

PUBLIC DISCLOSURE

March 5, 2007

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Banco Popular North America

RSSD No. 2736291

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Rosemont, Illinois 60018

Federal Reserve Bank of New York

33 Liberty Street

New York, New York 10045

NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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INSTITUTION RATING

INSTITUTION'S CRA RATING: Banco Popular North America is rated “**SATISFACTORY.**”

The following table indicates the performance level of the institution with respect to the lending, investment and service tests.

PERFORMANCE LEVELS	PERFORMANCE TESTS		
	Lending Test*	Investment Test	Service Test
Outstanding			X
High Satisfactory	X	X	
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

* The lending test is weighted more heavily than the investment and service tests in determining the overall rating.

The major factors supporting the institution’s rating include:

- Overall volume of Home Mortgage Disclosure Act-related (“HMDA”) and small business loans demonstrated good responsiveness to credit needs in the bank’s assessment areas.
- The geographic distribution of lending was excellent.
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was good.
- Community development lending demonstrated excellent overall levels of activity with the exception of lending within the state of Texas.
- The level of qualified investments was good.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank’s assessment areas.
- The institution is a leader in providing community development services throughout its assessment areas.

INSTITUTION

DESCRIPTION OF INSTITUTION

Banco Popular North America (“BPNA” or “Banco Popular”) is a principal subsidiary of Popular North America, Inc., a bank holding company. Popular North America, Inc. is one of several banking entities indirectly owned by Popular, Inc., a diversified, publicly owned bank holding company located in Hato Rey, Puerto Rico.

Created January 1, 1999, BPNA resulted from the merger of multiple banking affiliates in six U.S. states. As of December 31, 2005, the end of the review period, the bank had total assets of \$12 billion and total domestic deposits of \$8.5 billion, the former representing an increase of approximately 50 percent over the last examination. BPNA’s primary lines of business are commercial and retail banking. Net loans and leases total \$8.1 billion, representing 68 percent of total assets. The loan portfolio includes residential real estate loans (32 percent of net loans and leases), commercial and industrial loans (27 percent of net loans and leases), commercial real estate loans (20 percent of net loans and leases), and consumer loans (8 percent of net loans and leases).

BPNA’s domestic deposits are located in 138 branches in six states (New York, New Jersey, Illinois, Florida, Texas and California). The bank’s largest presence is in the combined New York/New Jersey MSA, and in the states of California and Illinois, with 82 percent of all branches.

Two bank acquisitions occurred during the evaluation period. BPNA purchased Quaker City Bancorp in California, on September 1, 2004, adding 27 branches and \$1.9 billion in assets. The acquisition of Kislak National Bank, a \$900 million bank with eight branches in Miami, Florida became effective on January 5, 2005.

At this examination, BPNA had five state or multistate MSA rated areas encompassing 15 assessment areas, as detailed below:

1. **MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA)**

- MD 35644 (New York-White Plains-Wayne, NY-NJ), including Bronx, Kings (Brooklyn), New York, and Queens Counties, and portions of Westchester County in New York; and Bergen, Hudson, and Passaic Counties in New Jersey.
- MD 35084 (Newark-Union, NJ-PA), including Essex and Union Counties.
- MD 20764 (Edison, NJ), including portions of Middlesex County.

2. **State of California**

- MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA), consisting of:
 - MD 31804 (Los Angeles-Long Beach-Glendale, CA), including Los Angeles County.
 - MD 42044 (Santa Ana-Anaheim-Irvine, CA), including Orange County.
- MSA 40140 (Riverside-San Bernardino-Ontario, CA), including Riverside and San Bernardino Counties.

- MSA 41740 (San Diego-Carlsbad-San Marcos, CA), including San Diego County.

3. State of Illinois

- MSA 16980 (Chicago-Naperville-Joliet, IL-IN-WI), consisting of:
 - MD 16974 (Chicago-Naperville-Joliet, IL), including Cook and DuPage Counties, and portions of Kane County.

4. State of Florida

- MSA 36740 (Orlando-Kissimmee, FL), including Orange, Seminole County, Osceola, and Lake Counties.
- MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL), consisting of:
 - MD 22744 (Fort Lauderdale-Pompano Beach-Deerfield Beach, FL), including Broward County.
 - MD 33124 (Miami-Miami Beach-Kendall, FL), including Miami-Dade County.
 - MD 48424 (West Palm Beach-Boca Raton-Boynton Beach, FL), including Palm Beach County.
- MSA 19660 (Deltona-Daytona Beach-Ormond Beach, FL), including Volusia County.
- MSA 29460 (Lakeland, FL), including Polk County.
- MSA 45300 (Tampa-St. Petersburg-Clearwater, FL), including Hillsborough County.
- MSA 34940 (Naples-Marco Island, FL), including Collier County.
- MSA 38940 (Port St. Lucie-Fort Pierce, FL), including St. Lucie, and Martin Counties.
- MSA 15980 (Cape Coral-Fort Myers, FL), including Lee County.

5. State of Texas

- MSA 26420 (Houston-Sugar Land-Baytown, TX), including Chambers, Fort Bend, Harris, Liberty, Montgomery and Waller Counties.
- MSA 19100 (Dallas-Fort Worth-Arlington, TX), consisting of:
 - MD 19124 (Dallas-Plano-Irving, TX), including Collin, Dallas, and Denton Counties.
 - MD 23104 (Fort Worth-Arlington, TX), including Tarrant County.

SCOPE OF EXAMINATION

Procedures

BPNA's assessment areas were reviewed using the Federal Financial Institutions Examination Council's *Interagency CRA Procedures for Large Retail Financial Institutions*.

Products

Home purchase, refinance, home improvement and multi-family loans reportable under HMDA, and small business loans were analyzed. The bank chose not to report consumer loans at this exam. Small farm loans were not analyzed as volume was small and not part of BPNA's lending strategy. Multifamily loans qualifying as community development loans were considered in the evaluation of community development lending. Examiners verified the integrity of HMDA-related and small business loan data reported by BPNA and its affiliates in 2004 and 2005.

Affiliate Lending

HMDA-related and small business loans originated by Banco Popular National Association ("National Association"), a BPNA affiliate, were evaluated during this examination. These loans were outside of the National Association's assessment area and were not considered in the National Association's CRA performance evaluation.

Examination Period

HMDA-related and small business loan originations from January 1, 2004 through December 31, 2005 were analyzed. Examiners also reviewed activities pertaining to the service test, community development ("CD") loans and qualified investments for the same period.

Lending Distribution Analysis

Only loans in BPNA's assessment areas were included in the analysis of geographic and borrower distribution. To evaluate the geographic distribution of HMDA-related loans, the proportion of loan originations was compared with the proportion of owner-occupied housing units in low- and moderate-income ("LMI") and non-LMI geographies. For small business loans, the analysis compared the proportion of loan originations with the proportion of businesses located in LMI and non-LMI geographies. Performance was rated based on penetration in LMI geographies, but performance in LMI geographies was analyzed separately. The analysis took into account lending opportunities in low- income census tracts ("tracts") relative to moderate-income tracts as indicated by demographic data and aggregate lending patterns.

In order to analyze the borrower characteristics of HMDA-related loans, the proportion of originations to LMI borrowers was compared with the proportion of LMI families in the assessment areas. Income estimates from the U.S. Department of Housing and Urban Development ("HUD") were used to categorize borrower income. HUD-adjusted median family income figures for 2004 and 2005 were used to categorize borrower income levels for loans originated in those respective years. The analysis of small business loans compared the proportion of loan originations extended to

businesses having gross annual revenues (“GAR”) of \$1 million or less with the proportion of businesses with GAR of \$1 million or less. 2005 Dun and Bradstreet (“D&B”) data were used for demographic information relating to the proportion of businesses with GAR of less than or equal to \$1 million. The size of the small business loan was also used as a proxy to identify lending to smaller businesses.

HMDA-related and small business loan performance was also compared with the aggregate of all lenders in BPNA’s assessment areas subject to HMDA and/or CRA small business loan reporting. For both HMDA-related and small business lending, lending patterns were compared with the 2005 aggregate.

Deriving Overall Conclusions

In reaching a conclusion about the bank’s overall performance within an individual assessment area, products were weighted based on their volume in that area. BPNA’s performance in multistate MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) and the States of California and Illinois received the most weight in determining the bank’s overall rating because of their concentration of branches, branch deposits, and lending. For example, 84% of BPNA’s branch deposits are located in MSA 35620 (44%), in the state of California (21%) and in the State of Illinois (19%). BPNA also has retail operations in the states of Florida and Texas.

Accordingly, examiners conducted a full review of BPNA’s performance in:

- MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA)
- MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA)
- MSA 16980 (Chicago-Naperville-Joliet, IL-IN-WI)
- MSA 367440 (Orlando-Kissimmee, FL)
- MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL)
- MSA 26420 (Houston-Sugar Land-Baytown, TX)

This evaluation also included limited reviews of performance in:

- MSA 40140 (Riverside-San Bernardino-Ontario, CA)
- MSA 41740 (San Diego-Carlsbad-San Marcos, CA)
- MSA 19660 (Deltona-Daytona Beach-Ormond Beach, FL)
- MSA 29460 (Lakeland, FL)
- MSA 45300 (Tampa-St. Petersburg-Clearwater, FL)
- MSA 34940 (Naples-Marco Island, FL)
- MSA 38940 (Port St. Lucie-Fort Pierce, FL)
- MSA 15980 (Cape Coral-Fort Myers, FL)
- MSA 19100 ((Dallas-Fort Worth-Arlington, TX)

These assessment areas did not have a substantial effect on the overall rating, given their smaller deposit base and branch network. For additional details, see Exhibit 1 on page BB7, containing a summary of assessment area data for all rated areas.

Examiners conducted 10 interviews with community groups during the examination in order to understand community credit needs. Community groups were located throughout the bank's assessment areas and included representatives of community-based organizations, municipalities and quasi-government agencies.

Demographic and economic information also impacts the bank's performance context and is discussed in detail within each full scope area. Information was obtained from publicly available sources including the U.S. Department of Commerce's Bureau of the Census, 2000, National Association of Realtors, the U.S. Department of Labor, and the U.S. Department of Housing and Urban Development ("HUD").

EXHIBIT 1: Summary of Key Assessment Area Data ALL ASSESSMENT AREAS						
	NY-NJ	CA	IL	FL	TX	TOTALS
Total Population*	11,100,263	18,434,281	6,396,455	9,590,031	8,767,415	54,288,445
Population % of AA population	20%	34%	12%	18%	16%	100%
Families	2,644,978	4,279,737	1,541,981	2,502,421	2,203,241	13,172,358
Families % of AA families	20%	32%	12%	19%	17%	100%
Total Census Tracts*	2,888	3,823	1,513	1,885	1,718	11,827
Tracts % AA tracts	24%	32%	13%	16%	15%	100%
LMI tracts	1,207	1,316	642	546	665	4,376
LMI tracts % all AA LMI tracts	28%	30%	15%	12%	15%	100%
Total Owner-Occupied Units*	1,488,941	3,314,869	1,415,874	2,526,214	1,848,101	10,593,999
Units % of AA units	14%	31%	13%	24%	17%	100%
Business Establishments **	393,835	711,211	196,345	399,472	360,964	2,061,827
Bus. est. % AA bus. est.	19%	34%	10%	19%	18%	100%
Number of Branches *	46	47	20	18	7	138
Branches % all branches	33%	34%	14%	13%	5%	100%
Branches in LMI tracts	31	19	11	7	4	72
LMI branches % AA LMI branches	43%	26%	15%	10%	6%	100%
Branch Deposits (\$'000s) ***	3,669,850	1,719,004	1,581,807	1,164,454	195,630	8,330,745
Deposits % AA deposits	44%	21%	19%	14%	2%	100%
Deposit Market Share (%)/ Rank in Market***	0.48%/25	0.23%/37	0.66%/22	0.34%/32	0.24%/157	
Home Purchase Originations ****	438	1,026	543	875	3,145	6,027
HP originations % AA orig.	7%	17%	9%	15%	52%	100%
Refinance Originations ****	375	953	267	267	61	1,923
Refi orig. % AA orig.	20%	50%	14%	14%	3%	100%
Home Improvement Originations****	294	239	347	184	54	1,118
Home Improvement orig. % AA orig.	26%	21%	31%	16%	<1%	95%
Multi-family Originations****	263	431	74	10	6	784
Multi-family orig. % AA orig.	34%	55%	9%	1%	<1%	99%
Small Business Originations ****	1,777	778	850	481	283	4,169
SB orig. % AA orig.	43%	19%	20%	12%	7%	100%
Combined Loan Totals****	3,147	3,427	2,081	1,817	3,549	14,021
% of AA Orig.	22%	24%	15%	13%	25%	100%

* Source: 2000 Census Data.
** Source: 2005 Dun & Bradstreet.
*** Source: FDIC Summary of Deposit Data as of June 30, 2005.
**** Originations include Originations and loans purchased between Jan. 1, 2004 and December 31, 2005.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

LENDING TEST

BPNA's record of meeting the credit needs of its assessment areas through its lending activities is rated high satisfactory based on good performance in all rated areas with the exception of Texas, which showed adequate overall performance.

The Core Tables in Appendix E list the data used to evaluate the bank's lending test performance in its various assessment areas. Lending activity is depicted in Table 1, geographic distribution in Tables 2-6, and borrower characteristics are depicted in Tables 7-10.

Lending Activity: BPNA's responsiveness to the retail credit needs of its assessment areas was good, given the bank's capacity to meet assessment area credit needs and overall market conditions. This conclusion was reached by evaluating the volume of HMDA-related and small business loans originated during the examination period. This analysis showed good performance in each of the five state or multistate assessment areas.

Overall, 14,021 loans (HMDA-reportable and small business) to retail customers, totaling \$2.6 billion, were originated in the assessment areas, as detailed in Exhibit 2, below.

EXHIBIT 2: Summary of Lending Activity January 1, 2004 – December 31, 2005				
Loan Type	#	%	\$(000s)	%
HMDA Home Purchase	6,027	43	\$851,140	33
HMDA Refinancings	1,923	14	\$397,595	15
HMDA Home Improvement	1,118	8	\$92,211	4
HMDA Multi-family	784	5	\$522,373	20
Total HMDA-related	9,852	70	\$1,863,319	72
Total Small Business	4,169	30	\$711,984	28
TOTAL LOANS	14,021	100	\$2,575,303	100

Note: This table includes bank and affiliate loans originated in the bank's assessment area.

Assessment Area Concentration: BPNA extended a substantial majority of its loans in its assessment areas as detailed in Exhibit 3.

EXHIBIT 3								
Lending Inside and Outside the Assessment Area								
January 1, 2004 – December 31, 2005								
Loan Type	Inside				Outside			
	#	%	\$ (000s)	%	#	%	\$ (000s)	%
Home Purchase	4,916	70	619,067	68	2,154	30	296,843	32
Refinancing	731	64	164,659	69	414	36	75,340	31
Home Improvement	984	87	64,084	85	147	13	11,589	15
Multi-family	494	88	207,412	88	67	12	27,436	12
Total HMDA-related	7,125	76	1,055,222	72	2,782	24	411,208	28
Total Small Business	4,169	84	711,984	76	766	16	220,220	24
TOTAL LOANS	11,294	76	1,767,206	74	3,548	24	\$631,428	26

Note: This table includes only loans originated or purchased by the bank. Affiliate loans are not included.

Geographic Distribution: The overall geographic distribution of HMDA-related and small business lending reflected excellent penetration in LMI geographies in all but the Florida assessment area, which demonstrated good performance.

Distribution by Borrower Income and Revenue Size of the Business: The overall distribution of loans among borrowers of different income levels and businesses of different sizes was good based on good distribution in the multistate MSA and Illinois, excellent performance in Florida and Texas, and adequate performance in California.

An analysis of the median family income to median housing values in the respective assessment areas, indicated that housing values range from three to nineteen times the LMI median family income levels. This performance context issue was considered in evaluating the overall borrower distribution performance of the bank.

Community Development Lending:

BPNA exhibited an excellent level of community development lending in all rated state or multistate areas except Texas, where the bank made a low level of community development loans.

As shown in the accompanying table, the bank extended 358 qualified community development loans totaling \$351 million. Of note are new commitments amounting to \$286 million, representing 81% of the total

Community Development Lending		
Purpose	#	\$(000s)
Affordable Housing	269	206,425
Revitalize and Stabilize	13	26,024
Community Services	67	111,493
Economic Development	9	6,926
Totals	358	\$350,868

activity, demonstrating the institution's continued commitment to fund CD initiatives. For details, see the lending volume Table 1 in Appendix E.

INVESTMENT TEST

BPNA's investment performance is rated high satisfactory based on an overall significant level of qualified CD investments and grants provided in the various assessment areas. Specifically, there was good performance in all rated state or multi-state assessment areas, with the exception of California, where excellent performance was demonstrated. As indicated in the table below, the bank's qualified investments totaled approximately \$28 million, an increase of 6 percent over the investment activity noted at the previous examination, and included approximately \$16 million in new investments since the prior examination.

Qualified Investments		
Purpose	#	\$('000s)
Affordable Housing	43	25,461
Economic Development	19	1,922
Community Services	166	818
Revitalize and Stabilize	2	200
Totals	230	28,401

The table also illustrates that BPNA's investments exhibited a good level of responsiveness to the most pressing credit and community development needs throughout the assessment areas. Affordable housing was identified by community contacts as a primary community development need, which has been addressed through the institution in Low-Income Housing Tax Credits ("LIHTCs"), mortgage backed securities, and charitable grants. For details, see Table 11, Qualified

Investments in Appendix E.

SERVICE TEST

BPNA's performance under the service test is rated outstanding based upon its readily accessible delivery systems servicing LMI geographies throughout the assessment areas and its leadership role in providing CD services. Outstanding performance was noted in all assessed areas.

FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW

The bank is in compliance with the substantive provisions of the anti-discrimination laws and regulations. No practices were identified as being inconsistent with helping to meet the credit needs of the community.

MULTISTATE METROPOLITAN AREA

MSA 35620 (NEW YORK-NORTHERN NEW JERSEY-LONG ISLAND, NY-NJ-PA)

CRA RATING FOR MSA 35620: "SATISFACTORY."

The lending test is rated: High Satisfactory.

The investment test is rated: High Satisfactory.

The service test is rated: Outstanding.

The major factors supporting the rating include:

- Total overall volume of HMDA-related and small business loans demonstrated good responsiveness to credit needs in the bank's assessment area.
- The geographic distribution of lending was excellent.
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was good.
- The level of community development lending was excellent.
- The level of qualified investments was good.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank's assessment area.

SCOPE OF EXAMINATION

Examiners conducted a full-scope review of multi-state MSA 35620 (New York, Northern New Jersey-Long Island, NY-NJ-PA). Since the multi-state MSA is the only full scope assessment area, ratings are solely based on performance within this MSA. The bank's activities in the multistate MSA make up a significant proportion of BPNA's operations and were weighted as such when deriving BPNA's overall CRA ratings.

