

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

**FORM 10-Q**

(Mark One)

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

**For the Quarterly Period Ended March 31, 2008**

**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: 000-17573**

**REDWOOD MORTGAGE INVESTORS VI,  
a California Limited Partnership**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of incorporation  
or organization)

**94-3031211**  
(I.R.S. Employer  
Identification No.)

**900 Veterans Blvd., Suite 500, Redwood City, CA**  
(Address of principal executive offices)

**94063-1743**  
(Zip Code)

**(650) 365-5341**  
(Registrant's telephone number, including area code)

**NOT APPLICABLE**

(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  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.

Large Accelerated Filer  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

**Part I – Item I. FINANCIAL STATEMENTS**

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**BALANCE SHEETS**  
**MARCH 31, 2008 (unaudited) AND DECEMBER 31, 2007 (audited)**

**ASSETS**

	March 31, 2008	December 31, 2007
Cash and cash equivalents	\$ 461,149	\$ 515,852
Loans		
Loans, secured by deeds of trust	4,976,583	4,944,898
Loans, unsecured, net discount of \$82,569 and \$85,627 for March 31, 2008 and December 31, 2007, respectively	785,492	769,858
Less allowance for loan losses	(335,108)	(323,916)
Net loans	<u>5,426,967</u>	<u>5,390,840</u>
Interest and other receivables		
Accrued interest and late fees	62,051	77,320
Advances on loans	849	578
Receivable from affiliate	12,388	12,003
Total interest and other receivables	<u>75,288</u>	<u>89,901</u>
Real estate held, net	<u>130,215</u>	<u>130,215</u>
Total assets	<u>\$ 6,093,619</u>	<u>\$ 6,126,808</u>

**LIABILITIES AND PARTNERS' CAPITAL**

Liabilities		
Payable to affiliate	\$ 8,594	\$ 10,193
Total liabilities	<u>8,594</u>	<u>10,193</u>
Partners' capital		
Limited partners' capital, subject to redemption	6,075,264	6,106,854
General partners' capital	9,761	9,761
Total partners' capital	<u>6,085,025</u>	<u>6,116,615</u>
Total liabilities and partners' capital	<u>\$ 6,093,619</u>	<u>\$ 6,126,808</u>

The accompanying notes are an integral part of these financial statements.

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**STATEMENTS OF INCOME**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007 (unaudited)**

	<u>2008</u>	<u>2007</u>
Revenues		
Interest on loans	\$ 120,328	\$ 124,417
Interest-interest bearing accounts	2,531	3,859
Late charges, prepayment penalties and fees	1,982	2,357
Total revenues	<u>124,841</u>	<u>130,633</u>
Expenses		
Asset management fees	1,916	1,963
Clerical costs through Redwood Mortgage Corp.	1,637	1,908
Provision for losses on loans and real estate held	11,192	44
Professional services	17,898	19,524
Other	1,269	10,760
Total expenses	<u>33,912</u>	<u>34,199</u>
Net income	<u>\$ 90,929</u>	<u>\$ 96,434</u>
Net income: general partners (1%)	\$ 909	\$ 964
limited partners (99%)	<u>90,020</u>	<u>95,470</u>
	<u>\$ 90,929</u>	<u>\$ 96,434</u>
Net income per \$1,000 invested by limited partners for entire period		
-where income is compounded and retained	<u>\$ 15</u>	<u>\$ 15</u>
-where partner receives income in monthly distributions	<u>\$ 15</u>	<u>\$ 15</u>

The accompanying notes are an integral part of these financial statements.

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007 (unaudited)**

	<u>2008</u>	<u>2007</u>
Cash flows from operating activities		
Net income	\$ 90,929	\$ 96,434
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses and real estate	11,192	44
Early withdrawal penalties credited to income	(871)	(837)
Amortization of discount on unsecured loans	(3,058)	(3,058)
Change in operating assets and liabilities		
Loans, unsecured	(12,576)	(4,794)
Accrued interest and advances on loans	15,269	19,745
Advances on loan	(271)	—
Receivable from affiliate	(385)	(11,616)
Payable to affiliate	(1,599)	(1)
Net cash provided by operating activities	<u>98,630</u>	<u>95,917</u>
Cash flows from investing activities		
Principal collected on loans	292,928	801,720
Loans originated	(324,613)	—
Net cash provided by (used in) investing activities	<u>(31,685)</u>	<u>801,720</u>
Cash flows from financing activities		
Partners' withdrawals	(121,648)	(125,885)
Net increase (decrease) in cash and cash equivalents	(54,703)	771,752
Cash and cash equivalents – beginning of period	<u>515,852</u>	<u>161,114</u>
Cash and cash equivalents – end of period	<u>\$ 461,149</u>	<u>\$ 932,866</u>

The accompanying notes are an integral part of these financial statements.

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 1 – GENERAL**

In the opinion of the management of the partnership, the accompanying unaudited financial statements contain all adjustments, consisting of normal, recurring adjustments, necessary to present fairly the financial information included therein. These financial statements should be read in conjunction with the audited financial statements included in the partnership's Form 10-K for the fiscal year ended December 31, 2007 filed with the Securities and Exchange Commission. The results of operations for the three month period ended March 31, 2008 are not necessarily indicative of the operating results to be expected for the full year.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The partnership places its cash and temporary cash investments with high credit quality institutions. Periodically, such investments may be in excess of federally insured limits.

**Loans secured by deeds of trust**

At March 31, 2008 and December 31, 2007, the partnership had two and three loans respectively, past maturity or past due 90 days or more in interest payments or principal, totaling \$252,224 and \$541,952, respectively. In addition, accrued interest, late charges and advances totaled \$12,398 and \$28,007 at March 31, 2008 and December 31, 2007, respectively. The partnership does not consider any of these loans to be impaired because there is sufficient collateral to cover the outstanding amount due to the partnership, and interest is still accruing on these loans. At March 31, 2008 and December 31, 2007, as presented in Note 6, the average loan to appraised value of security based upon appraised values and prior liens at the time the loans were consummated was 58.17% and 58.00%, respectively.

