

PUBLIC DISCLOSURE

March 9, 2009

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
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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		
Low Satisfactory		X	
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 follow:

- Retail delivery systems were readily accessible to all portions of the bank's assessment areas;
- The geographic distribution of lending was outstanding;
- The bank was a leader in making community development loans in all of its assessment areas with the exception of the State of Texas;
- The bank provided an excellent level of community development services throughout its assessment areas;
- The distribution of loans to individuals and businesses of different sizes was good;
- The volume of lending related to the Home Mortgage Disclosure Act ("HMDA") and small businesses reflected adequate responsiveness to credit needs in the bank's assessment areas;
- The level of qualified investments was adequate.

INSTITUTION

DESCRIPTION OF INSTITUTION*

Total assets	\$13.4 billion
Net loans & leases	\$9.6 billion
Total domestic deposits	\$9.7 billion
Number of branches	148
Headquarters	Chicago, IL
Bank holding company	Popular North America, Inc.

* As of December 31, 2007.

Banco Popular North America (also referred to as “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. BPNA’s primary lines of business are commercial and retail banking. BPNA’s domestic deposits are located in 148 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 California, with 66 percent of all branches located in those states. Net loans and leases total \$9.6 billion, representing 72 percent of total assets.

At this examination, BPNA had five state or multi-state MSA rated areas encompassing 15 MSA 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-New Brunswick, NJ), including portions of Middlesex County.

2. **State of California**

- MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA), consisting of:
 - MD 31084 (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-Joliet-Naperville, IL-IN-WI), consisting of:
 - MD 16974 (Chicago-Joliet-Naperville, IL), including Cook and DuPage Counties, and portions of Kane and Will Counties.

4. State of Florida

- MSA 36740 (Orlando-Kissimmee-Sanford, FL), including Orange, Seminole County, Osceola, and Lake Counties.
- MSA 33100 (Miami-Fort Lauderdale-Pompano, 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 15980 (Cape Coral-Fort Myers, FL), including Lee County.
- MSA 19660 (Deltona-Daytona Beach-Ormond Beach, FL), including Volusia County.
- MSA 29460 (Lakeland-Winter Haven, FL), including Polk County.
- MSA 34940 (Naples-Marco Island, FL), including Collier County.
- MSA 38940 (Port St. Lucie, FL), including St. Lucie, and Martin Counties.
- MSA 45300 (Tampa-St. Petersburg-Clearwater, FL), including Hillsborough County.

5. State of Texas

- MSA 26420 (Houston-Sugar Land-Baytown, TX), Fort Bend and Harris 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 performance 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 inclusion of consumer loans that are mortgage-related are optional under the CRA regulation; and the bank chose not to report consumer loans at this exam. Small farm loans were not analyzed as volume was insufficient. 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 the bank and its affiliates in 2006 and 2007. Collectively, the institution's HMDA-reportable portfolio represents lending activities that serve the needs of the assessment area.

Affiliate and Wholesale Lending

Only loans demonstrating safe and sound underwriting practices were included as part of the CRA evaluation. At the request of management, 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. Included in the evaluation are loans of BPNA’s subsidiary, E-Loan Inc, which was acquired by BPNA in 2007. E-Loan Inc. is an online consumer direct lender.

Examination Period

HMDA-related and small business loan originations from January 1, 2006 through December 31, 2007 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 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 2006 and 2007 were used to categorize borrower income levels for loans originated in those respective years. 2008 Dun and Bradstreet (D&B) data were used for demographic information relating to the proportion of businesses with gross annual revenues (“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 for 2007 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 2007 aggregate respectively.

Deriving Overall Conclusions

BPNA's performance in multi-state MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) received the most weight in determining the bank's overall rating because of the concentration of deposits, lending and demographics in the multi-state assessment area. The states of California, Illinois and Florida were also weighted significantly in determining the bank's overall rating because of their concentration of branches, branch deposits, and lending. The remaining assessment area, Texas, did not have a substantial effect on the overall rating, given its smaller deposit base and branch network. For additional details, see Exhibit 1 on page BB 6, containing a summary of assessment area data for all rated areas. 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.