METROPOLITAN AREA

(FULL REVIEW)

MSA 35620 (NEW YORK-NORTHERN NEW JERSEY-LONG ISLAND, NY-NJ-PA)

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA has 46 branch locations in MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) also referred to as the "multistate MSA" or the multistate assessment area" representing a third of its total branch network. The bank also has 31 or 67 percent of its branches in LMI census tracts. Based on the Federal Deposit Insurance Corporation ("FDIC") Deposit Market Share Report as of June 30, 2005, 44 percent of the bank's total deposit base was held in this MSA. Lending in the MSA represented 22 percent of the total combined HMDA-related and small business originations extended throughout the bank's overall assessment areas. Exhibit 1 on page BB7 summarizes activity in the multistate assessment area.

The area is a highly competitive market, home to some of the largest money center banking institutions in the United States. The top five institutions have 58 percent of the market share and hold \$443 billion in deposits. BPNA captured a deposit market share of 0.48 percent, ranking 25th in deposits among the 233 depository institutions operating in this MSA assessment area.

PERFORMANCE CONTEXT

Demographic Characteristics

BPNA's assessment area in the multistate MSA 35620 includes New York and New Jersey state portions of MD 35644 (New York-White Plains-Wayne, NY-NJ), consisting of Bronx, Kings, New York, Queens, Bergen, Hudson, and Passaic Counties in their entirety; and portions of Westchester County. The assessment area also includes MD 35084 (Newark-Union, NJ), consisting of Essex and Union Counties in their entirety; and MD 20764 (Edison, NJ), consisting of portions of Middlesex County. Collectively, these areas encompass 2,888 census tracts.

A major portion of the assessment area includes New York City (Bronx, Kings, New York, and Queens Counties) with its two key demographic features: its population density and cultural diversity. New York City is the largest city in the U.S. with a population of more than eight million people. Moreover, the city's population of 26,403 people per square mile makes it the most densely populated of any American municipality with a population above 100,000. New York City is exceptionally diverse. Throughout its history the city has been a major point of entry for immigrants. Currently, 36 percent of the city's population is foreign-born.

BPNA's presence in Westchester County is solely in the city of New Rochelle, located in the southeast portion of the county, two miles north of New York City's northernmost border in The Bronx. As of the 2000 census, the city had a population of 127,182 people, 26,189 households, and

17,546 families. It is one of the largest suburbs of New York City, the seventh-largest city in the state of New York, and the second-largest suburb city in Westchester County. It has clearly defined and very substantial residential neighborhoods, a harmonious ethnic diversity, and a strong presence of religious and educational institutions.

BPNA's presence in the multistate MSA includes Bergen, Hudson, and Passaic Counties in New Jersey, which are all part of the New York Metropolitan Area. The counties are all located in the northeastern part of the state bordered by Rockland County to the north and by Westchester County, The Bronx, and Manhattan County, across the Hudson River to the east. Bergen County is the most populous county, with 884,118 residents. Bergen County is comprised of 70 municipalities. Passaic County consists of 23 municipalities covering 197 square miles. As of the 2000 Census, there were 489,049 residents in Passaic County. Hudson County is the smallest of New Jersey's 21 counties. It is bordered by the Hudson River to the east and is made up of 62 square miles. As of the 2000 Census, Hudson County had a population of 608,975 residents. The county is comprised of 12 municipalities.

BPNA also has a presence in Essex, Union and Middlesex counties. Essex County is the largest of the three located in the northeastern part of the state. With a population of 793,683, it is second only to Bergen County. It contains 22 municipalities, including the City of Newark, the largest city in New Jersey with a population of 272,546 residents.

Income Characteristics

ANNUAL HUD-ADJUSTED INCOMES		
Area	2004	2005
MD 20764 (Edison, NJ)	\$82,800	\$83,100
MD 35084 (Newark-Union, NJ-PA)	\$81,000	\$81,200
MD 35644 (New York-White Plains-Wayne, NY-NJ)	\$57,000	\$57,650

The HUD estimated median family incomes for the three Metropolitan Divisions ("MDs") within the multi-state MSA is illustrated in the table at left for the two years reviewed. There was a wide disparity in income levels across the MDs by state.

Housing Characteristics

The overall multistate MSA 35620 assessment area contains 4.4 million housing units, of which 34 percent or 1.5 million are owner-occupied, according to the 2000 Census. Of the available owner-occupied housing units, three percent and 16 percent are located in low- and moderate-income census tracts, respectively.

During the examination period, housing prices increased significantly. According to the National Association of Realtors, the median sales price for existing single-family homes in the New York-Northern New Jersey-Long Island MSA in 2005 was \$445,200, up from \$385,900 a year earlier. Higher values are found in the suburban areas of the assessment area and in Manhattan (New York County). For most LMI families throughout the assessment area, homeownership is not attainable, given the sharp disparity between incomes and housing costs. This indicates the need to provide affordable mortgage programs and develop affordable rental properties for LMI residents. Information received from community contacts identified the need for affordable housing in this MSA.

Labor, Employment and Economic Characteristics

According to Department of Labor statistics and as illustrated in the chart below, BPNA's multi-state assessment area has a relatively large workforce. Overall unemployment rates decreased during the examination period and varied across the multi-state assessment area.

Area	Unemployment Rate		Labor Force	
	2004	2005	2004	2005
MD 20764 (Edison, NJ)	5.3%	4.2%	1,142,400	1,148,400
MD 35084 (Newark-Union, NJ-PA)	5.5%	4.7%	1,074,400	1,068,600
MD 35644 (New York-White Plains-Wayne, NY-NJ)	7.2%	5.0%	5,470,100	5,485,100
State of New York	5.8%	5.0%	9,297,300	9,144,500
State of New Jersey	4.4%	4.8%	4,380,305	4,475,514

Additional Assessment Area data for this MSA area is provided in Exhibit 4 on the next page.

Exhibit 4 – Assessment Area Demographics

Assessment Area: MSA 35620

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	411	14.2	369,918	14.0	145,961	39.5	744,921	28.2
Moderate-income	796	27.6	768,294	29.0	165,276	21.5	438,370	16.6
Middle-income	858	29.7	756,484	28.6	75,028	9.9	461,308	17.4
Upper-income	762	26.4	750,282	28.4	26,799	3.6	1,000,379	37.8
Unknown-income	61	2.1	0	0.0	0	0.0	0	0.0
Total Assessment Area	2,888	100.0	2,644,978	100.0	413,064	15.6	2,644,978	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	568,882	45,306	3.0	8.0	483,489	85.0	40,087	7.0
Moderate-income	1,200,152	235,302	15.8	19.6	899,287	74.9	65,563	5.5
Middle-income	1,213,276	485,632	32.6	40.0	677,532	55.8	50,112	4.1
Upper-income	1,383,659	722,677	48.5	52.2	593,345	42.9	67,637	4.9
Unknown-income	241	24	0.0	10.0	84	34.9	133	55.2
Total Assessment Area	4,366,210	1,488,941	100.0	34.1	2,653,737	60.8	223,532	5.1
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	32,023	7.8	27,088	7.9	3,095	6.2	1,840	11.5
Moderate-income	78,849	19.2	67,959	19.8	6,920	13.8	3,970	24.8
Middle-income	97,089	23.7	83,104	24.2	10,160	20.3	3,825	23.9
Upper-income	197,191	48.1	162,232	47.2	28,715	57.4	6,244	39.0
Unknown-income	4,578	1.1	3,292	1.0	1,143	2.3	143	0.9
Total Assessment Area		100.0		100.0		100.0		100.0
Percentage of Total Businesses:			83.9		12.2		3.9	

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 35620 (NEW YORK-NORTHERN NEW JERSEY-LONG ISLAND, NY-NJ-PA)

LENDING TEST

BPNA's performance under the lending test in MSA 35620 was high satisfactory. The data used to evaluate the bank's performance in this MSA assessment area appears in the MSA 35620 section of the Appendix E tables. Lending activity is depicted in Table 1, geographic distribution in Tables 2-6, and borrower characteristics are in Tables 7-10.

Lending Activity:

BPNA's lending activity in MSA 35620 was rated good based on market share activity, comparison to peer banks, and increased lending volumes. BPNA ranks 25th in deposit market share with 0.48 percent of all deposits, compared to a ranking of 87th in HMDA lending (market share of 0.23 percent), and 22nd in small business lending (0.28 percent market share). While lending market shares are less than deposit market share, BPNA operates in a highly competitive market. Overall HMDA and small business lending volume within the MSA increased 15 percent compared to the last examination while aggregate volume declined 5 percent. Additionally, the volume of multifamily lending increased from 28 loans during the prior examination period to 263 loans during the current examination period.

Geographic Distribution:

BPNA's geographic distribution, including HMDA-related and small business loan originations located in LMI census tracts, reflects excellent penetration throughout the multistate MSA. Performance in LMI geographies was enhanced through multifamily lending. Of the 263 multifamily loans in the MSA, 71 or 27 percent were in low-income geographies and 119 or 45 percent were in moderate-income geographies.

The following table summarizes the bank's performance with respect to each loan product.

MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE

Distribution by Borrower Income and Revenue Size of the Business:

BPNA’s borrower distribution, including loans to LMI borrowers and to businesses of varying sizes, in this multistate MSA and was considered good. BPNA demonstrated adequate lending to low-income borrowers and good levels of lending to moderate-income borrowers and small businesses. These conclusions consider the difficulties of extending home purchase and refinance loans to LMI borrowers as noted in the Performance Context sections and supported by market aggregate performance.

The following table summarizes BPNA’s performance in HMDA-related lending to LMI borrowers and small businesses with respect to each product.

MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA)				
Product	Low-Income Borrowers		Moderate-Income Borrowers	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	ADEQUATE	SIGNIFICANTLY ABOVE	GOOD	SIGNIFICANTLY ABOVE
Refinance	ADEQUATE	SIGNIFICANTLY ABOVE	GOOD	SIGNIFICANTLY ABOVE
Home Improvement	ADEQUATE	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Small Business	Lending to Businesses with GAR <= \$1 Million		2005 Aggregate Comparison	
	GOOD		ABOVE	

Community Development Lending:

Banco Popular’s level of community development (“CD”) lending activity in the multistate MSA was excellent, with loans totaling \$146 million or 42 percent of total community development lending. A total of \$114 million or 77 percent of CD lending, was from the current period. Moreover, performance in this MSA is better than the previous examination where community development loans totaled \$68 million, an increase of 118 percent. Also noted was \$2 million or 1 percent of the multi-state community development lending activity occurred in areas outside the assessment area but in a broader statewide or regional area that includes the assessment area. This conclusion was also supported by a comparison to similarly-situated large retail banks in the assessment area.

Total community development lending was directed towards the following activities:

Designation	\$ (Millions)	% Statewide Activity
Community Services	72	49%
Affordable Housing	47	31%
Economic Development	23	16%
Revitalize & Stabilize	6	4%
Total	148	100%

INVESTMENT TEST

Banco Popular made a significant level of qualified CD investments in the multistate assessment area and the bank is rated high satisfactory. Qualified investments totaled \$9.3 million or 33 percent of the bank’s total qualified investments, of which \$6.4 million represents current period activity. However, the total amount of qualified investments funded within the assessment area materially decreased by \$5.5 million, or 37 percent from the previous examination.

- Performance in the MSA was concentrated in the New York-Wayne-White Plains, NY, NY Metropolitan Division (MD 35644), where \$2.7 million was directly invested.
- The multi-state assessment area benefited from statewide investments totaling \$6.3 million. Noteworthy investments included \$3.3 million in mortgage-backed securities issued by HUD, Freddie Mac, and Fannie Mae. These agencies facilitate homeownership and provide financial products and services to low-, moderate-, and middle-income families. Banco Popular also invested \$2.2 million in LIHTCs, which also facilitates affordable housing for the assessment area.

SERVICE TEST

BPNA's overall performance is rated outstanding, based on its level of community development services and the accessibility of its delivery systems.

Retail Services: BPNA's delivery systems were readily accessible to all portions of the MSA, including LMI areas. Overall, BPNA has 46 branches in this multi-state MSA, of which 31, or 67 percent, are located in LMI areas. This compares very favorably with the 44 percent of the MSA population residing in LMI areas. In addition, BPNA has five branches located in middle- or upper-income census tracts within this assessment area that are adjacent to moderate-income areas.

Changes in branch locations during the evaluation period did not adversely impact the accessibility of delivery systems. The bank did not close any branches in the assessment area during the evaluation period. Two branches were opened, one of which is located in a moderate-income census tract. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. Of the 46 branches in the MSA, 41 have extended early morning or late evening hours and 31 have Saturday hours. There are no off-site ATM locations in this assessment area.

Community Development Services: BPNA is a leader in providing community development services in the multi-state MSA assessment area. BPNA provided over 220 services, over a 100 percent increase from the previous evaluation period, covering a broad spectrum of community needs for LMI individuals. These services entailed efforts related to home ownership counseling, small business development, health care, financial literacy, community development organization fundraisers, a children's savings account program, and job fairs. Other highlighted entries included "Mortgage Day" and "SBA Day." These events furnished information, technical assistance, and training to LMI individuals and, often, were produced in conjunction with other sponsoring community or government agencies.

In addition, BPNA employees served in various capacities for 58 community development organizations offering community development services that focused on business development, education, and various other community services that aided LMI individuals. Memberships consisted of serving on boards and committees of these organizations. These memberships allowed BPNA to further the mission of the organizations by supplying leadership and management expertise related to financial and general business issues.

STATE OF CALIFORNIA

CRA RATING FOR CALIFORNIA: "OUTSTANDING."

The lending test is rated: High Satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting the rating include:

- Total overall volume of HMDA-related and small business loans demonstrated good responsiveness to credit needs in the assessment areas.
- The geographic distribution of lending was excellent.
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was adequate.
- The level of community development lending and qualified investments was excellent.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the assessment areas.

SCOPE OF EXAMINATION

Examiners conducted a full-scope review of the following assessment area in California:

- MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA), consisting of:
 - MD 31804 (Los Angeles-Long Beach-Glendale, CA), including Los Angeles County.
 - MD 42044 (Santa Ana-Anaheim-Irvine, CA), including Orange County.

Limited reviews were conducted of the remaining assessment areas:

- MSA 40140 (Riverside-San Bernardino-Ontario, CA), including Riverside and San Bernardino County.
- MSA 41740 (San Diego-Carlsbad-San Marcos, CA), including San Diego County.

As shown in Exhibit 5 on page BB21, MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA), contains 74% of the loans, 77 percent of the branches and 90 percent of the branch deposits in California. Accordingly, performance in MSA 31100 received significant weight in the California state rating. See the following page for additional assessment area data.

EXHIBIT 5 : Banco Popular North America Summary of Key Assessment Area Data for The State of California				
	MSA 31100	MSA 40140	MSA 41740	TOTALS
Total Population	12,365,627	3,254,821	2,813,833	18,434,281
Population % of AA population	67%	18%	15%	100%
Families	2,828,223	782,412	669,102	4,279,737
Families % of AA families	66%	18%	16%	100%
Total Census Tracts	2,631	587	605	3,823
Tracts % AA tracts	69%	15%	16%	100%
LMI tracts	936	196	184	1,316
LMI tracts % all AA LMI tracts	71%	15%	14%	100%
Total Owner-Occupied Units	2,073,887	689,493	551,489	3,314,869
Units % of AA units	63%	21%	17%	100%
Business Establishments****	496,606	99,686	114,919	711,211
Bus. est. % AA bus. est.	70%	14%	16%	100%
Number of Branches ***	36	9	2	47
Branches % all branches	77%	19%	4%	100%
Branches in LMI tracts	17	1	1	19
LMI branches % AA LMI branches	89%	5%	5%	100%
Branch Deposits (\$'000s)**	1,551,212	118,467	49,325	1,719,004
Deposits % AA deposits	90%	7%	3%	100%
Deposit Market Share (%) / Rank	0.51% / 30	0.34% / 32	0.11% / 53	
Home Purchase Originations*	701	272	53	1,026
HP originations % AA orig.	68%	27%	5%	100%
Refinance Originations*	670	264	19	953
Refi orig. % AA orig.	70%	28%	2%	100%
Home Improvement Originations*	198	33	8	239
HI orig. % AA orig.	83%	14%	3%	100%
Multi-Family Originations*	329	24	78	431
MF originations % AA orig.	76%	6%	18%	100%
Small Business Originations*	650	71	57	778
SB orig. % AA orig.	84%	9%	7%	100%
Combined Loan Totals	2,548	664	215	3,427
% of AA Orig.	74%	19%	6%	100%
* Originations include originations and loans purchased between January 1, 2004 and December 31, 2005				
** Source: Federal Deposit Insurance Corporation ("FDIC") Summary of deposit data as of 6/30/2005				
***Number of branches as of 12/31/05				
****Source: 2005 Dun & Bradstreet				

METROPOLITAN AREA

(FULL REVIEW)

MSA 31100 (LOS ANGELES – LONG BEACH-SANTA ANA, CA)

DESCRIPTION OF INSTITUTION'S OPERATIONS

Banco Popular has expanded its operations within MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA) also referred to as the "Los Angeles MSA" or the "Los Angeles assessment area." Banco Popular acquired Quaker City Bancorp in 2004, which was a local community bank. Banco Popular has a total of 36 branches within this MSA which includes 21 new branches. The bank has 17 branches in low- to moderate-income tracts which includes 6 new branches. The Los Angeles MSA branches held \$1.6 billion in deposits, or 90 percent of the bank's total branch deposits in California, as of June 30, 2005.

The MSA is dominated by large regional institutions. The top five institutions have 53 percent of the market deposit share and hold over \$110 billion dollars in deposits. Banco Popular holds a 0.23 percent market share of total deposits in the MSA, ranks 37th in deposit balances, and competes with 132 FDIC-insured depository institutions.

PERFORMANCE CONTEXT

Demographic Characteristics

The Los Angeles MSA covers a large geographic area, extending over 4,752 square miles, including San Clemente and Santa Catalina islands. Los Angeles County includes the cities of Los Angeles, Long Beach, and Santa Ana. The Metropolitan Divisions include the cities of Anaheim, Glendale and Irvine as well as Los Angeles and Orange Counties.

According to the 2000 census, the MSA's 2005 estimated population is 12.4 million residents. The MSA has experienced a 2.5 percent population increase over the last five years.

The MSA is a culturally diverse region, wherein approximately 3.5 million residents, or 28 percent, are foreign born. Residents from Latin America and Asia comprise the two largest groups within the foreign born population. There are approximately 5.1 million residents that speak a language other than English, with Spanish being the most common second language in the region, spoken by 3.6 million residents.

Income Characteristics

According to HUD, the estimated median family income for the Los Angeles MSA in 2005 was \$61,300. Of the 2.8 million families in the assessment area, 23 percent are considered low-income, 17 percent moderate-income, and 13 percent have incomes below the poverty level. Additionally, 6 percent of the families live in low-income tracts, while 27 percent of the families live in moderate-income tracts.