**Loans unsecured by deeds of trust**

If events and or changes in circumstances cause management to have serious doubts about the collectibility of the contractual payments, a loan may be categorized as impaired and interest is no longer accrued. Any subsequent payments on impaired loans are applied to reduce the outstanding loan balances, including accrued interest and advances. At March 31, 2008 and December 31, 2007 there were three unsecured loans totaling \$785,492 and \$769,858, respectively, considered impaired by the partnership.

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Allowance for loan losses**

The composition of the allowance for loan losses was as follows:

	<u>March 31, 2008</u>		<u>December 31, 2007</u>	
	<u>Amount</u>	Percent of loans in each category to total loans	<u>Amount</u>	Percent of loans in each category to total loans
Balance at end of period				
<u>Applicable to:</u>				
Domestic				
Real estate – mortgage				
Single family (1-4 units)	\$ 88,320	57.83%	\$ 75,283	57.67%
Apartments	2,630	7.05%	3,942	10.63%
Commercial	17,479	35.12%	19,597	31.70%
Land	—	—	—	—
Total real estate – mortgage	<u>\$ 108,429</u>	<u>100%</u>	<u>\$ 98,822</u>	<u>100%</u>
Unsecured loans	<u>\$ 226,679</u>	<u>100%</u>	<u>\$ 225,094</u>	<u>100%</u>
Total unsecured loans	<u>\$ 226,679</u>	<u>100%</u>	<u>\$ 225,094</u>	<u>100%</u>
Total allowance for losses	<u><u>\$ 335,108</u></u>	<u><u>100%</u></u>	<u><u>\$ 323,916</u></u>	<u><u>100%</u></u>

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Allowance for loan losses (continued)**

Activity in the allowance for loan losses is as follows for the three months ended March 31, 2008 and the year ended December 31, 2007:

	Three Months Ended March 31, 2008	Year Ended December 31, 2007
Balance at beginning of period	\$ 323,916	\$ 294,507
Charge-offs		
Domestic		
Real estate – mortgage		
Single family (1-4 units)	—	(334)
Apartments	—	—
Commercial	—	—
Land	—	—
	—	(334)
Recoveries		
Domestic		
Real estate – mortgage		
Single family (1-4 units)	—	—
Apartments	—	—
Commercial	—	—
Land	—	—
	—	—
Net charge-offs	—	(334)
Additions/(recovery) charge to operations	11,192	29,743
Transfer from (to) real estate held reserve	—	—
Balance at end of period	\$ 335,108	\$ 323,916
Ratio of net charge-offs during the period to average secured loans outstanding during the period	0.00%	0.01%

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Income taxes**

No provision for federal and state income taxes (other than an \$800 state minimum tax) is made in the financial statements since income taxes are the obligation of the limited partners if and when income taxes apply.

**Net income per \$1,000 invested**

Amounts reflected in the statements of income as net income per \$1,000 invested by limited partners for the entire period are amounts allocated to limited partners who held their investment throughout the period and have elected to either leave their earnings to compound or have elected to receive periodic distributions of their net income. Individual income is allocated each month based on the limited partners' pro rata share of partners' capital. Because the net income percentage varies from month to month, amounts per \$1,000 will vary for those individuals who made or withdrew investments during the period, or select other options.

**Management estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions about the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities, at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. Such estimates relate principally to the determination of the allowance for loan losses, including the valuation of impaired loans and the valuation of real estate held. Actual results could differ significantly from these estimates.

**Reclassifications**

Certain reclassifications, not affecting previously reported net income or total partners' capital, have been made to the previously issued financial statements to conform to the current year classification.

**Profits and losses**

Profits and losses are allocated among the limited partners according to their respective capital accounts monthly after 1% of the profits and losses are allocated to the general partners.

**NOTE 3 – GENERAL PARTNERS AND RELATED PARTIES**

The following are commissions and fees that are paid to the general partners and affiliates.

**Mortgage brokerage commissions**

For fees in connection with the review, selection, evaluation, negotiation and extension of loans, Redwood Mortgage Corp., an affiliate of the general partners, may collect an amount equivalent to 12% of the loaned amount until 6 months after the termination date of the offering. Thereafter, loan brokerage commissions (points) will be limited to an amount not to exceed 4% of the total partnership assets per year. The loan brokerage commissions are paid by the borrowers, and thus, are not an expense of the partnership.



**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 3 – GENERAL PARTNERS AND RELATED PARTIES** (continued)

**Mortgage servicing fees**

Monthly mortgage servicing fees of up to 1/8 of 1% (1.5% annual) of the unpaid principal are paid to Redwood Mortgage Corp., an affiliate of the general partners, based on the unpaid principal balance of the loan portfolio, or such lesser amount as is reasonable and customary in the geographic area where the property securing the mortgage is located. Once a loan is categorized as impaired, mortgage servicing fees are no longer accrued. Additional servicing fees are recorded upon the receipt of any subsequent payments on impaired loans. Redwood Mortgage Corp. waived \$12,388 in mortgage servicing fees during the first quarter of 2008.

**Asset management fee**

The general partners receive monthly fees for managing the partnership’s loan portfolio and operations of up to 1/32 of 1% of the “*net asset value*” (3/8 of 1% annually). During the first quarter of 2008, the general partners charged the partnership one-third of the maximum allowable rate, thus foregoing \$3,832 and receiving \$1,916.

**Other fees**

The partnership agreement provides for other fees such as reconveyance, mortgage assumption and mortgage extension fees. These fees are incurred by the borrowers and paid to the general partners or their affiliates.

**Operating expenses**

The general partners or their affiliate, Redwood Mortgage Corp., are reimbursed by the partnership for all operating expenses incurred by them on behalf of the partnership, including without limitation, out-of-pocket general and administration expenses of the partnership, accounting and audit fees, legal fees and expenses, postage and preparation of reports to limited partners.

**NOTE 4 – REAL ESTATE HELD**

In 1993 the partnership, together with two other affiliates, acquired through foreclosure a parcel of land located in East Palo Alto, California. The general partners believe the current market value of this property is higher than its carrying value. As of March 31, 2008, the partnership’s investment in this property was \$130,215. The property is currently listed for sale.