Examiners conducted 10 interviews with community contacts during the examination in order to understand community credit needs. Community contacts 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						
	NY-NJ-PA MSA 35620	State of California	State of Illinois	State of Florida	State of Texas	TOTALS
Total Population⁴	11,100,263	18,434,281	7,053,823	10,511,513	8,344,799	55,444,679
Population % of AA population	20%	33%	13%	19%	15%	100%
Families	2,644,978	4,279,737	1,711,529	2,767,328	2,089,523	13,493,095
Families % of AA families	20%	32%	13%	21%	15%	100%
Total Census Tracts⁴	2,888	3,823	1,614	2,043	1,645	12,013
Tracts % AA tracts	24%	32%	13%	17%	14%	100%
LMI tracts	1,207	816	659	587	645	3,914
LMI tracts % all AA LMI tracts	31%	21%	17%	15%	16%	100%
Total Owner-Occupied Units⁴	1,488,941	3,314,869	1,593,412	2,850,083	1,733,703	10,981,008
Units % of AA units	14%	30%	15%	26%	16%	100%
Business Establishments⁵	497,824	887,602	277,027	653,331	446,352	2,762,136
Bus. est. % AA bus. est.	18%	32%	10%	24%	16%	100%
Number of Branches¹	47	50	21	23	7	148
Branches % all branches	32%	34%	14%	16%	5%	100%
Branches in LMI tracts	32	21	12	9	5	79
LMI branches % AA LMI branches	41%	27%	15%	11%	6%	100%
Branch Deposits (\$'000s)²	5,332,626	1,620,387	1,285,364	1,129,921	162,722	9,531,020
Deposits % AA deposits	56%	17%	13%	12%	2%	100%
Deposit Mkt. Share (%) / Rank in Mkt.	.81%/17	.41/33	.56%/28	.47%/26	.08%/75	
Home Purchase Originations³	248	796	611	668	3,000	5,323
HP originations % AA orig.	5%	15%	11%	13%	56%	100%
Refinance Originations³	414	1,473	533	908	98	3,426
Refi orig. % AA orig.	12%	43%	16%	27%	3%	100%
Home Improvement Originations³	259	438	365	276	46	1,384
Home Improvement orig. % AA orig.	19%	32%	26%	20%	3%	100%
Small Business Originations³	1,871	2,038	873	1,369	299	6,450
SB orig. % AA orig.	29%	32%	14%	21%	5%	100%
Combined Loan Totals	2,792	4,745	2,382	3,221	3,443	16,583
% of AA Orig.	17%	29%	14%	19%	21%	100%

(1) Branch numbers are as of 12/31/2007. (2) Branch deposits and deposit market share are from the FDIC as of 6/30/08. (3) Originations are loans reported under HMDA or CRA small business reporting for 2006 and 2007. (4) Demographic information was obtained from the 2000 Census. (5) Business establishments information was reported by D&B for 2008.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

LENDING TEST

BPNA's overall performance in meeting the credit needs of its assessment areas is rated *high satisfactory*.

Lending Activity:

BPNA's responsiveness to the retail credit needs in the bank's assessment areas was adequate when measured in terms of the number and dollar amount of HMDA-related and small business loans originated and purchased in each assessment area. This conclusion is based on excellent lending activity in the state of California, good lending activity in the state of Illinois, and adequate lending in the multi-state MSA 35620, and the states of Florida and Texas.

Overall, 16,803 Home Purchase, Refinance, Home Improvement, Multifamily and Small Business loans were originated in the bank's assessment areas, totaling \$2.5 billion, as detailed in Exhibit 2.

EXHIBIT 2				
Summary of Lending Activity				
January 1, 2006 – December 31, 2007				
Loan Type	#	%	\$(000s)	%
HMDA Home Purchase	5,323	32	\$842,700	34
HMDA Refinancings	3,426	21	\$652,550	27
HMDA Home Improvement	1,384	8	\$128,802	5
HMDA Multifamily	220	1	\$200,241	8
Total HMDA-Related	10,353	62	1,824,293	74
Total Small Business	6,450	38	\$631,794	26
TOTAL LOANS	16,803	100	\$2,456,087	100
	56,9972			

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

Assessment Area Concentration: Only a small majority of loans originated by BPNA were extended in the bank's assessment areas as detailed in the chart on the next page. Of BPNA's HMDA and small business loans 53% and 81%, respectively, are originated within the assessment area. This equates to an overall assessment area origination rate of 66%. This represents a decrease in assessment area lending from the prior exam where 76% of HMDA and 84% of small business loans were originated within the assessment area for an overall origination rate of 76%. Overall performance is considered adequate.

