issued by us to guarantee the performance of a customer to a third party.

Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some commitments expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The credit risk involved in issuing lines and letters of credit requires the same creditworthiness evaluation as that involved in extending loan facilities to customers. We evaluate each customer s creditworthiness.

We receive collateral to support commitments when deemed necessary. The most significant categories of collateral include real estate properties underlying mortgage loans, liens on personal property and cash on deposit with us.

We enter into derivative financial instruments as part of our interest rate risk management process, including loan forward sale and purchase contracts related to our sale of loans in the secondary market. The associated fair value changes to the notional amount of the derivative instruments are recorded on-balance sheet. The total notional amount of our derivative financial instruments do not represent future cash requirements. For further information, see Asset/Liability Management and Market Risk on page 38 and Note 3 of Notes to the Consolidated Financial Statements on page 8.

We sell all loans without recourse. When a loan sold to an investor without recourse fails to perform according to the contractual terms, the investor will typically review the loan file to determine whether defects in the origination process occurred and whether such defects give rise to a violation of a representation or warranty we made to the investor in connection with the sale. If such a defect is identified, we may required us to either repurchase the loan or indemnify the investor for losses sustained. If there are no such defects, we have no commitment to repurchase the loan. During the first three months of 2007, we recorded a $0.3 million repurchase or indemnification losses related to defects in the origination process and repurchased $9 million of loans. Included in the repurchased loans was $8 million of one-to-four single family residential loans from Fannie Mae, due to the loans being outside Fannie Mae s underwriting guidelines.

These loan and servicing sale contracts may also contain provisions to refund sale price premiums to the purchaser if the related loans prepay during a period typically 90 days, but not to exceed 120 days from the sale s settlement date. We reserved less than $1 million at March 31, 2007, December 31, 2006 and March 31, 2006 to cover the estimated loss exposure related to early payoffs. However, if all the loans related to those sales prepaid within the refund period, as of March 31, 2007, our maximum sales price premium refund would be $7.2 million. See Note 3 of Notes to the Consolidated Financial Statements on page 8.

At March 31, 2007, scheduled maturities of obligations and commitments were as follows:

(In Thousands)	*Within 1 Year*	*After 1 Through 3 Years*	*After 3 Through 5 Years*	*Beyond 5 Years*	*Total Balance*
Certificates of deposit	$ 8,541,202	$ 280,898	$ 106,693	$ -	$ 8,928,793
Securities sold under agreements to repurchase	546,870	-	-	-	546,870
FHLB advances and other borrowings	880,000	418,197	-	-	1,298,197
Senior notes	-	-	-	198,305	198,305
Secondary marketing activities:					
Non-qualifying hedge transactions:					
Interest rate lock commitments [(a)]	224,546	-	-	-	224,546
Associated loan forward sale contracts [(a)]	209,818	-	-	-	209,818
Qualifying cash flow hedge transactions:					
Loans held for sale, at lower of cost or fair value	267,862	-	-	-	267,862
Associated loan forward sale contracts [(a)]	254,260	-	-	-	254,260
Qualifying fair value hedge transactions:					
Designated FHLB advances pay-fixed	-	430,000	-	-	430,000
Associated interest rate swap contracts pay-variable, receive-fixed [(a)]	-	430,000	-	-	430,000
Commitments to originate adjustable rate loans held for investment	340,849	-	-	-	340,849
Undisbursed loan funds and unused lines of credit	18,514	25,375	4,413	286,501	334,803
Operating leases	5,259	7,901	3,613	760	17,533

[(a)] *Amount represents the notional amount of the commitments or contracts. The notional amount for interest rate lock commitments before the reduction of expected fallout was $290 million.*

Regulatory Capital Compliance

The Bank s core and tangible capital ratios were both 9.64% and its risk-based capital ratio was 19.57% at March 31, 2007. The Bank s capital ratios compare favorably with the well capitalized standards of 5.00% for core capital and 10.00% for risk-based capital, as defined by regulation.

The following table is a reconciliation of the Bank s stockholder s equity to federal regulatory capital as of March 31, 2007.

	Tangible Capital		*Core Capital*		*Risk-Based Capital*	
(Dollars in Thousands)	*Amount*	*Ratio*	*Amount*	*Ratio*	*Amount*	*Ratio*
Stockholder s equity	$ 1,540,947		$ 1,540,947		$ 1,540,947	
Adjustments:						
Deductions:						
Investment in real estate subsidiary	(77,314)		(77,314)		(77,314)	
Excess cost over fair value of branch acquisitions	(3,150)		(3,150)		(3,150)	

Non-permitted mortgage servicing rights	(2,069)			(2,069)			(2,069)	
Additions:								
Unrealized losses on investment securities								
available for sale	1,676			1,676			1,676	
Allowance for credit losses, net of specific								
allowances [a]	-			-			61,698	
Regulatory capital	1,460,090	9.64 %		1,460,090	9.64 %		1,521,788	19.57 %
Well capitalized requirement	227,291	1.50	(b)	757,636	5.00		777,740	10.00 (c)
Excess	$ 1,232,799	8.14 %		$ 702,454	4.64 %		$ 744,048	9.57 %

[a] *Limited to 1.25% of risk-weighted assets.*

[b] *Represents the minimum requirement for tangible capital, as no well capitalized requirement has been established for this category.*

[c] *A third requirement is Tier 1 capital to risk-weighted assets of 6.00%, which the Bank met and exceeded with a ratio of 18.77%.*

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For information regarding quantitative and qualitative disclosures about market risk, see Asset/Liability Management and Market Risk on page 38.