The following table reflects the costs of real estate acquired through foreclosure and the recorded reductions to estimated fair values, including estimated costs to sell, as of March 31, 2008 and December 31, 2007:

	March 31, 2008	December 31, 2007
Cost of property	\$ 130,215	\$ 130,215
Reduction in value	—	—
Real estate held, net	<u>\$ 130,215</u>	<u>\$ 130,215</u>

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 5 – FAIR VALUE OF FINANCIAL INSTRUMENTS**

The following methods and assumptions were used to estimate the fair value of financial instruments:

- (a) Cash and cash equivalents – The carrying amount equals fair value. All amounts, including interest bearing, are subject to immediate withdrawal.
- (b) Secured loans had a carrying value of \$4,976,583 and \$4,944,898 at March 31, 2008 and December 31, 2007, respectively. The fair value of these loans of \$5,004,815 and \$4,964,891, respectively, was estimated based upon projected cash flows discounted at the estimated current interest rates at which similar loans would be made. The applicable amount of the allowance for loan losses along with accrued interest and advances related thereto should also be considered in evaluating the fair value versus the carrying value.
- (c) Unsecured loans had a carrying value of \$785,492 and \$769,858 at March 31, 2008 and December 31, 2007, respectively. The fair value of these loans approximates their carrying value after consideration of the loan losses established by the general partners on these loans.

**NOTE 6 – ASSET CONCENTRATIONS AND CHARACTERISTICS**

At March 31, 2008 and December 31, 2007, the loans secured by recorded deeds of trust had the following characteristics:

	March 31, 2008	December 31, 2007
Number of secured loans outstanding	24	24
Total secured loans outstanding	\$ 4,976,583	\$ 4,944,898
Average secured loan outstanding	\$ 207,358	\$ 206,037
Average secured loan as percent of total secured loans	4.17%	4.17%
Average secured loan as percent of partners' capital	3.41%	3.37%
Largest secured loan outstanding	\$ 400,000	\$ 400,000
Largest secured loan as percent of total secured loans	8.04%	8.09%
Largest secured loan as percent of partners' capital	6.57%	6.54%
Largest secured loan as percent of total assets	6.56%	6.53%
Number of counties where security is located (all California)	14	14
Largest percentage of secured loans in one county	22.12%	22.26%
Number of secured loans in foreclosure status	—	—
Amounts of secured loans in foreclosure	\$ —	\$ —

Over time, loans may increase above 10% of the secured loan portfolio or partnership assets as the loan portfolio and assets of the partnership decrease due to limited partner withdrawals and/or loan payoffs.

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 6 – ASSET CONCENTRATIONS AND CHARACTERISTICS (continued)**

The following categories of secured loans were held at March 31, 2008 and December 31, 2007:

	March 31, 2008	December 31, 2007
First trust deeds	\$ 2,798,815	\$ 2,764,524
Second trust deeds	1,977,768	1,980,374
Third trust deeds	<u>200,000</u>	<u>200,000</u>
Total loans	4,976,583	4,944,898
Prior liens due other lenders at time of loan	<u>5,715,592</u>	<u>5,715,592</u>
Total debt	<u>\$ 10,692,175</u>	<u>\$ 10,660,490</u>
Appraised property value at time of loan	<u>\$ 18,380,414</u>	<u>\$ 18,380,414</u>
Total loans as percent of appraisals based on appraised values and prior liens at time loan was consummated	<u>58.17%</u>	<u>58.00%</u>
Loans by type of property		
Single family (1-4 units)	\$ 2,878,100	\$ 2,851,528
Apartments	350,625	525,625
Commercial	<u>1,747,858</u>	<u>1,567,745</u>
	<u>\$ 4,976,583</u>	<u>\$ 4,944,898</u>

Scheduled maturity dates of secured loans as of March 31, 2008 are as follows:

	Amount
Prior to December 31, 2008	\$ 400,000
Between January 1, 2009 and December 31, 2009	1,247,858
Between January 1, 2010 and December 31, 2010	595,644
Between January 1, 2011 and December 31, 2011	1,554,294
Between January 1, 2012 and December 31, 2012	859,287
Thereafter	<u>319,500</u>
	<u>\$ 4,976,583</u>

No loans were past maturity at March 31, 2008.

**REDWOOD MORTGAGE INVESTORS VI**  
**(A California Limited Partnership)**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008 (unaudited)**

**NOTE 7 – COMMITMENTS AND CONTINGENCIES**

**Workout agreements**

From time to time, the partnership negotiates various contractual workout agreements with borrowers. Under the terms of these workout agreements the partnership is not obligated to make any additional monetary advances for the maintenance or repair of the collateral securing the loans. As of March 31, 2008 and December 31, 2007, there were one and three loans, respectively, in workout agreements.

**Legal proceedings**

The partnership is involved in various legal actions arising in the normal course of business. In the opinion of management, such matters will not have a material effect upon the financial position of the partnership.

**Part I – Item 2.**

**MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OF THE PARTNERSHIP**

**Critical Accounting Policies.**

In preparing the financial statements, management is required to make estimates based on the information available that affect the reported amounts of assets and liabilities as of the balance sheet dates and revenues and expenses for the reporting periods. Such estimates relate principally to the determination of (1) the allowance for loan losses (i.e. the amount of allowance established against loans receivable as an estimate of potential loan losses) including the accrued interest and advances that are estimated to be unrecoverable based on estimates of amounts to be collected plus estimates of the value of the property as collateral and (2) the valuation of real estate held. At March 31, 2008, there was one real estate property held, acquired through foreclosure in a prior year.

Loans and the related accrued interest, late fees and advances are analyzed on a periodic basis for recoverability. Delinquencies are identified and followed as part of the loan system. Delinquencies are determined based upon contractual terms. A provision is made for loan losses to adjust the allowance for loan losses to an amount considered by management to be adequate, with due consideration to collateral values, and to provide for unrecoverable loans and receivables, including impaired loans, other loans, accrued interest, late fees and advances on loans and other accounts receivable (unsecured). The partnership charges off uncollectible loans and related receivables directly to the allowance account once it is determined that the full amount is not collectible.

If the probable ultimate recovery of the carrying amount of a loan, with due consideration for the fair value of collateral, is less than amounts due according to the contractual terms of the loan agreement and the shortfall in the amounts due are not insignificant, the carrying amount of the loan is reduced to the present value of future cash flows discounted at the loan's effective interest rate. If a loan is collateral dependent, it is valued at the estimated fair value of the related collateral.