EXHIBIT 3								
LENDING INSIDE AND OUTSIDE THE ASSESSMENT AREA								
January 1, 2006 – December 31, 2007								
Loan Type	Inside				Outside			
	#	%	\$ (000s)	%	#	%	\$ (000s)	%
Home Purchase	3,611	47	\$418,308	44	4,133	53	\$539,681	56
Refinancing	409	59	\$63,296	63	284	41	\$36,872	37
Home Improvement	996	93	\$70,812	92	81	7	\$5,834	8
Total HMDA-related	5,016	53	\$552,416	49	4,498	47	\$582,387	51
Total Small Business	6,450	81	\$631,794	65	1,507	19	\$335,836	35
TOTAL LOANS	11,466	66	\$1,184,210	56	6,005	34	\$918,223	44

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

Geographic and Borrower Distribution:

The overall geographic distribution of HMDA-related and small business loans reflected excellent penetration in LMI geographies. Excellent penetration was noted in the multi-state MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) and the states of Illinois and Texas. Performance was good in the states of California and Florida.

The overall distribution of loans among borrowers of different income levels and businesses of different sizes was good based on excellent distribution in the state of Texas, good distribution in multi-state MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) and the state of Illinois and adequate performance in the states of California and Florida.

The bank's use of various innovative and flexible products that served to enhance the level of lending in low- and moderate-income geographies and to low- and moderate-income borrowers was limited.

Community Development Lending:

BPNA's community development lending performance was outstanding based on excellent performance in multi-state MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) and the states of California, Illinois and Florida. Performance in the state of Texas was very poor where there was no community development loan activity.

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	349	\$396,773
Community Services	70	\$84,949
Economic Development	14	\$17,772
Revitalize and Stabilize	20	\$42,753
Totals	453	\$542,247

As shown in the table above, the bank extended 453 community development loans totaling \$542 million. Of note are new commitments amounting to \$399 million, representing 74% of the total activity, demonstrating the institution's continued commitment to fund CD initiatives. For details, see Appendix E, page BB92.

BPNA’s community development lending was responsive to community needs. In terms of dollar amounts, affordable housing initiatives represented 73% of total activity. According to community contacts, financing for affordable housing is an important need in all of the bank’s assessment areas. The bank’s lending to support community service initiatives represented 16% of total activity while loans that served to revitalize and stabilize low- and moderate-income geographies represented 8% of total activity. Lending for economic development initiatives represented 3% of total activity.

INVESTMENT TEST

BPNA’s investment performance was low satisfactory. Specifically, there was an adequate level of qualified investments and grants in all rated areas, with the exception of California, where good performance was demonstrated. As indicated in the table below, the bank’s volume of qualified investments totaled approximately \$24 million, a decrease of 17% when compared the investment activity noted at the previous examination, and included \$3 million in new investments since the prior examination.

The table to the right illustrates that BPNA’s investments exhibited 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’s statewide and/or regional investments in Low-Income Housing Tax Credits (“LIHTCs”), mortgage backed securities, and charitable grants.

INVESTMENT PURPOSE	#	\$('000s)
Affordable Housing	33	18,980
Community Services	269	2,688
Economic Development	35	2,515
Revitalize & Stabilize	3	28
Total	340	24,211

Details of investments may be found in Appendix F.

SERVICE TEST

BPNA’s rating on the service test is outstanding based primarily on its excellent performance in the multi-state MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) and the states of California, Illinois, and Florida. Performance was good in the state of Texas.

Retail Services: BPNA’s branches were readily accessible to all portions of its assessment areas. Of the bank’s 148 branches, 79, or 53%, were located in LMI tracts. This compares very favorably with the overall assessment areas’ population residing in LMI areas. According to the 2000 U.S. Census data, 36% of the overall assessment areas’ population resides in LMI areas. Furthermore, alternative delivery systems somewhat enhanced the bank’s performance. BPNA operated six off-site ATM locations across its assessment area. Four of these ATMs, or 67%, were located in LMI areas.

Branch activity improved the accessibility of delivery systems. During the evaluation period, BPNA opened ten new branches, five of which, or 50%, were located in LMI areas. The bank relocated one branch from a moderate-income tract to another moderate-income tract in the same city. No branches were closed.