ITEM 4. CONTROLS AND PROCEDURES

As of March 31, 2007, Downey carried out an evaluation, under the supervision and with the participation of Downey s management, including Downey s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of Downey s disclosure controls and procedures pursuant to Securities and Exchange Commission (SEC) rules. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded Downey s disclosure controls and procedures were effective as of the end of the period covered by this report. There have been no changes during the most recent fiscal quarter in Downey s internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect Downey s internal controls over financial reporting.

Disclosure controls and procedures are defined in SEC rules as controls and other procedures designed to ensure that information required to be disclosed in Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Downey s disclosure controls and procedures were designed to ensure that material information related to Downey, including subsidiaries, is made known to management, including the Chief Executive Officer and Chief Financial Officer, in a timely manner.

PART II OTHER INFORMATION

ITEM 1. Legal Proceedings

On October 29, 2004, two former traditional branch employees brought an action in Los Angeles Superior Court, Case No. BC323796, entitled Margie Holman and Alice A. Mesec, et al. v. Downey Savings and Loan Association. The complaint seeks unspecified damages for alleged unpaid regular and overtime wages and bonuses, inadequate meal and rest breaks, and related claims. The plaintiffs are seeking class action status to represent all other current and former Downey Savings employees who held the position of Customer Service Supervisor and/or Customer Service Representative at any time during the four years prior to October 29, 2004. Based on a review of the current facts and circumstances with retained outside counsel, (i) Downey Savings plans to oppose the claim and assert all appropriate defenses and (ii) management has provided for what is believed to be a reasonable estimate of exposure for this matter in the event of loss. While acknowledging the uncertainties of litigation, management believes that the ultimate outcome of this matter will not have a material adverse effect on Downey s operations, cash flows or financial position.

On June 21, 2005, a former loan underwriting employee brought an action in Contra Costa Superior Court, Case No. C05-01293, entitled "Teresa Sims, et al. v. Downey Savings and Loan Association." The complaint seeks unspecified damages for alleged unpaid overtime wages and bonuses, inadequate meal and rest breaks, and related claims. The plaintiff is seeking class action status to represent all other current and former Downey Savings employees that held the position of loan underwriter, including, but not limited to, the job title of Senior Loan Underwriter within the State of California (a) at any time during the four years prior to June 21, 2005 and/or (b) who was employed by Downey Savings on or about September 30, 2002, when Downey Savings terminated an annual bonus program. Based on a review of the current facts and circumstances with retained outside counsel, (i) Downey Savings plans to oppose the claim and assert all appropriate defenses and (ii) management has provided for what is believed to be a reasonable estimate of exposure for this matter in the event of loss. While acknowledging the uncertainties of litigation, management believes that the ultimate outcome of this matter will not have a material adverse effect on Downey s operations, cash flows or financial position.

Downey has been named as a defendant in other legal actions arising in the ordinary course of business, none of which, in the opinion of management, will have a material adverse effect on its operations, cash flows or financial position.

ITEM 1A. Risk Factors

There have been no other material changes in our risk factors since December 31, 2006, except that the IRS may assert a $9.2 million penalty (including penalty interest) against Downey related to its 2004 tax return. Downey has determined it is unlikely any such penalty would be sustained and it would vigorously contest any penalty that would be proposed. See Note (4) Income Taxes on page 12 and Note (9) Adjustment of Prior and Beginning Period Amounts on page 15 of Notes to Consolidated Financial Statements.

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

None.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Submission of Matters to a Vote of Security Holders

None

ITEM 5. Other Information

None.

ITEM 6. Exhibits

Exhibit Number	*Description*
31.1	Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

AVAILABILITY OF REPORTS

Corporate governance guidelines, charters for the audit, compensation, and nominating and corporate governance committees of the Board of Directors and codes of business conduct and ethics are available free of charge from our internet site, www.downeysavings.com by clicking on Investor Relations on our home page and proceeding to Corporate Governance. Annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports are posted on our internet site as soon as reasonably practical after we file them with the SEC and available free of charge under Corporate Filings on our Investor Relations page.

We will furnish any or all of the non-confidential exhibits upon payment of a reasonable fee. Please send request for exhibits and/or fee information to:

Downey Financial Corp.
3501 Jamboree Road
Newport Beach, California 92660
Attention: Corporate Secretary

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) 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.

DOWNEY FINANCIAL CORP.

/s/ Daniel D. Rosenthal

Date: May 4, 2007

Daniel D. Rosenthal
President and Chief Executive Officer

/s/ Brian E. Côté

Date: May 4, 2007	Brian E. Côté Chief Financial Officer

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