If events and or changes in circumstances cause management to have serious doubts about the collectibility of the contractual payments, a loan may be categorized as impaired and interest is no longer accrued. Any subsequent payments on impaired loans are applied to reduce the outstanding loan balances, including accrued interest and advances.

Recent trends in the economy have been taken into consideration in the aforementioned process of arriving at the allowance for loan losses. Actual results could vary from the aforementioned provisions for losses.

Real estate held includes real estate acquired through foreclosure and is stated at the lower of the recorded investment in the loan, plus any senior indebtedness, or at the property's estimated fair value, less estimated costs to sell.

The partnership periodically compares the carrying value of real estate to expected undiscounted future cash flows for the purpose of assessing the recoverability of the recorded amounts. If the carrying value exceeds future undiscounted cash flows, the assets are reduced to estimated fair value.

### **Forward-Looking Statements.**

Certain statements in this Report on Form 10-Q which are not historical facts may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, including statements regarding the partnership's expectations, hopes, intentions, beliefs and strategies regarding the future. Forward-looking statements include statements regarding future interest rates and economic conditions and their effect on the partnership and its assets, trends in the California real estate market, estimates as to the allowance for loan losses, estimates of future limited partner withdrawals, 2008 annualized yield estimates, the intention not to sell the partnership's loan portfolio and the expectation foreclosures will not have a material effect on liquidity. Actual results may be materially different from what is projected by such forward-looking statements. Factors that might cause such a difference include unexpected changes in economic conditions and interest rates, the impact of competition and competitive pricing and downturns in the real estate markets in which the partnership has made loans. All forward-looking statements and reasons why results may differ included in this Form 10-Q are made as of the date hereof, and we assume no obligation to update any such forward-looking statement or reason why actual results may differ.

### **Related Parties.**

The general partners of the partnership are Gymno Corporation and Michael R. Burwell. Most Partnership business is conducted through Redwood Mortgage Corp., an affiliate of the general partners, which arranges, services and maintains the loan portfolio for the benefit of the partnership. The fees received by the affiliate and the general partners are paid pursuant to the partnership agreement and are determined at the sole discretion of the general partners, subject to limitations imposed by the partnership agreement. In the past the general partners have elected not to take the maximum compensation. The following is a list of various partnership activities for which related parties are compensated.

- ***Mortgage Brokerage Commissions*** For fees in connection with the review, selection, evaluation, negotiation and extension of loans, Redwood Mortgage Corp. may collect an amount equivalent to 12% of the loaned amount until 6 months after the termination date of the offering. Thereafter, the loan brokerage commissions (points) will be limited to an amount not to exceed 4% of the total partnership assets per year. The loan brokerage commissions are paid by the borrowers, and thus, are not an expense of the partnership. Loan brokerage commissions paid by the borrowers were \$2,500 and \$0 for the three month periods ended March 31, 2008 and 2007, respectively.
- ***Mortgage Servicing Fees*** Monthly mortgage servicing fees of up to 1/8 of 1% (1.5% on an annual basis) of the unpaid principal of the partnership's loans are paid to Redwood Mortgage Corp. or such lesser amount as is reasonable and customary in the geographic area where the property securing the mortgage is located. Redwood Mortgage Corp. waived the entire loan servicing fees, totaling \$12,388 and \$12,967 for the three month periods ended March 31, 2008 and 2007, respectively.

- **Asset Management Fees** The general partners receive monthly fees for managing the partnership's portfolio and operations of up to 1/32 of 1% of the 'net asset value' (3/8 of 1% on an annual basis). The general partners have historically not charged the maximum allowable rate. The table below summarizes the results for the three month periods ended March 31, 2008 and 2007.

	March 31, 2008	March 31, 2007
Maximum chargeable	\$ 5,748	\$ 5,889
Waived	<u>(3,832)</u>	<u>(3,926)</u>
Net charged	<u>\$ 1,916</u>	<u>\$ 1,963</u>

- **Other Fees** The partnership agreement provides the general partners may receive other fees such as processing and escrow, reconveyance, mortgage assumption and mortgage extension fees. Such fees are incurred by the borrowers and are paid to the general partners. Such fees aggregated \$455 and \$185 for the three month periods ended March 31, 2008 and 2007, respectively.
- **Income and Losses** All income and losses are credited or charged to partners in relation to their respective partnership interests. The allocation to the general partners (combined) is a total of 1%, which was \$909 and \$964 for the three month periods ended March 31, 2008 and 2007, respectively.
- **Operating Expenses** An affiliate of the partnership, Redwood Mortgage Corp. is reimbursed by the partnership for all operating expenses actually incurred by it on behalf of the partnership, including without limitation, out-of-pocket general and administration expenses of the partnership, accounting and audit fees, legal fees and expenses, postage and preparation of reports to limited partners. Such reimbursement was \$1,637 and \$1,908 for the three month periods ended March 31, 2008 and 2007, respectively.
- **Contributed Capital** The general partners jointly and severally contribute 1/10 of 1% in cash contributions as proceeds from the offerings are received from the limited partners. As of each of March 31, 2008 and 2007, a general partner, Gymno Corporation, had contributed \$9,761 as capital in accordance with the partnership agreement.

## Results of Operations.

Changes in the partnership's operating results are tabulated for reference and discussed below:

	Changes during the three months ended March 31, 2008 versus 2007	
	Dollars	Percent
Revenue		
Interest on loans	\$ (4,089)	(3.29) %
Interest-bearing accounts	(1,328)	(34.41)
Late fees	(375)	(15.91)
	<u>(5,792)</u>	<u>(4.43)</u>
Expenses		
Mortgage servicing fees	—	—
Asset management fees	(47)	(2.39)
Clerical costs through Redwood Mortgage Corp.	(271)	(14.20)
Provision for losses on loans and real estate	11,148	25,336.36
Professional services	(1,626)	(8.33)
Other	(9,491)	(88.21)
	<u>(287)</u>	<u>(0.84)</u>
Net income	<u>\$ (5,505)</u>	<u>(5.71) %</u>

Please refer to the above table throughout the discussions of Results of Operations

The decrease in interest on loans for the three month period ended March 31, 2008 as compared to the same period in 2007 was primarily due to a decrease in the average loan portfolio balance from \$5,063,146 for 2007 to \$4,960,611 for 2008. Also the effective weighted average interest rate decreased from 9.59% for 2007 as compared to 9.46% for 2008. Each period includes \$3,058 in income gained through amortization of discount on unsecured notes. The decrease in interest from interest-bearing accounts for the three month period ended March 31, 2008 as compared to 2007 was due to a lower average balance of deposits in the interest-bearing accounts and a lower average rate of interest earned. The partnership maintained an average balance of \$502,715 in 2008 as compared to \$593,881 in 2007. The average interest rate earned on the deposits was approximately 2.29% for 2008 and 2.83% in 2007.