Services also meet the needs of the bank's assessment area, particularly LMI geographies and/or LMI individuals. Extended morning, evening and Saturday hours were widely scheduled and tailored to the convenience and needs of the assessment areas. All branches had early morning or evening hours. In LMI areas, 62 out of the 79 branches, 78%, have Saturday hours. In addition the bank offers alternative delivery systems including a web-site that is available both in English and Spanish languages, and toll-free telephone and on-line banking for customers to access their account information remotely.

Community Development Services: BPNA is a leader in providing community development services throughout the majority of its assessment areas. BPNA provided 542 services, a 30% increase from the previous evaluation period. Examples of qualified services included sponsoring and participating in a significant number of seminars and presentations relating to affordable mortgages, small business development, financial literacy, and technical services provided to community organizations. These services included technical assistance and training for LMI individuals.

BPNA employees also serve on boards of directors, as trustees, or on committees of over 130 community development organizations whose missions focused on business development, education, health services and numerous other activities that aided LMI individuals. BPNA staff provided financial management expertise and technical assistance to these organizations.

The following are examples of community development services provided by the bank:

- BPNA employees counsel customers/prospects on a one-to-one basis on how to apply and qualify for a mortgage loan. The program is extensively offered at various Banco Popular branches throughout the bank's assessment area, including all 79 branches located in LMI census tracts.
- BPNA maintains a strategic partnership with Junior Achievement across its various assessment areas. Employees volunteer in classrooms teaching various business subjects and raise funds for organizational interests. The majority of the students served by Junior Achievement are LMI, or the school in which the program runs is located in an LMI census tract. In addition, BPNA staff act as board members for several Junior Achievement organizations in various cities within BPNA's assessment area.
- Finance Seminars are offered at BPNA branches, predominately in low income areas. BPNA branch managers provided personalized instruction on the basics of banking, insurance, IRA's and credit protection.

- Small Business Seminars- BPNA provides presentations to small business owners on “How to Grow Your Business,” often in conjunction with a community development organization, which offers small business loans of up to \$25,000 and financial literacy education to small business owners.
- BPNA’s offers a low-cost checking account that features no minimum balance requirement, no monthly service fees, and no direct deposit requirement. In addition, all services are free, including: unlimited check writing and Banco Popular ATM usage, MasterCard debit card, access to Popular online banking including online bill pay, images of paid checks included in the customer’s statements, online check images, and telephone banking. The account is offered through BPNA’s branch network in New York, New Jersey, California, Illinois, Central and Southern Florida and Texas. In 2007, BPNA opened 39,375 of these accounts.
- A BPNA employee acts as a board member of an economic development organization that maintains and improves job opportunities, promotes business and improves the quality of life in the northwest Bronx, in New York City. The facility is located in a low-income census tract.
- A BPNA employee acts as a board member of a community development organization that provides lending alternatives to small business owners who do not have access to traditional sources of financing. The organization is located in a moderate-income census tract.

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 credit practices were identified as being inconsistent with helping to meet the credit needs of the assessment area.

MULTISTATE METROPOLITAN AREA

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

CRA RATING FOR MULTISTATE MSA 35620: SATISFACTORY

*The lending test is rated: High Satisfactory.
The investment test is rated: Low Satisfactory.
The service test is rated: Outstanding.*

The major factors supporting the rating include the following:

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

SCOPE OF EXAMINATION

Examiners conducted a full-scope review of multi-state MSA 35620 (New York, Northern New Jersey-Long Island, NY-NJ-PA). The bank's activities in the multi-state MSA make up a significant proportion of BPNA's operations and were weighted as such when deriving BPNA's overall CRA ratings.

DESCRIPTION OF INSTITUTION'S OPERATIONS

As of December 31, 2007, BPNA has 47 branch locations in MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) also referred to as the "multi-state MSA" or the multi-state assessment area" representing a third of its total branch network. The bank also has 32 or 68% of its branches in LMI census tracts. Based on the Federal Deposit Insurance Corporation ("FDIC") Deposit Market Share Report as of June 30, 2008, 56% of the bank's total deposit base was held in the MSA. Lending in the MSA, represented 17% of the total combined HMDA-related and small business originations extended throughout the bank's overall assessment areas.