Housing Characteristics

The assessment area contains 4.2 million housing units, of which 49 percent, or 2 million, are owner-occupied. However, of the available owner-occupied housing units, only 1.7 percent, or 35,850 are located in low-income census tracts, limiting opportunities for lending in low-income areas. Owner-occupied units in moderate-income census tracts represented 17 percent of total owner-occupied housing units.

Despite the growth and strength of the housing market, affordable housing is a need in Los Angeles. During the review period, the existing prices for a single family home in Los Angeles increased to \$529,000 in 2005. The median income needed to purchase a single family home is significantly higher than the median family income of Los Angeles. The rapid increase in prices is attributed to market forces which include low interest rates, a short supply of homes, and a strong demand for residential property.

As a result of these factors, the ability of area LMI residents to purchase a home is limited. Community contacts confirmed that affordable housing is one of the key unresolved issues in Los Angeles. Affordable housing is a growing issue and is even impacting middle income individuals, which such community organizations traditionally do not assist. Hence, the strong housing market, coupled with affordability issues, indicates the continued need for affordable housing in the assessment area.

Labor, Employment and Economic Characteristics

Los Angeles has a diverse economic base that relies on a variety of industries for its strength. The area's leading industries are focused on international trade that is supported by the city's connection with the Asian Pacific region. Tourism, the motion picture industry, and business services round out the other major industries in Los Angeles. In addition, the area's manufacturing sector is the largest in the U.S. This sector employs approximately 470 thousand workers, or approximately 12 percent of the area's work force. This industry includes a variety of businesses such as apparel, electronics, and fabricated metal products. Other major employers include the area's 198 colleges and universities. The colleges created approximately 3 thousand jobs between 2004 and 2005, which is the second largest sector of growth.

Los Angeles has seen strong employment growth due to positive economic conditions. The unemployment rate fell from 6.5 percent in 2004 to 5.3 percent in 2005. The main engines of growth during this period were the tourism industry, which created approximately 5,000 jobs, and the education industry. An additional sector of growth was the business and professional sector, which created more than 2,000 jobs.

Despite positive economic growth, interviews with community representatives suggest that small business financing remains an area of credit need. Small businesses are defined as businesses with gross annual revenues ("GAR") of less than \$1 million dollars. Such businesses comprise approximately 87 percent of all the businesses in the area. The primary challenge faced by small businesses is the ability to secure financing from financial institutions for expanding or stabilizing operations. Small businesses may face hurdles in securing such financing because these businesses

have limited collateral or a tarnished credit history. The difficulty of obtaining such financing is also complicated by the fact that many financial institutions focus on cash flow, FICO scores, or whether or not entrepreneurs have significant collateral. To offset these difficulties, community contacts indicate that active participation in micro-business loan programs, seed loan programs, and small business expansion programs with local Community Development Financial Institutions (“CDFIs”) will help to support small businesses.

Detailed performance context data for this assessment area is provided in Exhibit 6 on the following page.

Exhibit 6 – Assessment Area Demographics

Assessment Area: MSA 31100

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	200	7.6	177,139	6.3	66,903	37.8	653,549	23.1
Moderate-income	736	28.0	771,693	27.3	166,193	21.5	476,112	16.8
Middle-income	766	29.1	870,585	30.8	86,855	10.0	514,488	18.2
Upper-income	912	34.7	1,008,806	35.7	38,169	3.8	1,184,074	41.9
Unknown-income	17	0.6	0	0.0	0	0.0	0	0.0
Total Assessment Area	2,631	100.0	2,828,223	100.0	358,120	12.7	2,828,223	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	266,283	35,850	1.7	13.5	213,392	80.1	17,041	6.4
Moderate-income	1,106,668	344,128	16.6	31.1	712,938	64.4	49,602	4.5
Middle-income	1,308,411	662,046	31.9	50.6	599,174	45.8	47,191	3.6
Upper-income	1,559,004	1,031,862	49.8	66.2	469,649	30.1	57,493	3.7
Unknown-income	27	1	0.0	3.7	21	77.8	5	18.5
Total Assessment Area	4,240,393	2,073,887	100.0	48.9	1,995,174	47.1	171,332	4.0
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million			Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#
Low-income	34,036	6.9	28,987	6.7	4,294	7.9	755	8.2
Moderate-income	118,180	23.8	101,449	23.4	14,278	26.2	2,453	26.6
Middle-income	147,331	29.7	128,035	29.6	16,586	30.4	2,710	29.4
Upper-income	193,510	39.0	171,792	39.7	18,502	33.9	3,216	34.9
Unknown-income	3,549	0.7	2,561	0.6	897	1.6	91	1.0
Total Assessment Area	496,606	100.0	432,824	100.0	54,557	100.0	9,225	100.0
Percentage of Total Businesses:				87.2		11.0		1.9
	Total Farms by Tract	Farms by Tract & Revenue Size						
		Less Than or = \$1 Million			Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#
Low-income	46	3.8	41	3.7	4	4.2	1	11.1
Moderate-income	178	14.6	160	14.3	16	16.7	2	22.2
Middle-income	367	30.0	336	30.1	30	31.3	1	11.1
Upper-income	628	51.3	577	51.6	46	47.9	5	55.6
Unknown-income	4	0.3	4	0.4	0	0.0	0	0.0
Total Assessment Area	1,223	100.0	1,118	100.0	96	100.0	9	100.0
Percentage of Total Farms:				91.4		7.8		0.7

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CALIFORNIA

LENDING TEST

BPNA's lending test performance in California is rated high satisfactory primarily based on good overall responsiveness to assessment area needs in MSA 31100 (Los Angeles–Long Beach–Santa Ana, CA). The data used to evaluate the bank's performance in the California assessment areas appears in the Appendix E tables. Lending activity is depicted in Table 1, geographic distribution in Tables 2-6, and borrower characteristics are in Tables 7-10.

Lending Activity:

BPNA's lending activity in MSA 31100 was good based on market share activity, comparison to peer banks, and increased lending volumes. BPNA ranks 25th in deposit market share with 0.57 percent of all deposits, compared to a ranking of 150th in HMDA lending (market share of 0.06 percent), and 37th in small business lending (0.06 percent market share). While lending market shares are less than deposit market share, BPNA competes in a highly competitive market. Overall HMDA volume in the MSA increased 129% since the last examination compared to a decline of 42% in aggregate lending. Lending volume increases were primarily due to the acquisition of Quaker City Bank. For example multifamily lending increased from 8 loans during the prior examination period to 329 loans during the current examination period. Small business lending, however, increased slightly by 2%, while aggregate volume increased by 3% since the last examination.

Geographic Distribution:

Overall, the geographic distribution of HMDA-related and small business loans reflected excellent penetration throughout the assessment area. Performance is excellent when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments located in LMI census tracts. Performance in LMI geographies was enhanced through multifamily lending. Of the 329 multifamily loans in the MSA, 35 or 11 percent, were in low-income geographies, and 139 or 42 percent, were in moderate-income geographies.

The table below summarizes the bank’s performance with respect to each loan product analyzed.

MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	EXCELLENT	ABOVE	EXCELLENT	SIMILAR TO
Refinance	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SLIGHTLY ABOVE
Home Improvement	EXCELLENT	SIMILAR TO	EXCELLENT	ABOVE
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE

Distribution by Borrower Income and Revenue Size of the Business:

The overall borrower distribution performance in MSA 31100 reflected adequate distribution of loans to individuals of different income levels and businesses of different sizes. Penetration among LMI borrowers was adequate and penetration of lending to small businesses was good. These conclusions consider the difficulties of extending home purchase and refinance loans to LMI borrowers, as noted in the performance context section, and supported by market aggregate performance.

The following table summarizes BPNA’s performance in HMDA-related and small business lending to LMI borrowers with respect to each product.

MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA)				
Product	Low-Income Borrowers		Moderate-Income Borrowers	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	POOR	SIGNIFICANTLY BELOW	ADEQUATE	SIGNIFICANTLY ABOVE
Refinance	ADEQUATE	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	GOOD	SIGNIFICANTLY ABOVE	ADEQUATE	ABOVE
Small Business	Lending to Businesses with GAR <= \$1 Million		2005 Aggregate Comparison	
	GOOD		SLIGHTLY ABOVE	

Community Development Lending:

During the examination period, community development lending in MSA 31100 totaled \$68.2 million, or 19% of total community development lending activity, demonstrating an excellent level of responsiveness to community development needs of the assessment area. Overall performance was enhanced with the inclusion of community development loans from the Quaker City Bancorp acquisition. Community development lending exceeded performance at the last examination where community development lending within the MSA totaled \$14 million.

An additional \$3 million in affordable housing-related community development lending activity occurred in areas outside the assessment area, but in a broader statewide or regional area that includes the assessment area.

Community development lending within the MSA was directed towards the following activities with a primary focus on affordable housing:

Designation	\$ (Millions)	% Statewide Activity
Affordable Housing	63	93%
Community Services	3	5%
Economic Development	1	1%
Revitalize & Stabilize	1	1%
Total	68	100%

INVESTMENT TEST

Qualified investments in MSA 31100 totaled \$6.1 million, demonstrating an outstanding level of investment activity. Performance represented a significant increase over last examination's \$2.5 million in qualified investments and represents 22 percent of BPNA's total qualified investments. Approximately \$3.6 million of the investments were made during the current evaluation period.

The vast amount of investments were directed to statewide initiatives supporting affordable housing activities in the form of mortgage-backed securities, in part, issued by Fannie Mae and HUD, totaling \$4.2 million. Investments were also made in LIHTCs, totaling about \$1.6 million.

SERVICE TEST

BPNA's overall performance is rated outstanding. BPNA is a leader in providing community development services, has tailored its services to the needs of its assessment area, including LMI geographies and individuals, and has improved the accessibility of its delivery systems through its opening of branches throughout the assessment area.

Retail Services: BPNA's delivery systems were readily accessible to all portions of the MSA, including LMI areas. The bank has 36 branches in the MSA of which 17, or 47 percent, are located in LMI areas. This compares very favorably with the MSA population residing in LMI areas. According to the 2000 U.S. Census data, 37 percent of the assessment area population resides in LMI areas. In addition, BPNA has six branches located in middle- or upper-income census tracts within this assessment area that are adjacent to moderate-income areas.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. The bank did not close any branches in the assessment area during the evaluation period. There were 21 branches opened, of which six, or 29 percent, are located in LMI areas. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All 36 branches in the MSA have either early morning or late evening hours and 30 have Saturday hours. BPNA operates three additional off-site ATMs in moderate-income tracts, within the assessment area.

Community Development Services: BPNA provides a relatively high level of community development services in MSA 31100. BPNA provided 49 services, a 222 percent increase since the last evaluation, covering a variety of community needs for LMI individuals. These entailed efforts principally related to home mortgages, small businesses, education, community development organization fundraisers and youth services. BPNA's "Mortgage Day" program was the primary activity undertaken. These events furnished information, technical assistance and training to LMI individuals.

In addition, BPNA employees served in various capacities for 22 community development organizations offering community development services that focused on business development, education, youth-services and various other community services that aided LMI individuals. Memberships consisted of serving on the boards of directors/trustees and committees of the community or civic organizations. BPNA employees did not maintain such memberships at the last evaluation. These memberships allowed BPNA to further the mission of these groups by supplying leadership and management experience related to financial and general business issues.

STATE OF ILLINOIS

CRA RATING FOR ILLINOIS: "SATISFACTORY."

The lending test is rated: High Satisfactory.

The investment test is rated: High Satisfactory.

The service test is rated: Outstanding.

The major factors supporting the rating include:

- Total overall volume of HMDA-related and small business loans demonstrated good responsiveness to credit needs in the bank's assessment area.
- The geographic distribution of lending was excellent.
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was good.
- The level of community development lending was excellent.
- The level of qualified investments was good.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank's assessment area.

SCOPE OF EXAMINATION

Examiners conducted a full-scope review of the Illinois assessment area, MSA 16980 (Chicago-Naperville-Joliet, IL-IN-WI), in the state of Illinois. Since the multi-state MSA is the only assessment area, ratings are solely based on performance within this MSA.

BPNA's activities in the multistate MSA make up 19 percent of BPNA's deposit operations and were weighted accordingly when deriving overall ratings. Exhibit 1 on page BB7 summarizes activity in the MSA.

METROPOLITAN AREA

(FULL REVIEW)

MSA 16980 (CHICAGO-NAPERVILLE-JOLIET, IL-IN-WI)

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA operates 20 branches in the assessment area, representing 14 percent of the bank's total branch network. Sixteen branches are located in Cook County, and two each are located in the other two counties that comprise its assessment area: DuPage and Kane counties. Accordingly, the majority of the bank's business is derived from its operations in Cook County.

Based on the June 30, 2005 FDIC Deposit Market Share Report, BPNA was ranked 22 out of 309 financial institutions with at least one branch in MSA 16980. Although the bank had total deposits of \$1.58 billion, representing approximately 19 percent of the bank's total deposits, its overall market share in the Chicago Assessment Area was approximately 0.7 percent. HMDA-reportable and small business lending within the assessment represented 15 percent of all lending throughout the various assessment areas.

BPNA competes with a significant number of banks in MSA 16980, including nationally recognized banks and large regional banking organizations.

Community representatives that were interviewed in connection with this evaluation noted that the economy is generally strong and housing prices are increasing. The representatives noted that affordable housing programs are needed throughout the assessment area but especially on the southwest side of the city of Chicago, and some sections of DuPage and Kane Counties. One of the community contacts suggested that banks should increase the number of mortgage loans originated in low- and moderate-income areas instead of simply purchasing loans, thereby creating more competition with mortgage brokers and lessening the impact of predatory lenders.

PERFORMANCE CONTEXT

Demographic Characteristics

MSA 16980 is a combination of the Chicago MD, the Gary Indiana MD, and the Lake County-Kenosha County MD. The Chicago MSA includes 1,513 census tracts, of which 15 percent are low-income and 27 percent are moderate-income. According to 2000 Census data, the population in the bank's assessment area increased nearly 7 percent over the previous ten years to 6.4 million residents.

Income Characteristics

According to HUD, the estimated 2005 median family income for the Chicago MSA was \$68,550. Of the 1.5 million families in the assessment area, 23 percent are considered low-income, 18 percent moderate-income, and nine percent have incomes below the poverty level. Eight percent of all families live in low-income tracts, while 25 percent reside in moderate-income tracts.

Housing Characteristics

The assessment area contains 2.5 million housing units, of which 57 percent or 1.4 million are owner-occupied, representing a six percent increase since 1990. Of the available owner-occupied housing units, three percent and 18 percent are located in low- and moderate-income tracts, respectively.

An impediment to lending is high housing costs, which result in mortgage payments that are unaffordable to most low- and moderate-income families. The median house value in Cook County was \$241,800 in 2005, an increase from \$157,700 in 2000. For DuPage and Kane Counties, the 2005 median house values were \$295,500 and \$229,100, respectively.

Labor, Employment and Economic Characteristics

Average Annual Unemployment Rates		
Area/County	2004	2005
MD 16980	6.3%	6.0%
Cook County	6.8%	6.5%
DuPage County	5.0%	4.7%
Kane County	6.0%	5.7%

The annual average unemployment rate for the Chicago MD was 6.3% in 2004 and 6.0% in 2005. Unemployment rates however, like incomes and housing values, vary considerably between the counties in the assessment area as reflected in the table to the left.

There are approximately thirty Fortune 500 companies located in the Chicago MSA. The metropolitan statistical area houses a fairly diverse base of businesses including those in manufacturing, transportation/distribution, and services. Some of the major employers include well-recognized corporations such as McDonalds Corporation, Walgreens Co., and Motorola Inc.

Detailed performance context data for this assessment area is provided in Exhibit 7 on the following page.

Exhibit 7 – Assessment Area Demographics

Assessment Area: MSA 16980

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	232	15.3	128,626	8.3	47,173	36.7	350,268	22.7
Moderate-income	410	27.1	380,908	24.7	58,794	15.4	278,675	18.1
Middle-income	494	32.7	599,601	38.9	28,417	4.7	329,961	21.4
Upper-income	361	23.9	432,846	28.1	8,635	2.0	583,077	37.8
Unknown-income	16	1.1	0	0.0	0	0.0	0	0.0
Total Assessment Area	1,513	100.0	1,541,981	100.0	143,019	9.3	1,541,981	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	218,193	44,884	3.2	20.6	141,481	64.8	31,828	14.6
Moderate-income	610,757	251,286	17.7	41.1	316,002	51.7	43,469	7.1
Middle-income	939,278	624,104	44.1	66.4	282,988	30.1	32,186	3.4
Upper-income	702,197	495,573	35.0	70.6	180,519	25.7	26,105	3.7
Unknown-income	72	27	0.0	37.5	36	50.0	9	12.5
Total Assessment Area	2,470,497	1,415,874	100.0	57.3	921,026	37.3	133,597	5.4
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	7,827	4.0	6,866	4.1	715	2.9	246	5.7
Moderate-income	30,808	15.7	26,572	15.9	3,404	13.7	832	19.3
Middle-income	73,140	37.3	61,985	37.1	9,543	38.5	1,612	37.4
Upper-income	84,039	42.8	71,473	42.7	10,970	44.3	1,596	37.0
Unknown-income	531	0.3	350	0.2	154	0.6	27	0.6
Total Assessment Area	196,345	100.0	167,246	100.0	24,786	100.0	4,313	100.0
Percentage of Total Businesses:				85.2		12.6		2.2
	Total Farms by Tract	Farms by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	16	3.1	15	3.0	0	0.0	1	25.0
Moderate-income	49	9.5	47	9.5	2	9.5	0	0.0
Middle-income	178	34.4	167	33.9	10	47.6	1	25.0
Upper-income	275	53.1	264	53.5	9	42.9	2	50.0
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	518	100.0	493	100.0	21	100.0	4	100.0
Percentage of Total Farms:				95.2		4.1		0.8

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ILLINOIS

LENDING TEST

BPNA’s performance under the lending test in MSA 16980 was rated high satisfactory. The data used to evaluate the bank’s performance in the MSA assessment area appears in the Appendix E Tables. Lending activity is in Table 1, geographic distribution in Tables 2-6, and borrower characteristics are depicted in Tables 7-10.

Lending Activity

BPNA’s lending activity in MSA 16980 was rated good based on market share activity, comparison to peer banks, and increased lending volumes. BPNA ranks 22nd in deposit market share with 0.66 percent of all deposits, compared to a ranking of 120th in HMDA lending (market share of 0.263 percent), and 33rd in small business lending (0.3028 percent market share). Overall performance and rankings were comparable to the last examination. Loan volume within the MSA increased 6.6 percent compared to a decline of 13.7 percent by the aggregate.

Geographic Distribution:

Overall, the geographic distribution of HMDA-related and small business loans reflected excellent penetration when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments in LMI census tracts. Performance in LMI geographies was enhanced through multifamily lending. Of the 74 multifamily loans in the MSA, 19 or 26 percent, were in low-income geographies, and 42 or 57 percent, were in moderate-income geographies. The table below summarizes the bank’s performance with respect to each loan product analyzed.