The decrease in late charge revenue and other fees for the three month period ended March 31, 2008 as compared to the same period in 2007 was due to a decrease in late charge income.

Mortgage servicing fees for the three month periods ended March 31, 2008 and 2007 were waived by the servicing agent, Redwood Mortgage Corp. These fees would have otherwise cost the partnership \$12,388 and \$12,967 for the three month periods ended March 31, 2008 and 2007, respectively.

The increase in the provision for losses on loans and real estate held for the three month period ended March 31, 2008 as compared to 2007 was due to management's decision to increase the allowance for losses to reflect the current market conditions.

The decrease in professional services for the three month period ended March 31, 2008 as compared to the same period in 2007, was due to general decreases in professional costs for legal services, audits, tax return processing and the timing of billing.

The decrease in other expenses for the three month period ended March 31, 2008 as compared to 2007 was due to incurring \$9,676 of legal fees in 2007 on one real estate property held.

Partnership capital decreased from \$6,116,615 at December 31, 2007 to \$6,085,025 at March 31, 2008. The decrease is attributable to continued earnings and capital liquidations. The partnership capital declined \$149,231 in 2007 and is anticipated to decrease at a similar rate in 2008.

The partnership began funding loans in October 1987. The aggregate principal balance of the partnership's secured loans outstanding as of March 31, 2008 and December 31, 2007 were \$4,976,583 and \$4,944,898, respectively. The partnership anticipates new loan investments meeting its loan guidelines will be funded during the remainder of 2008.

The partnership's delinquencies are within the normal historical range of the general partners' expectations, based upon their experience in managing similar partnerships over the last twenty-seven years. Foreclosures are a normal aspect of partnership operations and the general partners anticipate they will not have a material effect on liquidity. As of March 31, 2008, there were no loans with a filed notice of default. As of March 31, 2008 and 2007, the partnership's real estate held account balance was \$130,215.

Cash is continually being generated from interest earnings, late charges, prepayment penalties, amortization of principal, proceeds from sale of real estate held and loan pay-offs. Typically, this amount exceeds partnership expenses and earnings and partner liquidation requirements. As loan opportunities become available, excess cash and available funds are invested in new loans.

#### **Allowance for Losses.**

The general partners periodically review the loan portfolio, examining the status of delinquencies, the underlying collateral securing these loans, real estate held for sale expenses, sales activities, borrower's payment records and other data relating to the loan portfolio. Data on the local real estate market and on the national and local economy are studied. Based upon this and other information, the allowance for loan losses is increased or decreased. Borrower foreclosures are a normal aspect of Partnership operations. The partnership is not a credit based lender and hence while it reviews the credit history and income of borrowers, and if applicable, the income from income producing properties, the general partners expect we will on occasion take back real estate security. At March 31, 2008, the partnership had no loans past maturity, two loans were delinquent in interest payments and one unsecured loan was considered to be impaired. The partnership occasionally enters into workout agreements with borrowers who are past maturity or delinquent in their regular payments. The partnership had one workout agreement as of March 31, 2008. Typically, a workout agreement allows the borrower to extend the maturity date of the balloon payment and/or allows the borrower to make current monthly payments while deferring for periods of time, past due payments, or allows time to pay the loan in full. These workout agreements and foreclosures generally exist within our loan portfolio to varying degrees, depending primarily on the health of the economy. The number of foreclosures and workout agreements will generally rise during difficult times and conversely fall during good economic times. Workout agreements have been considered when management arrived at an appropriate allowance for loan losses and based on our experience, are reflective of our loan marketplace segment. Due to the number of variables involved, the magnitude of possible swings and the general partners' inability to control many of these factors, actual results may and do sometimes differ materially from estimates made by the general partners.

As of each of March 31, 2008 and 2007, the partnership's real estate held balance was \$130,215. The partnership has not taken back any collateral security from borrowers in 2007 or during the quarter ended March 31, 2008. The partnership's real estate held inventory consists of one property. This property is an undeveloped piece of land, located in East Palo Alto, California. The partnership has held its interest in this land since April, 1993. The land is owned with two other affiliated partnerships. This property was previously under contract for sale, but the contract was terminated by the potential buyer in July, 2007. The property is currently listed for sale.



Management made a provision of \$11,192 and \$44 to the loan loss reserve during the three month periods ended March 31, 2008 and 2007, respectively. The allowance for loan loss reserve of \$335,108 and \$323,916 as of March 31, 2008 and December 31, 2007, respectively, is considered to be adequate for the secured loan portfolio balances of \$4,976,583 and \$4,944,898, respectively.

## **PORTFOLIO REVIEW**

### **Loan Portfolio**

The partnership's loan portfolio consists primarily of short-term (one to five years), fixed rate loans secured by real estate. As of March 31, 2008 and 2007, the partnership's secured loans in the nine San Francisco Bay Area counties (San Mateo, Santa Clara, Alameda, San Francisco, Napa, Solano, Sonoma, Marin and Contra Costa) represented \$2,582,792 (52%) and \$2,909,326 (62%), respectively, of the outstanding secured loan portfolio. The remainder of the portfolio represented loans secured by real estate located primarily in other counties of Northern California.