The area is a highly competitive market, home to some of the largest money center banking institutions in the US. The top five institutions have 63% of the market share and hold \$412 billion in deposits. BPNA captured a deposit market share of 0.81%, ranking 17th in deposits among the 200 depository institutions operating in this MSA assessment area. For additional details, see Exhibit 4.

PERFORMANCE CONTEXT

Demographic Characteristics

BPNA’s assessment area in MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA) consists of portions of three metropolitan divisions, MD 35644 (New York, White Plains, Wayne NY-NJ), MD 35084 (Newark-Union, NJ-PA), and MD 20764 (Edison-New Brunswick, NJ). According to the 2000 Census, the population of the assessment area exceeds 11.1 million, with over 87% located in MD 35644 (New York, White Plains, Wayne, NY-NJ).

Approximately 44% of the MSA assessment area population resides in LMI geographies, and the LMI geographies are concentrated in New York City, especially in the Bronx. Forty-two percent of the geographies in the assessment area are LMI.

A significant proportion of the assessment area population was born outside of the U.S. The 2000 US Census shows that approximately 30% of the New York metropolitan area population was foreign-born, using the metropolitan area definitions applicable at that time; and 42% of the foreign- born population had immigrated during the 1990s. Recent immigrants may have limited or no credit histories, different beliefs about borrowing, and language barriers which could limit their access to credit.

Income Characteristics

According to HUD, the multi-state 2007 median family income was \$59,500. Of the 2.6 million families in the assessment area, 28% are considered low-income, 17% are moderate-income, and 16% have incomes below the poverty level. There is a wide disparity in income levels across the MSA. For example, in Westchester County the Median Family Income (“MFI”) is \$95,900 with only 2.7% of families living below the poverty level. In contrast, the MFI in Bronx County is just \$30,682 and 28% of families live below the poverty level. Low-income and high poverty in New York City, particularly outside of Manhattan, make it difficult for families to afford homes, indicating the need for community development initiatives.

HUD MEDIAN FAMILY INCOMES		
Area	2006	2007
MSA 35620	\$59,200	\$59,500
New York City	\$70,900	\$56,800
Westchester County	\$96,500	\$95,900
Bergen-Passaic Counties	\$87,500	\$84,000
Jersey City – Hudson County	\$55,000	\$50,900
Middlesex County	\$95,800	\$92,800
Newark,NJ (Essex-Union Counties)	\$84,400	\$82,300

Housing Characteristics

The assessment area contains 4.4 million housing units, of which 34% or 1.5 million are owner-occupied, according to the 2000 Census. Of the available owner-occupied housing units, three percent and 16% 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 was \$469,300 in 2006 and \$469,700 in 2007. Higher values are found in the suburban areas of the assessment area and in Manhattan (New York County). Most families throughout the assessment area, particularly LMI families, cannot afford to own a home because of 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 also identified the need for affordable housing in this MSA.

Labor, Employment and Economic Characteristics

As summarized in the chart at right, overall unemployment rates decreased during the examination period and were low overall reflecting a positive economic environment at this time. Unemployment levels varied across the bank's assessment area, with higher unemployment rates in New York City and Newark, NJ, while lower unemployment rates were experienced in the suburbs.

Annual Unemployment Rates		
Area	2006	2007
MSA 35620 (NY-NJ-LI, NY-NJ-PA)	5.1%	4.4%
MD 35644 (NY-WP-Wayne, NY-NJ)	4.8%	4.7%
New York City	5.0%	4.9%
MD 27084 Newark-Union, NJ	4.7%	4.3%
MD 20764 Edison, NJ	4.3%	3.8%
Source: Bureau of Labor Statistics		

Additional performance context data for this assessment area is provided in the Assessment Area Demographics report on the next page.

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	42,534	8.5	37,316	8.6	3,030	6.3	2,188	13.7
Moderate-income	97,633	19.6	86,996	20.0	6,517	13.6	4,120	25.7
Middle-income	116,835	23.5	103,348	23.8	9,570	20.0	3,917	24.5
Upper-income	234,247	47.1	201,131	46.3	27,489	57.5	5,627	35.1
Unknown-income	6,575	1.3	5,239	1.2	1,178	2.5	158	1.0
Total Assessment Area	497,824	100.0	434,030	100.0	47,784	100.0	16,010	100.0
	Percentage of Total Businesses:			87.2		9.6		3.2

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MULTISTATE 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. Some of the data used to evaluate the bank's performance in this MSA assessment area appears in Appendices D, E and F.