MSA 16980 (Chicago-Naperville-Joliet, IL-IN-WI)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	GOOD	BELOW	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	EXCELLENT	SIMILAR TO	EXCELLENT	SIGNIFICANTLY ABOVE
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE

Distribution by Borrower Income and Revenue Size of the Business:

BPNA’s borrower distribution, including loans to LMI individuals and to businesses of varying sizes was considered good. Lending performance to low-income borrowers was adequate while lending to moderate-income borrowers was excellent. Small business lending performance was good. The following table summarizes BPNA’s performance in HMDA - related and small business lending with respect to each loan product analyzed.

MSA 16980 (Chicago-Naperville-Joliet, IL-IN-WI)				
Product	Low-Income Borrowers		Moderate-Income Borrowers	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	ADEQUATE	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	ADEQUATE	SIGNIFICANTLY ABOVE	EXCELLENT	ABOVE
Home Improvement	GOOD	SIGNIFICANTLY ABOVE	EXCELLENT	SLIGHTLY ABOVE
Small Business	Lending to Businesses with GAR <= \$1 Million		2005 Aggregate Comparison	
	GOOD		ABOVE	

Community Development Lending:

CD lending in MSA 16980 totaled \$70.5 million, or 20% of total community development activity in all BPNA’s assessment areas, and demonstrated excellent responsiveness to the community development needs of the assessment area. About \$45 million, or 63 percent, represented current period lending. Community development lending increased \$22 million or 45% from the last examination. Community development lending was directed towards the following activities:

Designation	\$ (Millions)	% Statewide Activity
Affordable Housing	34	48%
Economic Development	36	51%
Community Services	<1	<1%
Revitalize & Stabilize	<1	<1%
Total	71	100%

INVESTMENT TEST

Qualified investments in MSA 16980 totaled about \$5 million, or 18 percent of the bank's total qualified investments, and were considered high satisfactory. Performance is slightly less than the bank's \$6 million in total investments at the last examination. \$1.4 million of investments were made during the current evaluation period. Performance was concentrated in statewide investments benefiting the MSA and included an economic development bond issue for \$992 thousand, a mortgage-backed security for \$824 thousand and a LIHTC for \$2.5 million.

SERVICE TEST

BPNA's overall performance is considered outstanding. The bank is a leader in providing community development services and has tailored its services to the needs of its assessment area, including LMI geographies and individuals.

Retail Services: BPNA's delivery systems were readily accessible to all portions of the MSA, including LMI areas. Overall, BPNA has 20 branches in the MSA, of which 11 or 55 percent are located in LMI areas. The percentage compares very favorably with the percentage of the population residing in LMI census tracts. According to the 2000 U.S. Census data, a total of 36 percent of the MSA's population reside in LMI areas.

BPNA's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. The bank closed one branch in 2005, which was located in a moderate-income census tract in the MSA. However, the branch was consolidated into a nearby branch, also located in the same moderate-income census tract. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. Of the 20 branches in the MSA, 19 have extended early morning or late evening hours and 18 have Saturday hours. There are no off-site ATM locations in this assessment area.

Community Development Services: The bank is a leader in providing community development services in MSA 16980 area. BPNA provided 75 services, a 166 percent increase since the last evaluation, covering a variety of community needs for LMI individuals. These services entailed efforts principally related to home ownership counseling, small business development, and financial literacy. BPNA's "Money Smart" and "Mortgage Day" programs were preminent. These events furnished information, technical assistance, and training to LMI individuals.

In addition, BPNA employees served in various capacities for 55 organizations offering community development services that focused on business development, education, youth services and various other community services that aided LMI individuals. Memberships consisted of serving on the boards of directors/trustees and committees for these community development groups. These memberships allowed BPNA to further the mission of the organizations by supplying leadership and management experience related to financial and other business issues.

STATE OF FLORIDA

CRA RATING FOR FLORIDA: “SATISFACTORY.”

The lending test is rated: High Satisfactory.

The investment test is rated: High Satisfactory.

The service test is rated: Outstanding.

The major factors supporting the rating include:

- Total overall volume of HMDA-related and small business loans demonstrated good responsiveness to credit needs in the bank’s assessment areas.
- The geographic distribution of lending was good.
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was excellent.
- The level of community development lending and qualified investments was significant.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank’s assessment areas.

SCOPE OF EXAMINATION

Examiners conducted a full-scope review of the following assessment areas in Florida:

- MSA 36740 (Orlando-Kissimmee, FL), including Orange, Seminole, Osceola, and Lake Counties.
- MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL), consisting of:
 - MD 22744 (Fort Lauderdale-Pompano Beach-Deerfield Beach, FL), including Broward County.
 - MD 33124 (Miami-Miami Beach-Kendall, FL), including Miami-Dade County.
 - MD 48424 (West Palm Beach-Boca Raton-Boynton Beach, FL), including Palm Beach County.

Limited reviews were conducted of the remaining assessment areas:

- MSA 19660 (Deltona-Daytona Beach-Ormond Beach, FL), including Volusia County.
- MSA 29460 (Lakeland, FL), including Polk County.
- MSA 45300 (Tampa-St. Petersburg-Clearwater, FL), including Hillsborough County.
- MSA 34940 (Naples-Marco Island, FL), including Collier County.
- MSA 38940 (Port St. Lucie-Fort Pierce, FL), including St. Lucie, and Martin Counties.
- MSA 15980 (Cape Coral-Fort Myers, FL), including Lee County.

BPNA's activities in the two full scope areas make up a significant proportion of its operations in the state of Florida and received significant weight in the state rating, with MSA 33100 receiving greater weight due to its branch and deposit levels. Exhibit 8 on the following page summarizes activity in the MSA.

**EXHIBIT 8 : Banco Popular North America
Summary of Key Assessment Area Data for The State of Florida**

	Full Scope MSA 36740	MSA 19660	MSA 29460	MSA 45300	Full Scope MSA 33100	MSA 34940	MSA 38940	MSA 15980	TOTALS
Total Population	1,644,561	443,343	483,924	998,948	5,007,564	251,377	319,426	440,888	9,590,031
Population % of AA population	17%	5%	5%	10%	52%	3%	3%	5%	100%
Families	428,378	120,720	132,948	256,882	1,272,444	71,823	90,803	128,423	2,502,421
Families % of AA families	17%	5%	5%	10%	51%	3%	4%	5%	100%
Total Census Tracts	328	78	110	249	891	52	60	117	1,885
Tracts % AA tracts	17%	4%	6%	13%	47%	3%	3%	6%	100%
LMI tracts	84	17	29	70	295	13	16	22	546
LMI tracts % all AA LMI tracts	15%	3%	5%	13%	54%	2%	3%	4%	100%
Total Owner-Occupied Units	414,548	139,037	137,373	251,023	1,257,982	77,829	104,166	144,256	2,526,214
Units % of AA units	16%	6%	5%	10%	50%	3%	4%	6%	100%
Business Establishments****	77,882	20,617	17,144	40,660	185,206	15,502	17,078	25,383	399,472
Bus. est. % AA bus. est.	19%	5%	4%	10%	46%	4%	4%	6%	100%
Number of Branches ***	8	1	0	0	9	0	0	0	18
Branches % all branches	44%	6%	0%	0%	50%	0%	0%	0%	100%
Branches in LMI tracts	4	0	0	0	3	0	0	0	7
LMI branches % AA LMI branches	57%	0%	0%	0%	43%	0%	0%	0%	100%
Branch Deposits (\$'000s)**	343,337	34,546	0	0	786,571	0	0	0	1,164,454
Deposits % AA deposits	29%	3%	0%	0%	68%	0%	0%	0%	100%
Deposit Market Share (%)/ Rank	1.16%/14	0.45%/21	0.0%	0.0%	0.57%/23	0.0%	0.0%	0.0%	
Home Purchase Originations*	281	28	45	81	307	9	67	57	875
HP originations % AA orig.	32%	3%	5%	9%	35%	1%	8%	7%	100%
Refinance Originations*	113	17	8	6	103	0	8	12	267
Refi orig. % AA orig.	42%	6%	3%	2%	39%	0%	3%	4%	100%
Home Improvement Originations*	113	9	5	2	52	2	1	0	184
HI orig. % AA orig.	61%	5%	3%	1%	28%	1%	1%	0%	100%
Multi-Family Originations*	2	0	0	1	7	0	0	0	10
MF orig. % AA orig.	20%	0%	0%	10%	70%	0%	0%	0%	100%
Small Business Originations*	272	13	6	21	151	4	5	9	481
SB orig. % AA orig.	57%	3%	1%	4%	31%	1%	1%	2%	100%
Combined Loan Totals	781	67	64	111	620	15	81	78	1,817
% of AA Orig.	43%	4%	4%	6%	34%	1%	4%	4%	100%

* Originations include originations and loans purchased between January 1, 2004 and December 31, 2005

** Source: Federal Deposit Insurance Corporation ("FDIC") Summary of deposit data as of 6/30/2005

***Number of branches as of 12/31/05

****Source: 2005 Dun & Bradstreet

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN FLORIDA

LENDING TEST

BPNA's lending performance in Florida is rated high satisfactory primarily based on good performance in MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL) and MSA 36740 (Orlando-Kissimmee, FL). The data used to evaluate the bank's performance in the Florida assessment area appears in the Appendix E Tables. Lending activity is depicted in Table 1, geographic distribution in Tables 2-6, and borrower characteristics are in Tables 7-10.

Lending Activity: Lending activity showed good responsiveness to retail credit needs in MSA 33100 and MSA 36740 when measured in terms of number and dollar amount of HMDA-related and small business loans originated and purchased in each assessment area. This conclusion is based on good lending activity in MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL) and adequate lending activity in MSA 36740 (Orlando-Kissimmee, FL).

Geographic Distribution: The geographic distribution of HMDA-related and small business loans reflected good penetration throughout the LMI geographies. This conclusion is based on good performance in MSA 33100 and excellent performance in MSA 36740.

Borrower Distribution: Borrower distribution to LMI borrowers and to businesses of varying sizes in the MSAs was excellent based on good performance in MSA 33100 and excellent performance in MSA 36740.

Community Development Lending: Community development lending reflected a relatively high level of community development loans. This conclusion is based on an adequate level of CD loans made in MSA 33100 and an excellent level made in MSA 36740. Statewide, as well as MSA 33100 and MSA 36740 CD activities totaled \$25 million, or 7 percent of the total CD lending activity. About \$23 million, or 92 percent, represented activity from the current evaluation period. Overall performance was enhanced with the inclusion of community development loans from the acquisition of Kislak National Bank in Florida. The following table details the CD activity of the two full scope assessment areas:

Designation	\$ (Millions)	% Statewide Activity
Affordable Housing	24	96%
Community Services	1	4%
Economic Development	0	0%
Revitalize & Stabilize	0	0%
Total	25	100%

Investment Test: BPNA's overall performance was rated high satisfactory. Investment activity in MSAs 33100 and 36740 reflected a significant level of qualified investments and grants and exhibited good responsiveness to credit and community development needs. This conclusion is based on good performance in MSA 33100 and excellent performance in MSA 36740.

Service Test: BPNA's overall performance under the service test in the Florida assessment area was rated outstanding. This conclusion was based on delivery systems that are readily accessible to all portions of the bank's assessment areas in MSA 33100 and MSA 36740.

METROPOLITAN AREA

(FULL REVIEW)

MSA 33100 (MIAMI-FORT LAUDERDALE-MIAMI BEACH, FL)

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA operates nine of its 18 Florida-based branches in MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL) also referred to as the "Miami MSA" or "Miami assessment area." These branches held \$787 million in deposits, representing the majority, 68 percent, of the bank's deposits in the state of Florida as of June 30, 2005. Based on deposits reported to the FDIC, BPNA has a 0.57 percent market share, ranking 23rd among depository institutions in the area. Lending in the MSA represented 34 percent of the combined HMDA-related and small business originations extended in the State of Florida.

The Miami MSA is dominated by large regional institutions; whereby, the top five institutions account for 55 percent of the overall deposits.

PERFORMANCE CONTEXT

Demographic Characteristics

The Miami MSA includes three Metropolitan Divisions and the cities of Fort Lauderdale, Pompano Beach, Deerfield Beach, Kendall, West Palm Beach, Boca Raton, and Boynton Beach. The Miami assessment area is located in the southeast part of the state. The Greater Miami area is considered a cultural melting pot due to its large Latin American and Caribbean populations. As of the 2000 Census, 59 percent of area residents speak Spanish as their first language. A total of 51 percent of county residents were born outside of the US.

Income Characteristics

The 2005 HUD-adjusted median family income in the Miami MSA is \$46,350. According to US Census data for the MSA, 22 percent of families are considered low-income, 18 percent of families are moderate-income, and 11 percent live below the poverty level.

Housing Characteristics

The MSA contains approximately 2.1 million housing units, of which 59 percent are owner-occupied, 30 percent are rental, and 11 percent are vacant. Of the available owner-occupied units, about one percent (17,635 units) are in low-income geographies and 23 percent (284,505 units) are in moderate-income geographies. Despite the mortgage lending opportunities that are present, particularly in moderate-income areas, affordability issues are significant in the MSA, making homeownership difficult for LMI borrowers. According to data from the National Association of Realtors, the 2005 median sales price of an existing single-family home in the MSA is \$369,900. An analysis of the

median family incomes to median sales prices indicated that sales prices range from 16 to 10 times what low- and moderate-income borrowers are able to afford.

Labor, Employment and Economic Characteristics

The unemployment rate over the examination period dropped statewide and within the Miami assessment area as noted in the chart below. Because of its close proximity to Latin America, Miami serves as the headquarters of Latin American operations for many multinational corporations and downtown Miami has the largest concentration of international banks in the country. Tourism is also an important industry; the beaches of Miami draw visitors from across the country, and the Art Deco nightclub district in South Beach is considered one of the best in the world. In addition to these roles, Miami is an industrial leader, particularly for stone quarrying and warehousing.

Detailed performance context data for this assessment area are provided in Exhibit 9 on the following page.

Unemployment Statistics		
Area	2004	2005
Florida	4.7%	3.8%
MSA 33100	5.1%	3.9%

Exhibit 9 – Assessment Area Demographics

Assessment Area: MSA 33100

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	54	6.1	46,198	3.6	17,860	38.7	274,382	21.6
Moderate-income	241	27.0	335,999	26.4	61,383	18.3	225,945	17.8
Middle-income	320	35.9	483,877	38.0	41,157	8.5	250,182	19.7
Upper-income	271	30.4	406,370	31.9	16,717	4.1	521,935	41.0
Unknown-income	5	0.6	0	0.0	0	0.0	0	0.0
Total Assessment Area	891	100.0	1,272,444	100.0	137,117	10.8	1,272,444	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	82,793	17,635	1.4	21.3	54,243	65.5	10,915	13.2
Moderate-income	603,803	284,505	22.6	47.1	253,105	41.9	66,193	11.0
Middle-income	812,633	503,653	40.0	62.0	227,439	28.0	81,541	10.0
Upper-income	650,499	452,189	35.9	69.5	112,625	17.3	85,685	13.2
Unknown-income	21	0	0.0	0.0	0	0.0	21	100.0
Total Assessment Area	2,149,749	1,257,982	100.0	58.5	647,412	30.1	244,355	11.4
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	9,173	5.0	7,832	4.8	1,105	6.2	236	5.9
Moderate-income	43,808	23.7	38,606	23.6	4,176	23.5	1,026	25.8
Middle-income	67,585	36.5	59,941	36.7	6,176	34.8	1,468	36.9
Upper-income	64,116	34.6	56,750	34.7	6,127	34.6	1,239	31.2
Unknown-income	524	0.3	367	0.2	149	0.8	8	0.2
Total Assessment Area	185,206	100.0	163,496	100.0	17,733	100.0	3,977	100.0
Percentage of Total Businesses:				88.3		9.6		2.1
	Total Farms by Tract	Farms by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	23	3.0	17	2.5	4	5.6	2	25.0
Moderate-income	82	10.8	74	10.9	7	9.7	1	12.5
Middle-income	237	31.3	214	31.6	20	27.8	3	37.5
Upper-income	415	54.7	373	55.0	41	56.9	1	12.5
Unknown-income	1	0.1	0	0.0	0	0.0	1	12.5
Total Assessment Area	758	100.0	678	100.0	72	100.0	8	100.0
Percentage of Total Farms:				89.4		9.5		1.1

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 33100 (MIAMI-FORT LAUDERDALE-MIAMI BEACH, FL)

LENDING TEST

BPNA’s overall lending test performance in MSA 33100 is considered good based primarily on good geographic distribution, good lending activity and borrower distribution, and adequate levels of community development loans.

Lending Activity:

BPNA’s lending activity in MSA 33100 was rated good based on market share activity, comparison to peer banks, and increased lending volumes. BPNA ranks 23rd in deposit market share (0.57 percent market share) compared to a ranking of 150th in HMDA lending (market share of 0.07 percent) and 38th in small business lending (market share 0.06 percent). Peer comparisons based on the number of loans per billion dollars of deposits indicates good performance. BPNA also experienced substantial increase in loan volume of HMDA lending with the acquisition of Kislak National Bank.

Geographic Distribution:

BPNA’s performance was considered good. Overall, the geographic distribution of HMDA-related and small business loans reflected good penetration when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments in LMI census tracts. The table below summarizes the BPNA’s performance with respect to each loan product analyzed.

MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	EXCELLENT	ABOVE	ADEQUATE	BELOW
Refinance	EXCELLENT	SIGNIFICANTLY ABOVE	GOOD	SIMILAR TO
Home Improvement	EXCELLENT	ABOVE	ADEQUATE	SLIGHTLY BELOW
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	GOOD	SIMILAR TO

Distribution by Borrower Income and Revenue Size of the Business:

BPNA’s borrower distribution, including loans to LMI borrowers and to businesses of varying sizes, in the Miami MSA was considered good. Lending performance to low-income borrowers and small businesses was adequate while lending to moderate income borrowers was excellent. The table below summarizes BPNA’s performance with respect to each loan product analyzed.

MSA 33100 (Miami-Fort Lauderdale-Miami Beach, FL)				
Product	Low-Income Borrowers		Moderate-Income Borrowers	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	ADEQUATE	SIGNIFICANTLY ABOVE	GOOD	SIGNIFICANTLY ABOVE
Refinance	ADEQUATE	SIMILAR	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	ADEQUATE	BELOW	EXCELLENT	ABOVE
Small Business	Lending to Businesses with GAR <= \$1 Million		2005 Aggregate Comparison	
	ADEQUATE		ABOVE	

Community Development Lending:

Community development lending in Miami 33100 represented an adequate level of performance. BPNA originated \$5 million in community development loans. An additional \$13 million of community development loans was originated in a broader statewide or regional area that includes the assessment area.

INVESTMENT TEST

BPNA has an adequate level of qualified CD investments in the Miami MSA.

