



May 11, 2011

TO: Executive Secretary

FROM: Phillip E. Sloan, Counsel
Legal Division

SUBJECT: Meeting with Redwood Trust and Falcon Capital Advisors LLC to Discuss the Notice of Proposed Rulemaking Related to Section 941 of the Dodd-Frank Wall Street Reform and Consumer Protection Act

Please include this memorandum in the public file on the Notice of Proposed Rulemaking relating to Credit Risk Retention (RIN 3064-AD74), 76 Fed. Reg. 24090 (the "NPR").

On May 10, 2011 FDIC staff (Michael Krimminger, Suzy Gardner, Phil Sloan and Lara Daly-Rodriguez) met with representatives of Redwood Trust (Marty Hughes, Fred Matera and Bo Stern) and Falcon Capital Advisors LLC (Armando Falcon) to receive comments on the NPR.

The discussion mostly addressed matters relating to the valuation of securities issued in a securitization transaction and to the proposed Premium Capture Cash Reserve Account.

The document distributed at the meeting by Redwood Trust is attached to this memorandum.