Lending Activity:

BPNA’s lending activity in MSA 35620 was considered adequate based on market share activity, comparison to peer banks, and lending volumes. Lending activity totaled 2,792 loans consisting of 248 home purchase, 414 refinance, 259 home improvement and 1,871 small business loans. BPNA ranks 17th in deposit market share with 0.48% of all deposits, compared to a ranking of 90th in home purchase lending (market share of 0.13%), 71st in refinance lending (market share of 0.23%), 36th in home improvement lending (market share of 0.61%), and 22nd in small business lending (0.17% market share). While lending market shares are less than deposit market share, BPNA competes in a highly competitive market. Overall HMDA and small business volume within the MSA declined 3% compared to the last examination period while the market aggregate increased 38%.

Geographic Distribution:

BPNA’s distribution of HMDA-related and small business lending in low- and moderate- income geographies was excellent throughout the multi-state MSA during 2007. The bank’s 2006 performance was substantially similar to its 2007 performance. The following table summarizes the bank’s 2007 performance with respect to each loan product, when compared to the number of owner-occupied housing units and small business establishments in LMI census tracts and compared to the aggregate performance.

MSA 35620 (New York-Northern New Jersey-Long Island, NY-NJ-PA)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2007 Aggregate Comparison	BPNA Performance	2007 Aggregate Comparison
Home Purchase	EXCELLENT	SIMILAR	EXCELLENT	ABOVE
Refinance	EXCELLENT	SLIGHTLY BELOW	EXCELLENT	SIMILAR
Home Improvement	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	ABOVE
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE

HMDA-Related Geographic Distribution

BPNA’s HMDA-lending in low-income geographies was excellent in the multi-state MSA. During the evaluation period, the bank made 6%, 5%, and 12% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies. HMDA-lending significantly exceeded the demographics of the MSA, which had 3% of available owner-occupied housing units located within low-income geographies. As indicated in the chart above, BPNA’s performance was better or comparable to the aggregate, which made 6%, 6%, and 4%

of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies.

The bank’s HMDA-lending in moderate-income geographies was also excellent. The bank made 26%, 22%, and 29% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies. HMDA-lending significantly exceeded the demographics of the MSA, which has 16% available owner-occupied housing units within moderate-income geographies. The bank’s lending performance also exceeded or was comparable to the aggregate, which made 20%, 23%, and 19% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies.

Small Business Geographic Distribution

Small business-lending in low- and moderate-income geographies was also excellent. The bank originated 15% and 37% of its small business loans in low- and moderate-income geographies, respectively, which exceeded the aggregate’s 6% and 18% of small business loans in low- and moderate-income geographies, respectively. The bank’s performance also compares favorably to the demographic benchmarks of the assessment area, which shows that 9% of small businesses are in low-income geographies and 20% are in moderate-income geographies.

Distribution by Borrower Income and Revenue Size of the Business:

Lending performance in the MSA 35620 assessment area for 2007 was good based on adequate lending to low-income borrowers and good lending moderate-income borrowers and to small businesses. The bank’s 2006 performance was substantially similar to its 2007 performance. Opportunities to lend in the multi-state MSA were limited by the cost of housing as the median sales price for homes in the greater NY area exceeded median family income by 8 times, or nearly two times the national average. For low- and moderate-income borrowers, home prices exceed median income by 16 and 10 times respectively. The following table summarizes the bank’s performance with respect to each loan product when compared to LMI families and small businesses and compared to aggregate performance.

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

Low-income Borrowers

BPNA's HMDA lending performance to low-income borrowers was adequate. During 2007, the bank made 1%, 3%, and 5% of its home purchase, refinance, and home improvement loans, respectively to low-income borrowers while 28% of the families in the MSA were low-income.

BPNA's performance exceeded the aggregate for home purchase and home improvement loans which had less than 1% of its home purchase loans and 3% of its home improvement loans to low-income borrowers. Refinance lending was similar to the aggregate which had 2% of its refinance loans to low-income borrowers.