- In MSA 33100, one grant totaling \$8 thousand was made to support a local organization providing community development services to the assessment area. At the last examination, one grant totaling \$400 was identified proportioned for the MSA.
- Statewide investments totaling \$753 thousand were also made benefiting the a broader region that included the MSA.
- The institution’s presence within the MSA expanded significantly, from one branch to nine, during the examination period as a result of the acquisition of Kislak National Bank. The expansion of services within the assessment area somewhat mitigates the adequate responsiveness to the credit and economic needs in the assessment area. Kislak National Bank made 4 investments totaling \$145 thousand in the Miami MSA.

SERVICE TEST

BPNA provides an adequate level of community development services in MSA 33100 and has delivery systems that are readily accessible to geographies and individuals of different income levels.

Retail Services: The bank's delivery systems were readily accessible to all portions of the MSA, including LMI areas. The bank has nine branches in the MSA, of which three or 33% are located in moderate-income areas. This is slightly above the MSA population residing in LMI areas. According to the 2000 U.S. Census data, a total of 32% of the assessment area population resides in LMI areas. In addition, BPNA has two branches located in middle-income tracts within the assessment area that are adjacent to moderate-income tracts in the MSA.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. The bank did not close any branches in the assessment area during the evaluation period. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All nine branches in the MSA have either early morning or late evening hours, and three have Saturday hours. There are no off-site ATM locations in this assessment area.

Community Development Services: BPNA provides an adequate level of community development services in this MSA assessment area. BPNA conducted 15 services covering a narrow level of community needs for LMI individuals. These efforts principally related to the home mortgage process with the "Mortgage Day" program the primary delivery channel. These events furnished information, technical assistance and training to LMI individuals.

In addition, BPNA employees served in various capacities for six community development organizations offering community development services that focused on business development and various other services that aided LMI individuals. Memberships consisted of serving on the boards of directors/trustees and committees of community development organizations. These memberships allowed BPNA to further the mission of these groups by supplying leadership and management experience related to financial and general business issues.

METROPOLITAN AREA

(FULL REVIEW)

MSA 36740 (ORLANDO-KISSIMMEE, FL)

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA operates eight of its 18 Florida-based branches in MSA 36740 (Orlando-Kissimmee, FL) also referred to as the "Orlando MSA" or the "Orlando assessment area," four of which are located in LMI geographies. According to the June 30, 2005 FDIC Deposit Market Share Report, the MSA branch network held \$343 million in deposits, representing about 29 percent of the bank's deposits in the state of Florida.

The MSA is home to a number of large regional banks competing with BPNA for retail lending and deposit activity. The top five financial institutions have 70 percent of the market share and hold over \$20.6 billion in deposits. BPNA holds a 1.16 percent market share of the total deposits in the MSA, ranking 14th. Lending also was well represented in the MSA, as 43 percent of the combined HMDA-related and small business originations in the state were extended in the Orlando assessment area.

PERFORMANCE CONTEXT

Demographic Characteristics

Orlando is the hub city of the Orlando-Kissimmee, Florida MSA and is Florida's third-largest metropolitan area. The area encompasses four counties (Orange, Osceola, Seminole and Lake) and includes a population of 1.6 million people. According to a 2005 U.S. Census Estimate population count, the population in the Orlando MSA has increased to approximately 1.9 million people, making it the 28th-largest metro area in the United States.

Orlando has a diverse population of immigrants, including large Puerto Rican, Colombian, Venezuelan, Haitian, Indian, and Vietnamese communities, and a growing number of Russian and British residents. As of the 2000 census, the city population was 185,951. The 2005 U.S. Census population count increased the city's population to 213,223, making it the sixth largest city in Florida. BPNA has offered bilingual banking services in response to these demographics. The city is best known for the many tourist attractions in the area, particularly the nearby Walt Disney World Resort, which is in the Reedy Creek Improvement District (outside Orlando city limits).

Income Characteristics

The 2005 HUD-adjusted median family income in the Orlando MSA was \$55,100. Data from the 2000 Census indicate that of the 428,378 families residing in the MSA, 19 percent are considered low-income, 19 percent moderate-income, and 8 percent of families live below the poverty level.

This figure is lower than the 12 percent of families living below poverty level overall in BPNA's Florida assessment areas.

While families below the poverty level are eligible for credit, their lower capacity for debt repayment may not allow them to qualify for residential real estate loans. There is a need for affordable housing and flexible loan underwriting programs to assist LMI families.

Housing Characteristics

There are 683,551 total housing units in the Orlando assessment area, of which 414,548 or 61 percent are owner-occupied. Of the available owner-occupied units, 0.6 percent are located in low-income areas and 18 percent are in moderate-income areas. These data suggest that opportunities for HMDA-related loans in low-income census tracts in the Orlando Assessment Area may be limited.

According to data from the National Association of Realtors, the 2005 median sales price of an existing single-family home in the MSA was \$243,600. Homes in this price range may be out of reach for most LMI families. In order to assist LMI families, the Florida State Housing Initiative Program provides funds to various cities and counties to disburse to qualified applicants. The funds may be used as down payment assistance or for housing rehabilitation.

Labor, Employment and Economic Characteristics

There was a very low unemployment rate in the MSA over the evaluation period, as illustrated in the table below featuring data from the Bureau of Labor Statistics. The result has been explosive growth that has led to urban sprawl in the surrounding area and rising housing prices as discussed above.

A large part of the Orlando area economy is involved in the tourist industry. Over 48 million visitors came to the Orlando region in 2004. The area's economy includes other industries besides tourism, such as manufacturing, and the film, television, and electronic gaming industries, aided by the presence of Universal Studios, Disney-MGM Studios, Full Sail School, the Florida Interactive Entertainment Academy, and other entertainment companies and schools.

Unemployment Statistics		
Area	2004	2005
Florida	4.7%	3.8%
MSA 36740	4.4%	3.6%

Additional demographic data can be found in Exhibit 10 on the following page.

Exhibit 10 – Assessment Area Demographics

Assessment Area: MSA 36740

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	8	2.4	5,752	1.3	2,312	40.2	79,923	18.7
Moderate-income	76	23.2	92,005	21.5	12,967	14.1	80,437	18.8
Middle-income	151	46.0	208,525	48.7	14,215	6.8	97,128	22.7
Upper-income	93	28.4	122,096	28.5	3,566	2.9	170,890	39.9
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	328	100.0	428,378	100.0	33,060	7.7	428,378	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	10,103	2,590	0.6	25.6	6,578	65.1	935	9.3
Moderate-income	157,827	74,399	17.9	47.1	66,357	42.0	17,071	10.8
Middle-income	341,030	206,804	49.9	60.6	102,917	30.2	31,309	9.2
Upper-income	174,591	130,755	31.5	74.9	34,848	20.0	8,988	5.1
Unknown-income	0	0	0.0	0.0	0	0.0	0	0.0
Total Assessment Area	683,551	414,548	100.0	60.6	210,700	30.8	58,303	8.5
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	1,445	1.9	1,234	1.8	187	2.8	24	1.6
Moderate-income	16,397	21.1	14,321	20.5	1,708	25.7	368	24.3
Middle-income	37,735	48.5	33,891	48.6	3,090	46.5	754	49.7
Upper-income	22,305	28.6	20,279	29.1	1,655	24.9	371	24.5
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	77,882	100.0	69,725	100.0	6,640	100.0	1,517	100.0
Percentage of Total Businesses:			89.5		8.5		1.9	
	Total Farms by Tract	Farms by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	1	0.1	1	0.2	0	0.0	0	0.0
Moderate-income	133	19.4	120	19.3	13	21.7	0	0.0
Middle-income	416	60.6	376	60.5	36	60.0	4	66.7
Upper-income	137	19.9	124	20.0	11	18.3	2	33.3
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	687	100.0	621	100.0	60	100.0	6	100.0
Percentage of Total Farms:			90.4		8.7		0.9	

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 36740 (ORLANDO-KISSIMMEE, FL)

LENDING TEST

BPNA’s overall lending performance in MSA 36740 is considered excellent, primarily based on excellent geographic distribution, borrower distribution and community development lending; and adequate lending activity.

Lending Activity:

BPNA’s lending activity in MSA 36740 was adequate based on market share activity, comparison to peer banks, and an overall small increase in lending volumes. BPNA ranks 14th in deposits (market share 1.16 percent) compared to 135th in HMDA lending (market share 0.10 percent) and 16th in small business lending (market share 0.28 percent). Peer comparisons based on the number of loans per billion dollars of deposits indicates generally comparable performance among peers. Comparisons to the last examination indicate that total HMDA and small business loans grew at a 2 percent rate while the aggregate grew at a faster pace, 42 percent over the same period.

Geographic Distribution:

BPNA’s performance was considered excellent. Overall, the geographic distribution of HMDA-related and small business loans reflected excellent penetration when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments in LMI census tracts. As noted in the performance context section, low-income census tracts had limited lending opportunities. The table below summarizes the bank’s performance with respect to each loan product analyzed.

MSA 36740 (Orlando-Kissimmee, FL)				
Product	Low-Income Census Tracts		Moderate –Income Census Tracts	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	ADEQUATE	SIGNIFICANTLY BELOW	EXCELLENT	SLIGHTLY ABOVE
Refinance	ADEQUATE	SIGNIFICANTLY BELOW	EXCELLENT	ABOVE
Home Improvement	ADEQUATE	SIGNIFICANTLY BELOW	EXCELLENT	ABOVE
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	ABOVE

Distribution by Borrower Income and Revenue Size of the Business:

BPNA’s borrower distribution, including loans to LMI borrowers and to businesses of varying sizes in the Orlando MSA reflected excellent penetration. Lending performance to LMI borrowers was excellent and lending to small businesses was good. The table below summarizes BPNA’s performance with respect to each loan product analyzed.

MSA 36740 (Orlando-Kissimmee, FL)				
Product	Low-Income Borrowers		Moderate-Income Borrowers	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	GOOD	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SLIGHTLY ABOVE
Small Business	Lending to Businesses with GAR <= \$1 Million		2005 Aggregate Comparison	
	GOOD		SIGNIFICANTLY ABOVE	

Community Development Lending:

Community development lending in the Orlando MSA demonstrated an excellent level of performance. BPNA originated \$7 million in community development loans in the MSA and an additional \$13 million of CD loans in a broader statewide or regional area that includes the assessment area. Performance exceeded the last examination where community development lending within the assessment area totaled approximately \$1.4 million. Peer comparisons with other large retail banks indicated strong performance by BPNA.

INVESTMENT TEST

BPNA had an excellent level of qualified CD investment and grants in the Orlando MSA, which totaled \$3.8 million and represented 13 percent of all qualified grants in all of BPNA’s assessment areas.

- BPNA participated in 11 separate investments totaling \$3.7 million in mortgage-backed securities issued by the Freddie Mac to facilitate affordable housing initiatives in the MSA.
- Statewide investments, totaling \$753 thousand, were also made benefiting a broader region that included the MSA.
- 11 individual grants, totaling \$38 thousand, were made to support local organization’s community development service activities.

- Peer comparisons with two other banks in MSA 36740 indicate strong performance when annualized qualified investments are compared to deposits, Tier 1 Capital and total assets.

SERVICE TEST

BPNA is a leader in providing community development services in MSA 33100 and has delivery systems that are readily accessible to the bank's geographies and individuals of different income levels.

Retail Services: The bank's delivery systems were readily accessible to all portions of the MSA, including LMI areas. The bank has eight branches in the MSA, of which four, or 50 percent, are located in LMI areas. This compares very favorably with the MSA population residing in LMI areas. According to the 2000 U.S. Census data, a total of 24 percent of the assessment area population resides in LMI areas. In addition, BPNA has two branches located in middle-income census tracts within the assessment area that are adjacent to moderate-income tracts in the MSA.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. The bank did not open or close any branches in the assessment area during the evaluation period. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All eight branches in the MSA have either early morning or late evening hours, and six have Saturday hours. There is one off-site ATM in the assessment area which is located in a moderate-income census tract.

Community Development Services: BPNA is a leader in providing community development services in this MSA assessment area. BPNA provided 48 services, more than doubling its service levels from the previous examination. The current activities, however, cover a narrow level of community needs for LMI individuals. These efforts principally related to the home mortgage process with the "Mortgage Day" program as the primary delivery channel. These events furnished information, technical assistance and training to LMI individuals.

In addition, BPNA employees served in various capacities for 30 community development organizations offering community development services that focused on business development, education, youth services and varied community services that aided LMI individuals. Memberships consisted of serving on the boards of directors/trustees and committees of community development organizations. These memberships allowed BPNA to further the mission of these groups by supplying leadership and management experience related to financial and general business issues.

STATE OF TEXAS

CRA RATING FOR TEXAS: "SATISFACTORY."

The lending test is rated: Low Satisfactory.

The investment test is rated: High Satisfactory.

The service test is rated: Outstanding.

The major factors supporting the rating include:

- Total overall volume of HMDA-related and small business loans demonstrated good responsiveness to credit needs in the assessment areas.
- The geographic distribution of lending was excellent.
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was excellent.
- BPNA has made a low level of community development loans throughout the Texas assessment areas.
- The level of qualified investments was good.
- Retail delivery systems were readily accessible to essentially all geographies and individuals of different income levels in the Texas assessment areas.

SCOPE OF EXAMINATION

Examiners conducted a full-scope review of the following assessment area in Texas:

- MSA 26420 (Houston-Sugar Land- Baytown, TX), including Chambers, Fort Bend, Harris, Liberty, Montgomery and Waller Counties.

Limited reviews were conducted of the remaining assessment area:

- MSA 19100 (Dallas-Fort Myers-Arlington FL), consisting of:
 - MD 19124 (Dallas-Plano-Irving, TX), including Collin, Dallas, and Denton Counties.
 - MD 23104 (Fort Worth-Arlington, TX), including Tarrant County.

As shown in Exhibit 11 on the next page, MSA 26420 (Houston-Sugar Land- Baytown, TX) contains 94 percent of the bank's deposits and 71 percent of the bank's branches in Texas. Accordingly, performance in this MSA received significant weight in the Texas state rating.

EXHIBIT 11 : Banco Popular North America Summary of Key Assessment Area Data for The State of Texas			
	MSA 19100	MSA 26420	TOTALS
Total Population	4,589,769	4,177,646	8,767,415
Population % of AA population	52%	48%	100%
Families	1,155,085	1,048,156	2,203,241
Families % of AA families	52%	48%	100%
Total Census Tracts	938	780	1,718
Tracts % AA tracts	55%	45%	100%
LMI tracts	354	311	665
LMI tracts % all AA LMI tracts	53%	47%	100%
Total Owner-Occupied Units	976,946	871,155	1,848,101
Units % of AA units	53%	47%	100%
Business Establishments****	189,901	171,063	360,964
Bus. est. % AA bus. est.	53%	47%	100%
Number of Branches ***	2	5	7
Branches % all branches	29%	71%	100%
Branches in LMI tracts	0	4	4
LMI branches % AA LMI branches	0%	100%	100%
Branch Deposits (\$'000s)**	11,527	184,103	195,630
Deposits % AA deposits	6%	94%	100%
Deposit Market Share (%)/ Rank	0.01%/164	0.18%/42	
Home Purchase Originations*	1,711	1,434	3,145
HP originations % AA orig.	54%	46%	100%
Refinance Originations*	21	40	61
Refi orig. % AA orig.	34%	66%	100%
Home Improvement Originations*	0	54	54
HI orig. % AA orig.	0%	100%	100%
Multi-Family Originations*	0	6	6
MF orig. % AA orig.	0%	100%	100%
Small Business Originations*	121	162	283
SB orig. % AA orig.	43%	57%	100%
Combined Loan Totals	1,853	1,696	3,549
% of AA Orig.	52%	48%	100%
* Originations include originations and loans purchased between January 1, 2004 and December 31, 2005			
** Source: Federal Deposit Insurance Corporation ("FDIC") Summary of deposit data as of 6/30/2005			
***Number of branches as of 12/31/05			
****Source: 2005 Dun & Bradstreet			

METROPOLITAN AREA

(FULL REVIEW)

MSA 26420 (HOUSTON-SUGAR LAND-BAYTOWN, TX)

DESCRIPTION OF INSTITUTION'S OPERATIONS

All of the bank's branches in this assessment area are located in Harris County in Houston, Texas, as of December 31, 2005. The five branches represent 71 percent of its total number of branches in the state of Texas, of which four are located in LMI geographies. These branches held \$184 million in deposits, representing the majority, 94 percent, of the bank's deposits in the state of Texas as of June 30, 2005. Lending in the MSA, however, represented less than a majority, 48 percent, of small business and HMDA-related loans originated by the bank in Texas.

There are numerous community banks and local credit unions that compete for consumer deposits and loans in BPNA's assessment area. As of June 30, 2005, there were 89 insured institutions operating 1,113 banking offices in the assessment area. BPNA ranked 42nd in deposit market share as it captured 0.18 percent of the total \$94.5 billion in MSA deposits.

PERFORMANCE CONTEXT

Demographic Characteristics

The MSA is a 10-county metropolitan area located along the Gulf Coast region in Texas. The counties include Harris, Fort Bend, Montgomery, Brazoria, Galveston, Liberty, Waller, Chambers, Austin, and San Jacinto counties. Houston-Sugar Land-Baytown is the sixth largest metropolitan area in the US with a population that has grown to 4.2 million residents according to the 2000 Census. The population of the MSA, however, is centered in the city of Houston, the largest economic and cultural center of Texas, with a population of 4 million. A primary reason for the population growth is the influx of immigrants into the Houston area. Over 19 percent of the MSA population is foreign-born, and over 48 percent of the foreign-born population entered the U.S. in the 1990s. Of this population, 69 percent came from Latin America and 21 percent from Asia.

Over 41 percent of the city's population speaks a language other than English. One-third of the population speaks Spanish, suggesting that local financial institutions need to have Spanish-speaking services. In addition, recent immigrants lack traditional credit histories, requiring flexible underwriting.

Income Characteristics

According to HUD, the 2005 estimated median family income in the MSA was \$59,400. Of the 1,048,156 families in the assessment area, 23 percent are considered low-income, 17 percent moderate-income, and 11 percent have incomes below the poverty level. A high level of poverty is noted in low-income tracts, where 34 percent of the families have incomes below the poverty level. Also, 19 percent of the families in the moderate-income tracts have incomes below the poverty level.

Housing Characteristics

According to the 2000 Census, there are 1,575,541 housing units in the MSA, of which 55 percent are owner-occupied units. Only 3 percent of owner-occupied units are located in low-income tracts and 23 percent of owner-occupied housing units are located in moderate-income tracts.

In 2005, Houston ranked as one of the nation's most affordable housing markets, with an average sales price of a single-family home at \$143,000. The median age of housing stock was 24 years. Fort Bend County is one of the most affluent regions in the Houston metropolitan area, with over 37 planned communities in varying stages of development with an average new home sales price over \$180,000. Fifty-six percent of assessment area housing units are single-family, four percent are 2-4 family units, and 39 percent are multi-family units.

Labor, Employment and Economic Characteristics

While still a major refinery center, the Houston area is also a highly industrialized corporate management and international business center and a center for energy, space and medical research.