As of March 31, 2008 and 2007, the partnership held 24 and 22 loans, respectively, in the following categories:

	March 31,			
	2008		2007	
Single family homes(1-4 units)	\$2,878,100	57.83%	\$3,544,349	75.54%
Apartments (5+ units)	350,625	7.05%	342,500	7.30%
Commercial	1,747,858	35.12%	805,259	17.16%
Total	<u>\$4,976,583</u>	<u>100.00%</u>	<u>\$4,692,108</u>	<u>100.00%</u>

The following table sets forth the priorities, asset concentrations and maturities of the loans held by the partnership as of March 31, 2008:

### **PRIORITIES, ASSET CONCENTRATIONS AND MATURITIES OF LOANS As of March 31, 2008**

	<u># of Loans</u>	<u>Amount</u>	<u>Percent</u>
1st Mortgages	12	\$2,798,815	56.24%
2nd Mortgages	11	1,977,768	39.74%
3rd Mortgages	1	200,000	4.02%
Total	<u>24</u>	<u>\$4,976,583</u>	<u>100.00%</u>
Maturing prior to 12/31/08	1	\$ 400,000	8.04%
Maturing between 01/01/09 and 12/31/09	5	1,247,858	25.07%
Maturing between 01/01/10 and 12/31/10	3	595,644	11.97%
Maturing after 12/31/10	<u>15</u>	<u>2,733,081</u>	<u>54.92%</u>
Total	24	\$4,976,583	100.00%
Average Loan		\$ 207,358	4.17%
Largest Loan		400,000	8.04%
Smallest Loan		63,817	1.28%
Average Loan-to-Value, based upon appraisals and senior liens at date of inception of loan			58.17%

The partnership's largest loan in the principal amount of \$400,000 represents 8.04% of outstanding secured loans and 6.56% of partnership assets. At times, loans may increase above 10% of the secured loan portfolio or partnership assets as the loan portfolio and assets of the partnership decrease due to loan payoffs and/or limited partner withdrawals.

## **Liquidity and Capital Resources.**

The partnership relies upon loan payoffs and borrowers' mortgage payments for the source of funds for loans. Recently, mortgage interest rates have decreased somewhat from those available at the inception of the partnership. If interest rates were to increase substantially, the yield of the partnership's loans may provide lower yields than other comparable debt-related investments. Additionally, since the partnership has made primarily fixed rate loans, if interest rates were to rise, the likely result would be a slower prepayment rate for the partnership. This could cause a lower degree of liquidity as well as a slowdown in the ability of the partnership to invest in loans at the then current interest rates. Conversely, in the event interest rates were to decline, the partnership could experience significant borrower prepayments, which, if the partnership can only obtain the then existing lower rates of interest may cause a dilution of the partnership's yield on loans, thereby lowering the partnership's overall yield to the limited partners. Cash is constantly being generated from borrower interest payments, late charges, amortization of loan principal and loan payoffs. Currently, cash flow exceeds partnership expenses, earnings and limited partner capital payout requirements. Excess cash flow will be invested in new loan opportunities, when available, and in other partnership business.

At the time of subscription to the partnership, limited partners made a decision to either take distributions of earnings monthly, quarterly or annually or to compound earnings in their capital account. For the three month periods ended March 31, 2008 and 2007, the partnership made distributions of earnings to limited partners of \$35,105 and \$37,924, respectively. Distribution of earnings to limited partners for the three month periods ended March 31, 2008 and 2007, to limited partners' capital accounts and not withdrawn was \$54,915 and \$57,546, respectively. As of March 31, 2008 and 2007, limited partners electing to withdraw earnings represented 39% and 40%, respectively, of the limited partners' outstanding capital accounts.

The partnership also allows the limited partners to withdraw their capital account subject to certain limitations. For the three month periods ended March 31, 2008 and 2007, \$10,888 and \$11,023, respectively, was liquidated subject to the 10% and/or 8% penalty for early withdrawal. These withdrawals are within the normally anticipated range the general partners would expect in their experience in this and other partnerships. The general partners expect a small percentage of limited partners will elect to liquidate their capital accounts over one year with a 10% and/or 8% early withdrawal penalty. In originally conceiving the partnership, the general partners wanted to provide limited partners needing their capital returned a degree of liquidity. Generally, limited partners electing to withdraw over one year need to liquidate investments to raise cash. The demand the partnership is experiencing in withdrawals by limited partners electing a one year liquidation program represents a small percentage of limited partner capital as of March 31, 2008 and 2007, and is expected by the general partners to commonly occur at these levels.

Additionally, for the three month periods ended March 31, 2008 and 2007, \$75,617 and \$76,811, respectively, were liquidated by limited partners who have elected a liquidation program over a period of five years or longer.

In some cases in order to satisfy broker dealers and other reporting requirements, the general partners have valued the limited partners' interest in the partnership on a basis which utilizes a per Unit system of calculation, rather than based upon the investors' capital account. This information has been reported in this manner in order to allow the partnership to integrate with certain software used by the broker dealers and other reporting entities.

In those cases, the partnership will report to broker dealers, Trust Companies and others a “reporting” number of Units based upon a \$1.00 per Unit calculation. The number of reporting Units provided will be calculated based upon the limited partner’s capital account value divided by \$1.00. Each investor’s capital account balance is set forth periodically on the partnership account statement provided to investors. The reporting Units are solely for broker dealers requiring such information for their software programs and do not reflect actual Units owned by a limited partner or the limited partners’ right or interest in cash flow or any other economic benefit in the partnership. Each investor’s capital account balance is set forth periodically on the partnership account statement provided to investors. The amount of partnership earnings each investor is entitled to receive is determined by the ratio that each investor’s capital account bears to the total amount of all investor capital accounts then outstanding. The capital account balance of each investor should be included on any FINRA member client account statement in providing a per Unit estimated value of the client’s investment in the partnership in accordance with NASD Rule 2340.

While the general partners have set an estimated value for the partnership Units, such determination may not be representative of the ultimate price realized by an investor for such Units upon sale. No public trading market exists for the partnership’s Units and none is likely to develop. Thus, there is no certainty that the Units can be sold at a price equal to the stated value of the capital account. Furthermore, the ability of an investor to liquidate his or her investment is limited subject to certain liquidation rights provided by the partnership, which may include early withdrawal penalties.