Unemployment Statistics		
Area	2004	2005
Texas	7.3%	5.3%
MSA 26420	6.2%	5.5%

The petrochemical industry continues to employ approximately half of Houston's workforce, with a balance between exploration and drilling and petroleum processing in refineries and chemical companies. Major area employers include BP Amoco, Conoco, Inc., Reliant Energy, Shell Oil

Co., Wal-Mart, and Exxon Mobil. The labor force for the assessment area totaled 2,028,751 as of the 2000 census. The average unemployment rates for the MSA and state showed a decline from the previous year as noted in table above.

Additional assessment area demographic data can be found in Exhibit 12 on the next page.

EXHIBIT 12 – Assessment Area Demographics

Assessment Area: MSA 26420

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	66	8.5	66,230	6.3	22,565	34.1	237,155	22.6
Moderate-income	245	31.4	303,024	28.9	56,270	18.6	181,280	17.3
Middle-income	226	29.0	314,849	30.0	26,259	8.3	196,935	18.8
Upper-income	233	29.9	364,053	34.7	11,004	3.0	432,786	41.3
Unknown-income	10	1.3	0	0.0	0	0.0	0	0.0
Total Assessment Area	780	100.0	1,048,156	100.0	116,098	11.1	1,048,156	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	104,755	27,460	3.2	26.2	66,945	63.9	10,350	9.9
Moderate-income	460,260	203,801	23.4	44.3	218,649	47.5	37,810	8.2
Middle-income	488,197	270,623	31.1	55.4	184,364	37.8	33,210	6.8
Upper-income	522,290	369,261	42.4	70.7	121,524	23.3	31,505	6.0
Unknown-income	39	10	0.0	25.6	28	71.8	1	2.6
Total Assessment Area	1,575,541	871,155	100.0	55.3	591,510	37.5	112,876	7.2
	Total Businesses by Tract		Businesses by Tract & Revenue Size					
			Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported	
			#	%	#	%	#	%
Low-income	9,044	5.3	7,905	5.3	908	5.3	231	6.1
Moderate-income	44,465	26.0	38,138	25.4	5,290	30.7	1,037	27.5
Middle-income	45,584	26.6	40,483	27.0	4,133	24.0	968	25.7
Upper-income	71,060	41.5	62,891	41.9	6,667	38.7	1,502	39.9
Unknown-income	910	0.5	658	0.4	222	1.3	30	0.8
Total Assessment Area	171,063	100.0	150,075	100.0	17,220	100.0	3,768	100.0
Percentage of Total Businesses:				87.7		10.1		2.2
	Total Farms by Tract		Farms by Tract & Revenue Size					
			Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported	
			#	%	#	%	#	%
Low-income	9	0.7	6	0.5	3	6.5	0	0.0
Moderate-income	233	18.7	219	18.4	14	30.4	0	0.0
Middle-income	475	38.1	459	38.6	15	32.6	1	9.1
Upper-income	529	42.5	505	42.5	14	30.4	10	90.9
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	1,246	100.0	1,189	100.0	46	100.0	11	100.0
Percentage of Total Farms:				95.4		3.7		0.9

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 26420 (HOUSTON-SUGAR LAND-BAYTOWN, TX)

LENDING TEST

BPNA's overall lending test performance in MSA 26420 was low satisfactory. This assessment was primarily based on excellent geographic and borrower distributions, good lending activity, and poor community development lending activity.

Lending Activity:

BPNA's lending activity in MSA 26420 was good based on market share activity, comparison to peer banks, and an overall small increase in lending volumes. BPNA ranks 42nd in deposits (market share 0.18 percent) compared to 70th in HMDA lending (market share 0.30 percent) and 30th in small business lending (market share 0.03 percent). While the numbers of home purchase loan originations were strong, the numbers of refinance, home improvement and small business lending were weak in this assessment area. Peer comparisons based on the number of loans per billion dollars of deposits indicates strong performance among peers. Comparisons to the last examination indicate that total HMDA and small business loans grew at a one percent rate while aggregate loan volume declined 15 percent over the same period.

Geographic Distribution:

BPNA's performance reflected excellent penetration throughout the assessment area. Overall, the geographic distribution of HMDA-related and small business loans was strong when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments in LMI census tracts. The following table summarizes BPNA's performance with respect to each loan product analyzed.

MSA 26420 (Houston-Sugar Land-Baytown, TX)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	GOOD	ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	ADEQUATE	SIGNIFICANTLY BELOW	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	ABOVE

Distribution by Borrower Income and Revenue Size of the Business:

The distribution of borrowers reflects excellent penetration among retail customers of different income levels and among business customers of different sizes in the Houston MSA. Lending performance to LMI borrowers was excellent while performance to small businesses was good. The table below summarizes BPNA’s performance with respect to each product analyzed.

MSA 26420 (Houston-Sugar Land-Baytown, TX)				
Product	Low-Income Borrowers		Moderate-Income Borrowers	
	BPNA Performance	2005 Aggregate Comparison	BPNA Performance	2005 Aggregate Comparison
Home Purchase	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Small Business	Lending to Businesses with GAR <= \$1 Million		2005 Aggregate Comparison	
	GOOD		SIGNIFICANTLY ABOVE	

Community Development Lending:

BPNA has made a low level of community development loans in the MSA. During the examination period, community development loans represented three loans, totaling \$2 million, less than 1 percent of the total community development lending in all of BPNA’s assessment areas. BPNA’s performance peer comparisons also indicate weak performance when comparing annualized community development loans as a percentage of deposits, Tier 1 capital and total assets.

Performance exceeded the last examination when there was no community development lending, but performance remains at a low level.

Community development lending was directed towards the following activities:

Designation	\$ (Millions)	% Activity
Revitalize & Stabilize	2	82%
Affordable Housing	<1	18%
Economic Development	0	0%
Community Services	0	0%
Total	2	100%

INVESTMENT TEST

BPNA had a significant level of qualified CD investments and grants in the Houston MSA, totaling \$2.7 million and representing 10 percent all qualified grants, a slight decrease over the last examination. Investments were primarily directed to statewide initiatives and included an investment in LIHTCs for \$2.5 million and a HUD-issued mortgage-backed security. Both investments support affordable housing initiatives in the MSA and represent prior period investments. New investments were limited to about \$10 thousand in grants to various community service and economic development agencies. Peer comparisons indicate that BPNA had generally comparable performance to other banks when annualized qualified investments are compared to deposits, Tier 1 Capital and total assets.

SERVICE TEST

BPNA has delivery systems that are readily accessible to the bank's geographies and individuals of different income levels and provides an adequate level of community development services to the assessment area. The institution was rated outstanding under the service test in this assessment area.

Retail Services: The bank's delivery systems were readily accessible to all portions of the bank's assessment area, including LMI areas. The bank has six branches in the MSA, of which five, or 83 percent, are located in moderate-income areas. In addition, there is one branch located in a middle-income tract that is adjacent to moderate-income areas. Overall, the branch distribution compares very favorably with the MSA population residing in LMI areas. According to the 2000 U.S. Census data, 38 percent of the MSA's population resides in LMI areas.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. The bank did not open or close any branches in the assessment area during the evaluation period. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All six branches in the MSA have either early morning or late evening hours, and five have Saturday hours. There are no off-site ATM locations in this assessment area.

Community Development Services: BPNA provides an adequate level of community development services in the MSA. BPNA provided nine services, which represented a notable increase since the last evaluation. CD services covered a limited amount of community needs for LMI individuals, with efforts principally related to furnishing financial information, technical assistance and training to small businesses.

In addition, BPNA employees served in various capacities for 10 community development organizations offering community development services that aided LMI individuals that focused on business development, education, and jobs. Memberships consisted of serving on the boards of directors/trustees and committees for these community development groups. These memberships allowed BPNA to further the mission of these organizations by supplying leadership and general management experience related to financial and general business issues.

CRA APPENDIX A

LIMITED REVIEW METROPOLITAN AREAS

Facts and data reviewed, including performance and demographic information, can be found on tables in Appendix E of this report. Conclusions regarding performance in limited review assessment areas were determined by comparison with the overall state or multistate ratings, and did not materially impact the overall state or multistate ratings. Details follow:

Assessment Area	Lending Test	Investment Test	Service Test
California			
MSA 40140	Consistent	Below	Consistent
MSA 41740	Consistent	Below	Consistent
Florida			
MSA 19660	Consistent	Consistent	Consistent
MSA 29460	Consistent	Below	Consistent
MSA 45300	Consistent	Below	Consistent
MSA 34940	Consistent	Below	Consistent
MSA 38940	Below	Below	Consistent
MSA 15980	Consistent	Below	Consistent
Texas			
MSA 19100	Above	Consistent	Consistent

CRA APPENDIX B

SCOPE OF EXAMINATION			
BANCO POPULAR NORTH AMERICA			
TIME PERIOD REVIEWED	1/1/2004 – 12/31/2005		
FINANCIAL INSTITUTION			PRODUCTS REVIEWED:
Banco Popular North America, Rosemont, IL			Home Purchase Refinancings Home Improvement Multifamily Small Business Community Development
AFFILIATE(S)	AFFILIATE RELATIONSHIP		PRODUCTS REVIEWED
Banco Popular National Association, Florida	Holding Company Subsidiary		Home Purchase Refinancings Home Improvement

CRA APPENDIX C

SUMMARY OF STATE OR MULTISTATE MSA RATINGS

BANCO POPULAR NORTH AMERICA				
	Lending Test	Investment Test	Service Test	Overall Rating
MSA 35620	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
California	High Satisfactory	Outstanding	Outstanding	Outstanding
Illinois	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
Florida	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
Texas	Low Satisfactory	High Satisfactory	Outstanding	Satisfactory

CRA APPENDIX D

GLOSSARY

Aggregate lending: The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the metropolitan area/assessment area.

Census tract: A small, relatively permanent statistical subdivision of a county or statistically equivalent entity delineated for data presentation purposes by a local group of census data users or the geographic staff of a regional census center in accordance with Census Bureau guidelines. Designed to be relatively homogeneous units with respect to population characteristics, economic status, and living conditions at the time they are established, census tracts generally contain between 1,000 and 8,000 people, with an optimum size of 4,000 people. Census tract boundaries are delineated with the intention of being stable over many decades, so they generally follow relatively permanent visible features. However, they may follow governmental unit boundaries and other invisible features in some instances; the boundary of a state or county (or statistically equivalent entity) is always a census tract boundary.

Community development (“CD”): Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration’s Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies.

Effective September 1, 2005, the Board of Governors of the Federal Reserve System, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have adopted the following additional language as part of the revitalize or stabilize definition of community development. Activities that revitalize or stabilize-

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
 - a. Rates of poverty, unemployment, and population loss; or
 - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

Family: A family is a group of two or more people related by birth, marriage, or adoption and residing together; all such people (including related subfamily members) are considered as members of one family.

Full review: Performance is analyzed considering performance context, quantitative factors and qualitative factors.

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (“HMDA”): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and income of applicants, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

Home mortgage loans: Includes home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwelling loans, loans for the purchase of manufactured homes, and refinancings of home improvement and home purchase loans.

Household: A household consists of all the people who occupy a housing unit. A household includes the related family members and all the unrelated people, if any, such as lodgers, foster children, wards, or employees who share the housing unit. A person living alone in a housing unit, or a group of unrelated people sharing a housing unit such as partners or roomers, is also counted as a household. The count of households excludes group quarters.

Limited-scope review: Performance is analyzed using only quantitative factors.

Low-income: Individual income that is less than 50% of the area median income, or a median family income that is less than 50%, in the case of a geography.

Metropolitan Statistical Area (“MSA”): A geographic entity defined by the federal Office of Management and Budget for use by federal statistical agencies, based on the concept of a core area with a large population nucleus, plus adjacent communities having a high degree of economic and social integration with that core.

Metropolitan Division (“MD”): A county or group of counties within a **Metropolitan Statistical Area** that contains a population of at least 2.5 million and represents an employment center(s) associated through commuting ties.

Middle-income: Individual income that is at least 80% and less than 120% of the area median income, or a median family income that is at least 80% and less than 120%, in the case of a geography.

Moderate-income: Individual income that is at least 50% and less than 80% of the area median income, or a median family income that is at least 50% and less than 80%, in the case of a geography.

Multifamily: Refers to a residential structure that contains five or more units.

Owner-occupied units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified investment: A qualified investment is defined as any lawful investment, deposit, membership share or grant that has as its primary purpose community development.

Rated area: A rated area is a state or multistate metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multistate metropolitan area, the institution will receive a rating for the multistate metropolitan area.

Small loan(s) to business (es): A loan included in "loans to small businesses" as defined in the Consolidated Report of Condition and Income ("Call Report") and the Thrift Financial Reporting ("TFR") instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as nonmortgage, commercial loans.

Upper-income: Individual income that is more than 120% of the area median income, or a median family income that is more than 120%, in the case of a geography.

Table 1. Lending Volume

CRA APPENDIX E

CRA CORE TABLES

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA***	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans*		Total Reported Loans	
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)
Full Review:											
MSA 16980 (Chicago, IL)	14.11	651	82,392	396	66,765	0	0	90	70,504	1,137	219,661
MSA 26420 (Houston, TX)	11.73	853	74,590	89	12,081	0	0	3	2,138	945	88,809
MSA 31100 (Los Angeles, CA)	16.09	920	291,549	293	50,714	0	0	84	68,182	1,297	410,445
MSA 33100 (Miami, FL)	6.18	375	81,350	115	19,523	0	0	8	5,081	498	105,954
MSA 35620 (New York, NY)	22.43	932	170,220	752	106,544	0	0	124	145,674	1,808	422,438
MSA 36740 (Orlando, FL)	5.92	298	43,116	174	33,630	0	0	5	6,878	477	83,624
Limited Review:											
MSA 15980 (Cape Coral, FL)	0.91	64	11,962	9	2,091	0	0	0	0	73	14,053
MSA 19100 (Dallas, TX)	11.84	904	80,185	50	9,846	0	0	0	0	954	90,031
MSA 19660 (Deltona, FL)	0.46	30	3,755	7	612	0	0	0	0	37	4,367
MSA 29460 (Lakeland, FL)	0.48	35	3,933	4	1,498	0	0	0	0	39	5,431
MSA 34940 (Naples, FL)	0.14	9	2,016	2	110	0	0	0	0	11	2,126
MSA 38940 (Port St. Lucie, FL)	0.92	69	12,148	5	1,377	0	0	0	0	74	13,525
MSA 40140 (Riverside, CA)	5.99	441	100,585	33	6,495	0	0	9	12,382	483	119,462
MSA 41740 (San Diego, CA)	1.56	69	50,333	30	5,383	0	0	27	21,961	126	78,117
MSA 45300 (Tampa, FL)	1.24	82	13,518	18	4,820	0	0	0	0	100	18,338
Regional/Statewide:											
California	0.00	0	0	0	0	0	0	3	3,205	3	3,205
Florida	0.00	0	0	0	0	0	0	3	12,863	3	12,863
New Jersey	0.00	0	0	0	0	0	0	2	2,000	1	2,000

(*) The evaluation period for Community Development Loans is January 1, 2004 to December 21, 2005.

(***) Loan data as of 2005. Rated area refers to either state or multi-state MSA rating area.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE														State: Assessment Area		Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005			
MA/Assessment Area	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*								
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp					
Full-Review:																			
MSA 16980 (Chicago, IL)	320	8.83	3.17	4.38	17.75	33.75	44.08	41.88	35.00	20.00	6.43	21.40	41.15	30.95					
MSA 26420 (Houston, TX)	801	22.11	3.15	3.00	23.39	34.58	31.06	47.57	42.39	14.86	1.96	13.06	32.25	52.68					
MSA 31100 (Los Angeles, CA)	372	10.27	1.73	4.30	16.59	19.35	31.92	39.52	49.75	36.83	3.45	21.15	34.20	41.08					
MSA 33100 (Miami, FL)	245	6.76	1.40	3.67	22.62	12.65	40.04	57.14	35.95	25.31	2.95	21.63	41.21	33.92					
MSA 35620 (New York, NY)	316	8.72	3.04	17.09	15.80	34.81	32.62	36.08	48.54	11.71	6.97	22.53	32.26	38.08					
MSA 36740 (Orlando, FL)	170	4.69	0.62	0.00	17.95	21.18	49.89	44.12	31.54	34.71	0.35	17.46	52.28	29.91					
Limited-Review:																			
MSA 15980 (Cape Coral, FL)	54	1.49	0.87	0.00	12.38	3.70	63.92	75.93	22.84	20.37	0.59	9.01	64.01	26.39					
MSA 19100 (Dallas, TX)	890	24.57	3.15	3.26	19.83	46.63	34.72	38.99	42.30	11.12	1.54	11.53	34.72	52.21					
MSA 19660 (Deltona, FL)	12	0.33	0.47	0.00	9.62	0.00	74.00	91.67	15.91	8.33	0.29	8.20	74.69	16.83					
MSA 29460 (Lakeland, FL)	28	0.77	0.14	0.00	15.41	0.00	60.75	64.29	23.70	35.71	0.07	9.26	68.50	22.17					
MSA 34940 (Naples, FL)	8	0.22	2.30	0.00	13.08	25.00	47.98	75.00	36.65	0.00	0.59	13.74	49.29	36.38					
MSA 38940 (Port St. Lucie, FL)	63	1.74	1.15	0.00	11.40	1.59	62.21	98.41	25.24	0.00	0.75	5.33	80.73	13.18					
MSA 40140 (Riverside, CA)	242	6.68	1.49	1.65	21.74	33.06	43.33	38.43	33.44	26.86	1.82	22.56	45.90	29.72					
MSA 41740 (San Diego, CA)	27	0.75	2.30	14.81	14.03	25.93	41.01	7.41	42.66	51.85	5.62	15.98	38.50	39.91					
MSA 45300 (Tampa, FL)	74	2.04	1.57	0.00	17.09	10.81	38.00	58.11	43.35	31.08	2.36	16.05	32.90	48.69					

(*) Based on 2005 Aggregate HMDA Data only.

(**) Home purchase loans originated and purchased in the MSA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

(***) Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME PURCHASE State: Assessment Area Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005														
MA/Assessment Area	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
MSA 16980 (Chicago, IL)	156	24.00	3.17	5.77	17.75	41.03	44.08	34.62	35.00	18.59	5.72	25.29	43.08	25.88
MSA 26420 (Houston, TX)	31	4.77	3.15	12.90	23.39	67.74	31.06	12.90	42.39	6.45	2.57	21.04	30.50	45.89
MSA 31100 (Los Angeles, CA)	110	16.92	1.73	2.73	16.59	30.00	31.92	38.18	49.75	29.09	2.54	20.02	36.07	41.29
MSA 33100 (Miami, FL)	43	6.62	1.40	2.33	22.62	16.28	40.04	30.23	35.95	51.16	1.83	21.27	41.81	35.04
MSA 35620 (New York, NY)	207	31.85	3.04	11.11	15.80	39.61	32.62	32.37	48.54	16.91	4.33	19.32	33.91	42.42
MSA 36740 (Orlando, FL)	66	10.15	0.62	0.00	17.95	24.24	49.89	50.00	31.54	25.76	0.50	16.52	51.64	31.34
Limited-Review:														
MSA 15980 (Cape Coral, FL)	0	0.00	0.87	0.00	12.38	0.00	63.92	0.00	22.84	0.00	0.63	8.63	71.56	19.18
MSA 19100 (Dallas, TX)	0	0.00	3.15	0.00	19.83	0.00	34.72	0.00	42.30	0.00	2.56	15.35	30.79	51.30
MSA 19660 (Deltona, FL)	5	0.77	0.47	0.00	9.62	0.00	74.00	100.00	15.91	0.00	0.20	7.60	76.91	15.29
MSA 29460 (Lakeland, FL)	4	0.62	0.14	0.00	15.41	0.00	60.75	75.00	23.70	25.00	0.17	10.51	61.62	27.70
MSA 34940 (Naples, FL)	1	0.15	2.30	0.00	13.08	0.00	47.98	100.00	36.65	0.00	0.94	17.33	56.31	25.42
MSA 38940 (Port St. Lucie, FL)	1	0.15	1.15	0.00	11.40	0.00	62.21	100.00	25.24	0.00	1.28	8.47	73.00	17.24
MSA 40140 (Riverside, CA)	20	3.08	1.49	0.00	21.74	10.00	43.33	40.00	33.44	50.00	1.38	18.56	46.37	33.69
MSA 41740 (San Diego, CA)	4	0.62	2.30	0.00	14.03	50.00	41.01	0.00	42.66	50.00	3.90	14.63	45.04	36.44
MSA 45300 (Tampa, FL)	2	0.31	1.57	0.00	17.09	0.00	38.00	0.00	43.35	100.00	1.29	14.49	35.33	48.89

(*) Based on 2005 Aggregate HMDA Data only.

(**) Home improvement loans originated and purchased in the MSA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

(***) Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE														State: Assessment Area		Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005			
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*								
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp					
Full-Review:																			
MSA 16980 (Chicago, IL)	161	14.34	3.17	6.21	17.75	33.54	44.08	40.99	35.00	19.25	5.04	22.24	43.38	29.30					
MSA 26420 (Houston, TX)	21	1.87	3.15	0.00	23.39	76.19	31.06	9.52	42.39	14.29	2.13	18.90	33.40	45.56					
MSA 31100 (Los Angeles, CA)	345	30.72	1.73	4.64	16.59	21.74	31.92	38.55	49.75	35.07	2.77	20.54	34.64	41.95					
MSA 33100 (Miami, FL)	83	7.39	1.40	4.82	22.62	19.28	40.04	33.73	35.95	42.17	1.75	22.09	41.08	35.06					
MSA 35620 (New York, NY)	219	19.50	3.04	8.68	15.80	34.25	32.62	38.81	48.54	18.26	5.63	22.38	34.66	37.29					
MSA 36740 (Orlando, FL)	62	5.52	0.62	0.00	17.95	24.19	49.89	62.90	31.54	12.90	0.45	16.86	50.92	31.77					
Limited-Review:																			
MSA 15980 (Cape Coral, FL)	10	0.89	0.87	0.00	12.38	10.00	63.92	40.00	22.84	50.00	0.44	8.06	71.92	19.58					
MSA 19100 (Dallas, TX)	14	1.25	3.15	7.14	19.83	57.14	34.72	35.71	42.30	0.00	2.00	15.46	34.61	47.92					
MSA 19660 (Deltona, FL)	13	1.16	0.47	0.00	9.62	0.00	74.00	100.00	15.91	0.00	0.36	8.56	75.40	15.69					
MSA 29460 (Lakeland, FL)	3	0.27	0.14	0.00	15.41	0.00	60.75	66.67	23.70	33.33	0.11	10.25	61.92	27.71					
MSA 34940 (Naples, FL)	0	0.00	2.30	0.00	13.08	0.00	47.98	0.00	36.65	0.00	0.71	13.71	54.73	30.85					
MSA 38940 (Port St. Lucie, FL)	5	0.45	1.15	0.00	11.40	20.00	62.21	60.00	25.24	20.00	1.05	7.75	73.27	17.92					
MSA 40140 (Riverside, CA)	172	15.32	1.49	0.00	21.74	23.84	43.33	51.16	33.44	25.00	1.64	20.17	46.02	32.17					
MSA 41740 (San Diego, CA)	10	0.89	2.30	0.00	14.03	10.00	41.01	10.00	42.66	80.00	3.81	14.49	42.23	39.47					
MSA 45300 (Tampa, FL)	5	0.45	1.57	0.00	17.09	80.00	38.00	0.00	43.35	20.00	1.59	16.44	33.22	48.75					

(*) Based on 2005 Aggregate HMDA Data only.

(**) Home mortgage refinance loans originated and purchased in the MSA/AA as a percentage of all home mortgage refinance loans originated and purchased in the rated area.

(***) Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY State: Assessment Area Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005														
MA/Assessment Area	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
MSA 16980 (Chicago, IL)	14	4.15	3.17	35.71	17.75	50.00	44.08	14.29	35.00	0.00	19.32	37.51	31.26	11.91
MSA 26420 (Houston, TX)	0	0.00	3.15	0.00	23.39	0.00	31.06	0.00	42.39	0.00	9.93	41.18	30.88	18.01
MSA 31100 (Los Angeles, CA)	93	27.60	1.73	9.68	16.59	45.16	31.92	29.03	49.75	16.13	18.25	43.51	23.89	14.33
MSA 33100 (Miami, FL)	4	1.19	1.40	0.00	22.62	50.00	40.04	50.00	35.95	0.00	13.37	46.03	27.84	12.76
MSA 35620 (New York, NY)	190	56.38	3.04	33.68	15.80	42.11	32.62	18.95	48.54	5.26	19.64	42.79	20.26	17.20
MSA 36740 (Orlando, FL)	0	0.00	0.62	0.00	17.95	0.00	49.89	0.00	31.54	0.00	2.70	29.73	42.34	25.23
Limited-Review:														
MSA 15980 (Cape Coral, FL)	0	0.00	0.87	0.00	12.38	0.00	63.92	0.00	22.84	0.00	1.69	35.59	49.15	13.56
MSA 19100 (Dallas, TX)	0	0.00	3.15	0.00	19.83	0.00	34.72	0.00	42.30	0.00	17.67	38.58	27.59	15.95
MSA 19660 (Deltona, FL)	0	0.00	0.47	0.00	9.62	0.00	74.00	0.00	15.91	0.00	2.22	35.56	55.56	6.67
MSA 29460 (Lakeland, FL)	0	0.00	0.14	0.00	15.41	0.00	60.75	0.00	23.70	0.00	0.00	36.84	57.89	5.26
MSA 34940 (Naples, FL)	0	0.00	2.30	0.00	13.08	0.00	47.98	0.00	36.65	0.00	0.00	15.38	38.46	46.15
MSA 38940 (Port St. Lucie, FL)	0	0.00	1.15	0.00	11.40	0.00	62.21	0.00	25.24	0.00	2.50	25.00	42.50	30.00
MSA 40140 (Riverside, CA)	7	2.08	1.49	0.00	21.74	71.43	43.33	14.29	33.44	14.29	15.24	46.83	32.22	5.71
MSA 41740 (San Diego, CA)	28	8.31	2.30	46.43	14.03	21.43	41.01	32.14	42.66	0.00	26.77	38.23	29.27	5.73
MSA 45300 (Tampa, FL)	1	0.30	1.57	0.00	17.09	0.00	38.00	100.00	43.35	0.00	12.41	27.74	38.69	21.17

(*) Based on 2005 Aggregate HMDA Data only.

(**) Multifamily loans originated and purchased in the MSA/AA as a percentage of all multifamily loans originated and purchased in the rated area.

(***) Percentage of multifamily units is the number of multifamily units in a particular geography divided by the number of multifamily units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES														State: Assessment Area		Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005			
MA/Assessment Area	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*								
	#	% of Total **	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	Low	Mod	Mid	Upp					
Full-Review:																			
MSA 16980 (Chicago, IL)	396	20.03	3.99	6.82	15.69	26.77	37.25	42.93	42.80	23.23	2.72	13.58	38.58	43.58					
MSA 26420 (Houston, TX)	89	4.50	5.29	8.99	25.99	31.46	26.65	26.97	41.54	32.58	4.09	22.48	26.72	43.06					
MSA 31100 (Los Angeles, CA)	293	14.82	6.85	8.53	23.80	44.37	29.67	25.94	38.97	20.14	5.07	20.67	28.28	43.02					
MSA 33100 (Miami, FL)	115	5.82	4.95	6.96	23.65	20.87	36.49	33.04	34.62	39.13	3.33	20.08	34.80	39.91					
MSA 35620 (New York, NY)	752	38.04	7.94	15.03	19.20	34.44	23.53	30.45	48.18	19.02	5.82	17.96	25.92	48.20					
MSA 36740 (Orlando, FL)	174	8.80	1.86	5.17	21.05	24.14	48.45	50.00	28.64	20.69	1.31	17.98	45.97	31.86					
Limited-Review:																			
MSA 15980 (Cape Coral, FL)	9	0.46	1.04	0.00	13.42	11.11	61.57	88.89	23.97	0.00	0.81	11.62	60.38	24.81					
MSA 19100 (Dallas, TX)	50	2.53	4.60	6.00	25.13	18.00	32.95	32.00	36.68	42.00	3.16	21.02	30.52	41.50					
MSA 19660 (Deltona, FL)	7	0.35	1.37	0.00	18.79	0.00	64.18	100.00	15.65	0.00	1.05	15.25	63.85	17.39					
MSA 29460 (Lakeland, FL)	4	0.20	0.47	0.00	23.76	25.00	54.16	50.00	21.61	25.00	0.39	20.12	50.43	24.00					
MSA 34940 (Naples, FL)	2	0.10	1.94	0.00	11.93	0.00	44.35	100.00	41.79	0.00	1.18	9.13	45.39	42.23					
MSA 38940 (Port St. Lucie, FL)	5	0.25	2.74	0.00	22.97	0.00	53.17	60.00	21.13	40.00	1.60	20.15	54.41	21.06					
MSA 40140 (Riverside, CA)	33	1.67	3.73	0.00	30.38	36.36	41.13	24.24	24.69	39.39	2.10	23.08	38.43	31.89					
MSA 41740 (San Diego, CA)	30	1.52	5.14	3.33	22.30	60.00	37.59	26.67	34.95	10.00	3.72	18.14	35.97	38.65					
MSA 45300 (Tampa, FL)	18	0.91	3.59	0.00	26.51	16.67	32.61	27.78	37.29	55.56	2.88	22.83	30.51	41.31					

(*) Based on 2005 Aggregate Small Business Data only.

(**) Small loans to businesses originated and purchased in the MSA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

(***) Source of data - DUN & BRADSTREET 2006.

Table 7. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE														State: Assessment Area		Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005			
MA/Assessment Area	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **								
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp					
Full-Review:																			
MSA 16980 (Chicago, IL)	320	8.83	22.72	7.19	18.07	29.69	21.40	30.94	37.81	25.31	3.21	17.38	26.80	34.77					
MSA 26420 (Houston, TX)	801	22.11	22.63	20.97	17.30	58.43	18.79	17.10	41.29	2.87	3.47	18.21	23.39	39.67					
MSA 31100 (Los Angeles, CA)	372	10.27	23.11	0.00	16.83	0.54	18.19	0.54	41.87	11.29	0.25	1.36	7.49	71.97					
MSA 33100 (Miami, FL)	245	6.76	21.56	0.41	17.76	2.04	19.66	2.04	41.02	11.43	0.92	5.86	16.25	58.67					
MSA 35620 (New York, NY)	316	8.72	28.16	0.95	16.57	5.06	17.44	5.38	37.82	23.73	0.58	5.08	14.24	62.35					
MSA 36740 (Orlando, FL)	170	4.69	18.66	6.47	18.78	11.76	22.67	10.59	39.89	19.41	1.57	9.62	19.48	48.03					
Limited-Review:																			
MSA 15980 (Cape Coral, FL)	54	1.49	17.14	1.85	19.95	1.85	23.32	3.70	39.59	7.41	1.17	5.90	15.52	58.08					
MSA 19100 (Dallas, TX)	890	24.57	20.50	37.87	17.86	48.99	20.36	11.01	41.28	2.13	4.98	17.71	22.61	39.29					
MSA 19660 (Deltona, FL)	12	0.33	17.46	8.33	19.61	33.33	23.44	0.00	39.49	41.67	1.86	9.73	17.32	51.19					
MSA 29460 (Lakeland, FL)	28	0.77	18.26	3.57	19.47	3.57	22.61	14.29	39.66	7.14	1.97	11.10	19.19	47.04					
MSA 34940 (Naples, FL)	8	0.22	18.91	0.00	19.20	0.00	20.68	0.00	41.21	0.00	0.89	5.18	13.78	63.28					
MSA 38940 (Port St. Lucie, FL)	63	1.74	18.43	0.00	19.31	0.00	22.19	3.17	40.06	3.17	0.97	5.64	16.53	53.83					
MSA 40140 (Riverside, CA)	242	6.68	21.65	0.41	17.43	0.00	20.20	0.83	40.71	3.72	0.42	2.51	12.22	67.32					
MSA 41740 (San Diego, CA)	27	0.75	21.08	0.00	17.94	0.00	20.10	0.00	40.88	18.52	0.29	2.26	9.39	69.22					
MSA 45300 (Tampa, FL)	74	2.04	18.52	0.00	17.06	0.00	20.66	1.35	43.75	5.41	1.57	9.12	19.99	51.02					

(*) Home purchase loans originated and purchased in the MSA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

(**) Based on 2005 Aggregate HMDA DATA only.

(***) Percentage of Families is based on the 2000 Census information.

Table 8. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT State: Assessment Area Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005														
MA/Assessment Area	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
MSA 16980 (Chicago, IL)	156	24.00	22.72	15.38	18.07	23.72	21.40	23.08	37.81	32.05	9.30	21.45	28.66	33.13
MSA 26420 (Houston, TX)	31	4.77	22.63	35.48	17.30	35.48	18.79	25.81	41.29	3.23	8.54	16.85	21.30	50.33
MSA 31100 (Los Angeles, CA)	110	16.92	23.11	10.00	16.83	10.00	18.19	22.73	41.87	47.27	1.93	8.27	20.70	62.16
MSA 33100 (Miami, FL)	43	6.62	21.56	2.33	17.76	18.60	19.66	23.26	41.02	41.86	4.23	14.54	24.24	50.75
MSA 35620 (New York, NY)	207	31.85	28.16	11.11	16.57	22.22	17.44	21.74	37.82	43.96	3.98	12.36	23.11	56.14
MSA 36740 (Orlando, FL)	66	10.15	18.66	24.24	18.78	19.70	22.67	16.67	39.89	28.79	5.84	18.32	27.34	44.29
Limited-Review:														
MSA 15980 (Cape Coral, FL)	0	0.00	17.14	0.00	19.95	0.00	23.32	0.00	39.59	0.00	3.88	14.72	28.57	47.96
MSA 19100 (Dallas, TX)	0	0.00	20.50	0.00	17.86	0.00	20.36	0.00	41.28	0.00	8.53	15.73	18.60	50.49
MSA 19660 (Deltona, FL)	5	0.77	17.46	60.00	19.61	20.00	23.44	20.00	39.49	0.00	6.18	17.21	28.28	43.48
MSA 29460 (Lakeland, FL)	4	0.62	18.26	25.00	19.47	0.00	22.61	25.00	39.66	50.00	6.91	18.33	26.50	44.26
MSA 34940 (Naples, FL)	1	0.15	18.91	0.00	19.20	0.00	20.68	0.00	41.21	100.00	3.58	16.01	25.14	49.62
MSA 38940 (Port St. Lucie, FL)	1	0.15	18.43	0.00	19.31	0.00	22.19	100.00	40.06	0.00	5.81	16.31	27.88	44.04
MSA 40140 (Riverside, CA)	20	3.08	21.65	0.00	17.43	15.00	20.20	45.00	40.71	35.00	2.52	10.91	24.08	57.12
MSA 41740 (San Diego, CA)	4	0.62	21.08	0.00	17.94	25.00	20.10	25.00	40.88	50.00	2.35	8.99	21.19	61.55
MSA 45300 (Tampa, FL)	2	0.31	18.52	0.00	17.06	0.00	20.66	50.00	43.75	50.00	5.45	14.47	25.17	50.99

(*) Home improvement loans originated and purchased in the MSA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

(**) Based on 2005 Aggregate HMDA DATA only.

(***) Percentage of Families is based on the 2000 Census information.

Table 9. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE State: Assessment Area Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005														
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
MSA 16980 (Chicago, IL)	161	14.34	22.72	8.70	18.07	23.60	21.40	23.60	37.81	32.92	5.52	17.93	25.78	31.09
MSA 26420 (Houston, TX)	21	1.87	22.63	19.05	17.30	42.86	18.79	9.52	41.29	28.57	5.11	16.45	21.05	39.05
MSA 31100 (Los Angeles, CA)	345	30.72	23.11	2.32	16.83	7.83	18.19	8.99	41.87	25.51	1.26	6.36	17.23	57.26
MSA 33100 (Miami, FL)	83	7.39	21.56	1.20	17.76	12.05	19.66	7.23	41.02	21.69	3.06	12.94	21.87	44.72
MSA 35620 (New York, NY)	219	19.50	28.16	3.20	16.57	9.13	17.44	18.26	37.82	30.14	1.81	9.11	19.69	50.82
MSA 36740 (Orlando, FL)	62	5.52	18.66	14.52	18.78	24.19	22.67	20.97	39.89	6.45	4.59	17.49	24.28	35.53
Limited-Review:														
MSA 15980 (Cape Coral, FL)	10	0.89	17.14	0.00	19.95	0.00	23.32	10.00	39.59	10.00	2.96	13.08	23.31	40.89
MSA 19100 (Dallas, TX)	14	1.25	20.50	42.86	17.86	35.71	20.36	21.43	41.28	0.00	5.60	14.33	18.30	37.07
MSA 19660 (Deltona, FL)	13	1.16	17.46	7.69	19.61	23.08	23.44	53.85	39.49	15.38	4.93	16.48	23.79	37.16
MSA 29460 (Lakeland, FL)	3	0.27	18.26	0.00	19.47	66.67	22.61	0.00	39.66	0.00	4.01	16.75	24.57	37.48
MSA 34940 (Naples, FL)	0	0.00	18.91	0.00	19.20	0.00	20.68	0.00	41.21	0.00	2.68	13.95	21.03	45.14
MSA 38940 (Port St. Lucie, FL)	5	0.45	18.43	0.00	19.31	0.00	22.19	40.00	40.06	20.00	3.99	14.76	25.11	39.67
MSA 40140 (Riverside, CA)	172	15.32	21.65	0.00	17.43	3.49	20.20	2.33	40.71	7.56	1.73	9.47	22.20	50.99
MSA 41740 (San Diego, CA)	10	0.89	21.08	0.00	17.94	0.00	20.10	0.00	40.88	0.00	1.30	6.07	16.52	57.67
MSA 45300 (Tampa, FL)	5	0.45	18.52	20.00	17.06	20.00	20.66	0.00	43.75	0.00	3.98	14.22	22.61	41.55

(*) Home mortgage refinance loans originated and purchased in the MSA/AA as a percentage of all home mortgage refinance loans originated and purchased in the rated area.
 (**) Based on 2005 Aggregate HMDA DATA only.
 (***) Percentage of Families is based on the 2000 Census information.