### **Current Economic Conditions.**

The partnership primarily makes secured mortgage loans in California with the bulk of its lending concentrated in the San Francisco Bay Area and its outlying communities. The economic health of California and, in particular, the San Francisco Bay Area, plays a significant role in the performance of the real estate industry, and property values, which provide the underlying collateral for our loans. California’s economic vitality is driven by numerous diverse industries including tourism, finance, entertainment, shipping, technology, agriculture and government.

Over the last several years, the United States economy and California’s economy have been slowing. Many have expressed fears of a recession. Although decelerating over the last four years, United States Gross Domestic Product (GDP) continued to remain positive with annual growth rates of 3.6%, 3.1%, 2.9% and 2.2% for the years 2004 through 2007. GDP has continued to increase with a 0.6% gain in the first quarter of 2008. The University of California at Los Angeles, Anderson Forecast predicts “real estate weakness will remain a significant drag on the economy, leaving us treading water—but not slipping under the waves into recession.”

The United States unemployment rate, another factor in borrowers’ ability to service their indebtedness, reached a low of 4.4% in December 2006 and has gradually risen to 5.0% in December 2007. As of March 2008, the United States unemployment rate was 5.1%. The upward unemployment trend turned around in April 2008 when the unemployment rate declined to 5.0%. California’s unemployment pattern has in many ways mimicked the national unemployment rate. California’s unemployment rate reached its most recent low of 4.8% in November 2006 and has steadily climbed to a preliminary estimate of 6.2% as of March 2008.

Inflation, as measured by the Consumer Price Index (CPI), was 3.1% estimated at a compounded annual rate for the first three months of 2008. This compares favorably to the 2007 CPI increase of 4.1%. Oil prices, however, have recently reached a new all-time high exceeding \$120 per barrel in May 2008. This will place added upward pressure on the CPI.

The Federal Reserve, after having left the Federal Funds Rate unchanged at 5.25% for more than two years, began to react to the slowing economy, rising unemployment and the turmoil created by a credit crisis stemming from the sub prime mortgage loan market write downs. The Federal Reserve's initial goals were aimed at stimulating the economy, while keeping inflation in check and creating jobs. Later its efforts expanded to increase liquidity in the financial system. Since the initial Federal Funds Rate reduction of 0.5% in September 2007, the Federal Reserve has further reduced this rate by 0.25% in October 2007, 0.25% in December 2007, 1.25% in January 2008, 0.75% in March 2008 and 0.25% in April 2008. The Federal Funds Rate now stands at 2.00% as of May 12, 2008. The prime rate offered by banks for borrowing has followed in lock step with the reductions in the Federal Funds Rate and is currently at 5.0%. Like the Federal Funds Rate, the Prime Rate has been reduced by 3.25% since September 2007, a period of just seven months. Short term treasury yields have also fallen, but the longer term yields represented by the 10 year treasury bonds have not decreased as dramatically. As of May 1, 2008, the 10 year treasury yield was 3.78% compared to 4.04% at December 31, 2007 and 4.61% at September 30, 2007, shortly after the Federal Reserve began efforts to lower interest rates.

Mortgage rates have responded slowly to the Federal Reserve's actions. Freddie Mac reports average interest rates for 30 year fixed rate conforming loans were 6.66% for June 2007, 6.38% for September 2007, 6.10% for December 2007, 5.97% for March 2008 and most recently 5.92% for April 2008. These declining mortgage rates have not had an appreciable effect on stimulating activity in the residential real estate market.

Loan delinquencies and foreclosures on residential real estate have been rising. During the first quarter of 2008, the number of California homes in foreclosure increased to the highest level in more than 15 years. Throughout California, lending institutions sent homeowners 113,676 default notices during the first quarter of 2008, an increase of 39.4% from the first quarter of 2007. (Dataquick) On a national and local level, both residential sales volumes and median home prices have declined from their highs in 2005 and 2006. Dataquick reported sales of new and resale houses and condominiums in California were up 19.8% from February 2008 but down 38.3% from March 2007. The median price for a California single-family detached home was \$413,980 in March 2008 compared to \$582,930 in March 2007. The San Francisco Bay Area median single-family detached home sales price was \$704,580 in March 2008, down 10.2% from \$784,730 in March 2007 (California Association of Realtors (CAR)). CAR also reported their unsold inventory index, which indicates the number of months needed to deplete the market supply of homes at the current sales rate, was 11.6 months in March 2008 compared to 7.6 months in March 2007.

In this environment, borrowers owning residential properties may find it difficult to refinance or sell their properties should they encounter difficulty in making their mortgage payments. In these circumstances, the lender will have to decide whether to work with the borrowers to assist them through a period of financial difficulty or proceed with remedies incorporated into the loan documents, often resulting in a foreclosure of the property. Slow and longer sales periods and often lower property values, coupled with a general lack of financing alternatives and tougher underwriting standards, have forced many borrowers and lenders to make difficult choices. The partnership's low average loan to value ratio of 58.17% may help provide equity to recoup individual outstanding loan balances should foreclosure of properties become necessary.

Commercial and multifamily real estate have continued to fare well in 2008. Rents remain stable or escalating. Colliers International reported Class A office rents in San Francisco averaged \$50.92 per square foot, a rise of 1% the first quarter of 2008. Apartment rents the first quarter of 2008 were growing at a rate of 0.4% per quarter. Since March 2007, rents have increased about 3.0% (RealFacts). A stable commercial and apartment rental market helps keep values stable. Stable rents and stable property values provide comfort that loans secured by these properties will perform well.