Table 10. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES State: Assessment Area Evaluation Period: JANUARY 01, 2005 TO DECEMBER 31, 2005									
MA/Assessment Area	Total Small Loans to Businesses		Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Data ***	
	#	% of Total ****	% of Businesses *	% BANK Loans **	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 million or less
Full-Review:									
MSA 16980 (Chicago, IL)	396	20.03	85.18	60.61	240	69	87	152,709	63,543
MSA 26420 (Houston, TX)	89	4.50	87.73	75.28	59	13	17	121,394	57,287
MSA 31100 (Los Angeles, CA)	293	14.82	87.16	58.70	195	27	71	455,693	223,050
MSA 33100 (Miami, FL)	115	5.82	88.28	59.13	70	21	24	188,870	85,433
MSA 35620 (New York, NY)	752	38.04	84.78	62.23	531	91	130	270,006	128,724
MSA 36740 (Orlando, FL)	174	8.80	89.53	66.67	105	27	42	61,838	26,897
Limited-Review:									
MSA 15980 (Cape Coral, FL)	9	0.46	90.32	55.56	2	5	2	20,455	8,918
MSA 19100 (Dallas, TX)	50	2.53	88.01	92.00	21	17	12	143,880	64,789
MSA 19660 (Deltona, FL)	7	0.35	91.92	85.71	4	2	1	16,571	7,040
MSA 29460 (Lakeland, FL)	4	0.20	89.77	50.00	0	1	3	13,683	5,670
MSA 34940 (Naples, FL)	2	0.10	90.28	50.00	2	0	0	13,038	5,490
MSA 38940 (Port St. Lucie, FL)	5	0.25	91.72	80.00	3	0	2	13,685	5,778
MSA 40140 (Riverside, CA)	33	1.67	88.83	69.70	20	4	9	94,171	44,790
MSA 41740 (San Diego, CA)	30	1.52	88.83	63.33	18	2	10	101,405	50,492
MSA 45300 (Tampa, FL)	18	0.91	87.73	55.56	6	4	8	35,931	15,560

(*) Businesses with revenues of \$1 million or less as a percentage of all businesses. Data - DUN & BRADSTREET 2006.

(**) Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses.

(***) Based on 2005 Aggregate Small Business data only.

(****) Small loans to businesses originated and purchased in the MSA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

Table 11. Qualified Investments

MA/Assessment Area		Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Investments **	
		#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total \$'s	#	\$(000's)
Full-Review:										
MSA 16980 (Chicago, IL)	1	992	59	282	60	1,274	4.18	0	0	
MSA 26420 (Houston, TX)	0	0	2	5	2	5	0.02	0	0	
MSA 31100 (Los Angeles, CA)	0	0	19	172	19	172	0.56	0	0	
MSA 33100 (Miami, FL)	0	0	1	8	1	8	0.03	0	0	
MSA 35620 (New York, NY)	1	22	88	3,022	89	3,044	9.98	0	0	
MSA 36740 (Orlando, FL)	0	0	22	3,775	22	3,775	12.37	0	0	
Limited-Review:										
MSA 15980 (Cape Coral, FL)	0	0	0	0	0	0	0	0	0	
MSA 19100 (Dallas, TX)	0	0	2	3	2	3	0.01	0	0	
MSA 19660 (Deltona, FL)	0	0	2	668	2	668	2.19	0	0	
MSA 29460 (Lakeland, FL)	0	0	0	0	0	0	0	0	0	
MSA 34940 (Naples, FL)	0	0	0	0	0	0	0	0	0	
MSA 38940 (Port St. Lucie, FL)	0	0	0	0	0	0	0	0	0	
MSA 40140 (Riverside, CA)	0	0	0	0	0	0	0	0	0	
MSA 41740 (San Diego, CA)	0	0	0	0	0	0	0	0	0	
MSA 45300 (Tampa, FL)	0	0	0	0	0	0	0	0	0	
Statewide/Regional:										
New York/New Jersey/Pennsylvania	4	2,913	8	3,367	12	6,280	20.58	0	0	
California	3	2,539	8	3,378	11	5,917	19.39	0	0	
Illinois	2	2,695	2	1,074	4	3,769	12.35	0	0	
Florida	1	429	2	324	3	753	2.47	0	0	
Texas	2	2,731	1	2	3	2,733	8.96	0	0	

(*) Prior period investments means investments made in a previous evaluation period that are outstanding as of examination date.

(**) Unfunded commitments means legally binding investment commitments that are tracked and recorded by the Bank's financial reporting system.

(***) Totals for the Miami MSA do not include four additional investments for \$145 thousand associated with the Kislak National Bank merger.

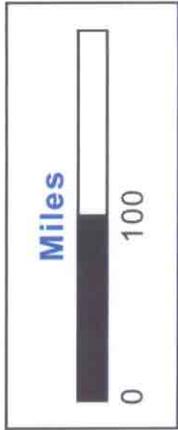
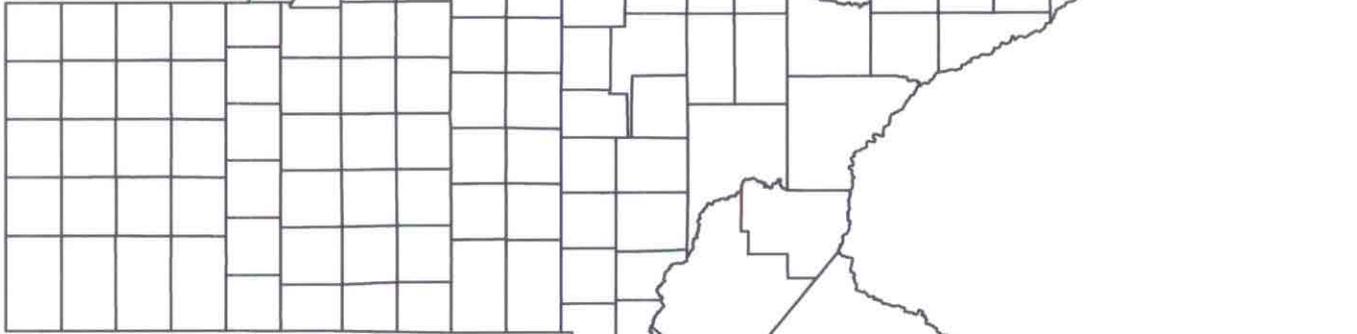
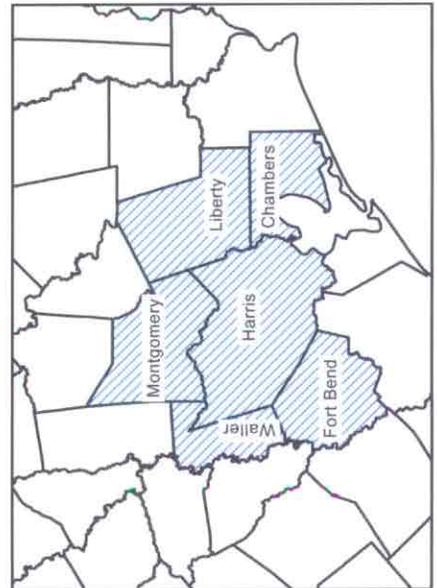
Table 12. Distribution of Branch Delivery Systems and Branch Openings/Closings																	
MA/Assessment Area	Deposits	Branches						Branch Opening / Closings						Population			
	% of Rated Area Deposits in MSA/AA	# of Bank Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies				# of Branch Closings	# of Branch Openings	Net Change in Location of Branches (+ or -)				% of the Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full-Review:																	
MSA 16980 (Chicago, IL)	0.00	20	14.49	1	10	6	3	1	1	0	-1	1	0	9.32	26.71	37.39	26.58
MSA 26420 (Houston, TX)	0.00	6	4.35	0	5	1	0	0	0	0	0	0	0	6.99	30.84	30.02	32.15
MSA 31100 (Los Angeles, CA)	0.00	36	26.09	4	13	9	9	0	21	1	5	5	9	7.31	29.81	31.12	31.76
MSA 33100 (Miami, FL)	0.00	9	6.52	0	3	3	3	0	8	0	2	3	3	4.24	28.16	37.71	29.90
MSA 35620 (New York, NY)	0.00	46	33.33	11	20	11	4	0	2	0	1	1	0	14.49	29.64	28.02	27.84
MSA 36740 (Orlando, FL)	0.00	8	5.80	1	3	4	0	0	0	0	0	0	0	1.63	22.82	48.22	27.33
Limited-Review:																	
MSA 15980 (Cape Coral, FL)	0.00	0	0.00	0	0	0	0	0	0	0	0	0	0	1.95	17.07	61.95	19.03
MSA 19100 (Dallas, TX)	0.00	1	0.72	0	0	1	0	0	0	0	0	0	0	7.53	27.17	33.17	32.13
MSA 19660 (Deltona, FL)	0.00	1	0.72	0	0	1	0	0	0	0	0	0	0	0.99	15.06	69.38	14.57
MSA 29460 (Lakeland, FL)	0.00	0	0.00	0	0	0	0	0	0	0	0	0	0	0.51	19.53	58.13	21.83
MSA 34940 (Naples, FL)	0.00	0	0.00	0	0	0	0	0	0	0	0	0	0	7.48	18.77	45.24	28.51
MSA 38940 (Port St. Lucie, FL)	0.00	0	0.00	0	0	0	0	0	0	0	0	0	0	3.58	17.57	57.55	21.31
MSA 40140 (Riverside, CA)	0.00	9	6.52	0	1	2	6	0	8	0	0	2	6	3.53	28.55	41.18	26.74
MSA 41740 (San Diego, CA)	0.00	2	1.45	0	1	1	0	0	1	0	0	1	0	7.80	24.53	37.57	30.10
MSA 45300 (Tampa, FL)	0.00	0	0.00	0	0	0	0	0	0	0	0	0	0	4.58	21.52	36.64	37.26

(*) Evaluation Period: January 01, 2005 To December 31, 2005.

CRA APPENDIX F

ASSESSMENT AREA MAP(S)

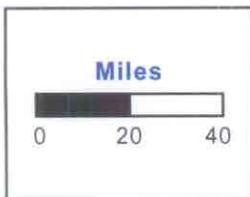
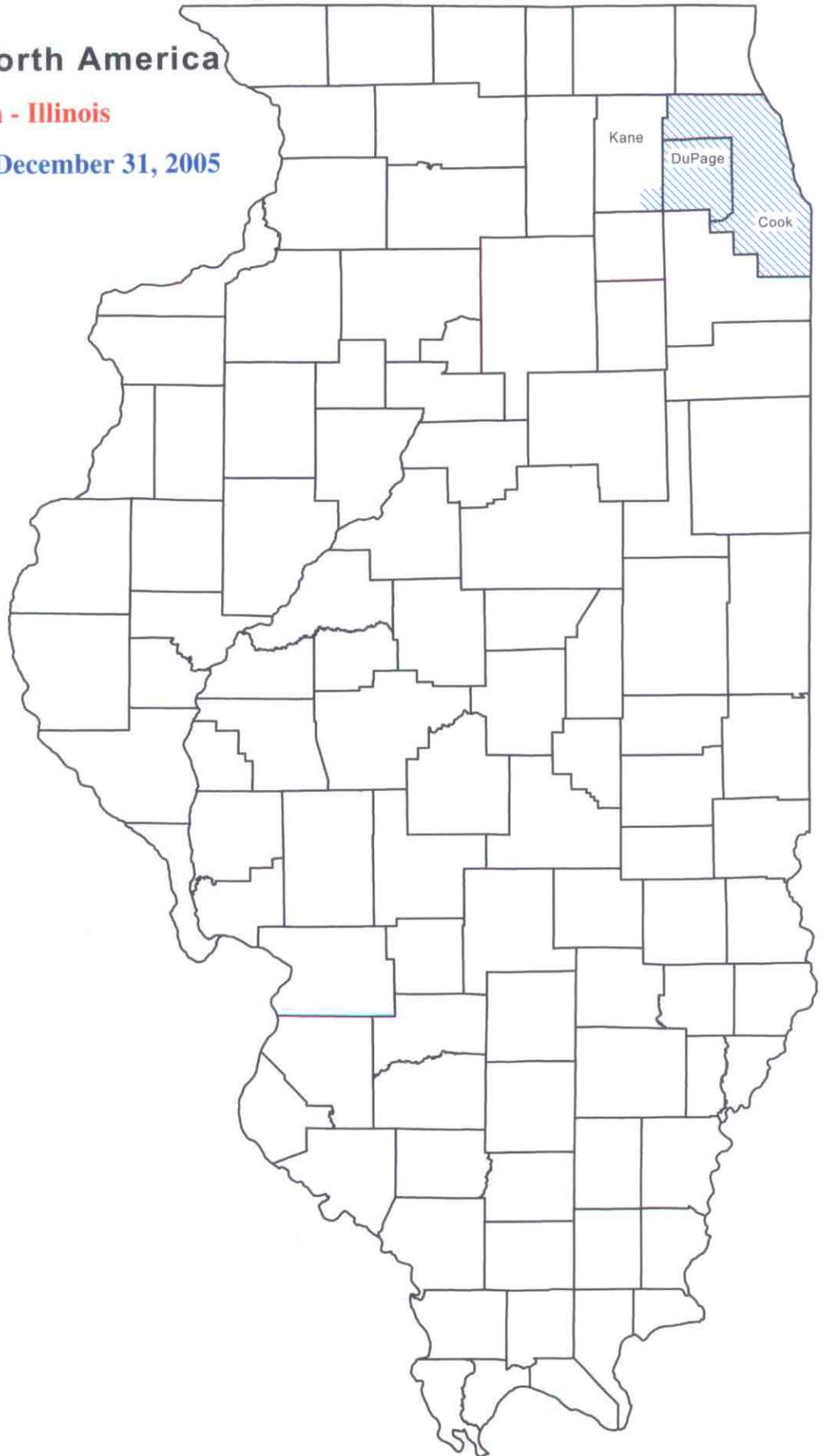
Banco Popular, North America
Assessment Area - Texas
January 1, 2004 through December 31, 2005



Banco Popular, North America

Assessment Area - Illinois

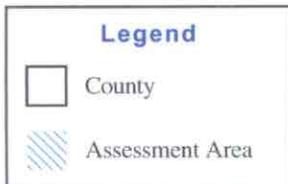
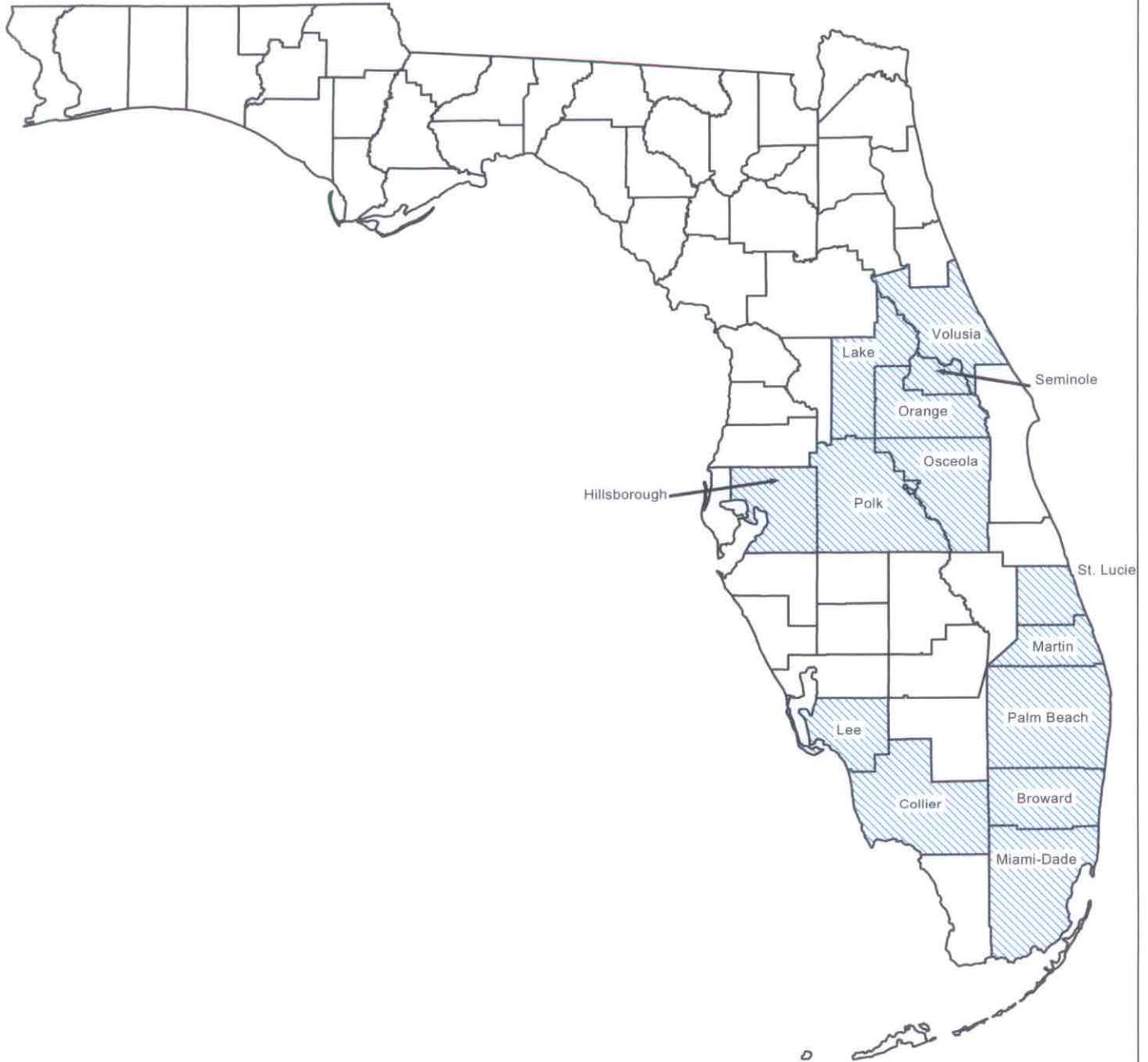
January 1, 2004 through December 31, 2005



Banco Popular, North America

Assessment Area - Florida

January 1, 2004 through December 31, 2005



Banco Popular, North America

Assessment Area - California

January 1, 2004 through December 31, 2005



Banco Popular, North America
Assessment Area - MSA 35620
January 1, 2004 through December 31, 2005