### Part I – Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following table contains information about the cash held in money market accounts, and loans held in the partnership's portfolio. The presentation, for each category of information, aggregates the assets and liabilities by their maturity dates for maturities occurring in each of the years 2008 through 2012 and separately aggregates the information for all maturities arising after 2012. The carrying values of these assets and liabilities approximate their fair market values as of March 31, 2008:

	2008	2009	2010	2011	2012	Thereafter	Total
Interest earning assets:							
Money market accounts	\$ 440,144						\$ 440,144
Average interest rate	1.65%						1.65%
Unsecured loans				\$ 785,492			\$ 785,492
Average interest rate				0.00%			0.00%
Loans secured by deeds of trust	\$ 400,000	1,247,858	595,644	1,554,294	859,287	319,500	\$4,976,583
Average interest rate	9.88%	9.74%	9.25%	9.25%	9.34%	9.63%	9.46%

#### Market Risk.

The partnership's primary market risk in terms of its profitability is the exposure to fluctuations in general interest rates. The majority of the partnership's mortgage loans earn interest at fixed rates. Changes in interest rates may also affect the value of the partnership's investment in mortgage loans and the rates the partnership reinvests funds obtained from loan repayments and new capital contributions from limited partners. If interest rates increase, the interest rates the partnership obtains from reinvested funds will generally increase, but the value of the partnership's existing loans at fixed rates will generally tend to decrease. The risk is mitigated as the partnership does not intend to sell its loan portfolio, rather such loans are held until they are paid off. If interest rates decrease, the amounts becoming available to the partnership for investment due to repayment of partnership loans may be reinvested at lower rates than the partnership had been able to obtain in prior investments, or than the rates on the repaid loans. In addition, interest rate decreases may encourage borrowers to refinance their loans with the partnership at a time where the partnership is unable to reinvest in loans of comparable value. The partnership does not hedge or otherwise seek to manage interest rate risk. The partnership does not enter into risk sensitive instruments for trading purposes.

#### ASSET QUALITY

A consequence of lending activities is occasionally losses will be experienced and the amount of such losses will vary from time to time, depending upon the risk characteristics of the loan portfolio as affected by economic conditions and the financial experiences of borrowers. Many of these factors are beyond the control of the general partners. There is no precise method of predicting specific losses or amounts that ultimately may be charged off on particular segments of the loan portfolio, especially in light of the current economic environment.

The conclusion a loan may become uncollectible, in whole or in part, is a matter of judgment. Although institutional lenders are subject to requirements and regulations that, among other things, require them to perform ongoing analyses of their portfolios, loan-to-value ratios, reserves, etc., and to obtain and maintain current information regarding their borrowers and the securing properties, the partnership is not subject to these regulations and has not adopted certain of these practices. Rather, the general partners, in connection with the periodic closing of the accounting records of the partnership and the preparation of the financial statements, determine whether the allowance for loan losses is adequate to cover potential loan losses of the partnership. As of March 31, 2008 the general partners have determined the allowance for loan losses and real estate owned of \$335,108 (5.51% of net assets) is adequate in amount. Because of the number of variables involved, the magnitude of the swings possible and the general partners' inability to control many of these factors, actual results may and do sometimes differ significantly from estimates made by the general partners. As of March 31, 2008, no loans were past maturity or in foreclosure. Two loans totaling \$252,224 were 90 days or more delinquent in interest payments.

The partnership owns (through previous foreclosure) one property; an undeveloped property located in East Palo Alto, California. The land is owned with two other affiliated partnerships. The partnership's net investment in the land at March 31, 2008 was \$130,215, or 2.14% of partnership assets. This property is currently listed for sale.

#### **Part I – Item 4. CONTROLS AND PROCEDURES**

As of March 31, 2008, the partnership carried out an evaluation, under the supervision and with the participation of the general partners of the effectiveness of the design and operation of the partnership's disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934, as amended. Based upon that evaluation, the general partners concluded the partnership's disclosure controls and procedures are effective in timely alerting the general partners to material information relating to the partnership that is required to be included in our periodic filings with the Securities and Exchange Commission. There were no significant changes in the partnership's internal control over financial reporting during the partnership's first fiscal quarter that have materially affected, or are reasonably likely to materially affect, the partnership's internal control over financial reporting.

## Part II – OTHER INFORMATION

Item 1. **Legal Proceedings**

From time to time the partnership is involved in various legal actions arising in the normal course of business. In the opinion of management, such matters will not have a material effect upon the financial position of the partnership.

Item 1A. **Risk Factors**

Not Applicable

Item 2. **Unregistered Sales of Equity Securities and Use of Proceeds**

Not Applicable.

Item 3. **Defaults upon Senior Securities**

Not Applicable.

Item 4. **Submission of Matters to a Vote of Security Holders**

Not Applicable.

Item 5. **Other Information**

Not Applicable.

Item 6. **Exhibits**

31.1 Certification of General Partner pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
31.2 Certification of General Partner pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
32.1 Certification of General Partner pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
32.2 Certification of General Partner pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**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, thereto duly authorized on the 15th day of May, 2008.

**REDWOOD MORTGAGE INVESTORS VI**

By: /S/ Michael R. Burwell  
Michael R. Burwell, General Partner

By: **Gymno Corporation, General Partner**

By: /S/ Michael R. Burwell  
Michael R. Burwell, President,  
Secretary/Treasurer & Chief Financial Officer



## GENERAL PARTNER CERTIFICATION

I, Michael R. Burwell,, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Redwood Mortgage Investors VI, a California Limited Partnership (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - (b) evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of Registrant’s board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

/s/ Michael R. Burwell

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Michael R. Burwell, General Partner  
May 15, 2008

PRESIDENT AND CHIEF FINANCIAL OFFICER CERTIFICATION

I, Michael R. Burwell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Redwood Mortgage Investors VI, a California Limited Partnership (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - (b) evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of Registrant’s board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

/s/ Michael R. Burwell

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Michael R. Burwell, President, Secretary/Treasurer and  
Chief Financial Officer, of Gymno  
Corporation, General Partner  
May 15, 2008

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Redwood Mortgage Investors VI (the "Partnership") on Form 10-Q for the period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Michael R. Burwell, General Partner of the partnership, certify, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the partnership at the dates and for the periods indicated.

This certification has not been, and shall not be deemed "filed" with the Securities and Exchange Commission

/s/ Michael R. Burwell

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Michael R. Burwell, General Partner  
May 15, 2008

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Redwood Mortgage Investors VI (the "Partnership") on Form 10-Q for the period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Michael R. Burwell, President, Secretary/Treasurer & Chief Financial Officer of Gymno Corporation, General Partner of the partnership, certify, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the partnership at the dates and for the periods indicated.

This certification has not been, and shall not be deemed "filed" with the Securities and Exchange Commission

/s/ Michael R. Burwell

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Michael R. Burwell, President,  
Secretary/Treasurer & Chief Financial  
Officer of Gymno Corporation, General Partner  
May 15, 2008