Moderate-income Borrowers

BPNA's HMDA-lending performance to moderate-income borrowers was good. The bank extended 10%, 12%, and 24% of its home purchase, refinance, and home improvement loans, respectively, to moderate-income borrowers while 17% of families in the MSA were of moderate-income.

The bank's HMDA-lending performance exceeded the aggregate for home purchase, refinance and home improvement loans, which made 4%, 7% and 10% of its loans to moderate-income borrowers.

Small Business Lending

BPNA provided a good level of lending to small business borrowers with gross annual revenue (GAR) of \$1 million or less. The bank made 76% of its small business loans to these businesses, compared to the 87% of business establishments in the MSA with GAR of \$1 million or less. Performance was significantly above the aggregate which made 32% of its loans to businesses with GAR of \$1 million or less. The bank made 94% of its small business loans in amounts of \$100,000 or less, which was slightly below the aggregate which made 98% of its small business loans in amounts of \$100,000 or less. The average loan was for \$68,372. Loans in smaller amounts generally help meet the needs of small businesses.

Community Development Loans:

BPNA's level of community development lending in MSA 35620 was excellent with 125 loan originations totaling \$206 million or 38% of total community development lending.

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	43	114,000
Economic Development	10	17,000
Community Services	59	60,000
Revitalize and Stabilize	13	15,000
Totals	125	206,000

Performance within the MSA was directed at affordable housing with 55% of all community development lending activity. A total of \$170 million or 83% of community development lending, was from the current period. Lending outside the assessment area in the broader statewide or regional area that includes the assessment area totaled \$600,000 or less than 1% of the multi-state community development activity.

The bank's excellent level of community development lending was also supported by a comparison to similarly-situated large retail banks in the assessment area.

Examples of community development lending included:

- A \$10 million participation in a \$35 million construction loan to finance 93 units of residential and commercial space. Forty housing units must be available for low- and moderate-income purchasers.
- A \$550,000 line of credit to a non-profit organization that provides micro loan financing to small businesses and individuals.
- A \$5 million participation in a construction loan to construct 130 units of affordable housing in a NYS empire development zone in Queens, NY.

INVESTMENT TEST

BPNA's investment test performance in MSA 35620 was low satisfactory. Qualified investments totaled \$7 million or 31% of the bank's total qualified investments, of which \$619,000 represents current period activity. However, the total amount of qualified investments funded within the assessment area decreased by \$2 million, or 21% from the previous examination. The multi-state assessment area benefited from statewide investments totaling \$6 million. Investments included \$3 million in mortgage backed securities targeted to LMI geographies or borrowers issued by HUD, Freddie Mac, and Fannie Mae. Additionally, \$2 million in LIHTC facilitating affordable housing activities are qualified investments.

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 35620

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Home Purchase										
Low	9	5.5%	5.7%	5.9%	5.1%	1	0.6%	0.1%	0.4%	0.2%
Moderate	43	26.1%	22.1%	20.4%	16.8%	17	10.3%	5.8%	3.7%	1.7%
Middle	47	28.5%	26.6%	29.7%	24.6%	30	18.2%	14.5%	11.5%	6.8%
Upper	66	40.0%	45.7%	43.8%	53.2%	110	66.7%	74.5%	68.4%	75.4%
Unknown	0	0.0%	0.0%	0.1%	0.3%	7	4.2%	5.1%	16.0%	15.9%
<i>Total</i>	<i>165</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>165</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Refinance										
Low	13	4.7%	6.2%	5.8%	5.4%	9	3.3%	1.6%	1.6%	0.7%
Moderate	59	21.5%	21.6%	22.8%	20.9%	32	11.7%	8.3%	7.3%	4.2%
Middle	117	42.7%	43.0%	34.2%	31.3%	54	19.7%	17.1%	16.9%	12.6%
Upper	85	31.0%	29.3%	37.1%	42.3%	173	63.1%	70.5%	56.6%	63.6%
Unknown	0	0.0%	0.0%	0.0%	0.1%	6	2.2%	2.5%	17.6%	18.9%
<i>Total</i>	<i>274</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>274</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Home Improvement										
Low	13	11.6%	5.1%	4.4%	4.2%	5	4.5%	0.8%	3.3%	0.9%
Moderate	32	28.6%	21.7%	19.1%	19.2%	27	24.1%	13.2%	10.5%	5.2%
Middle	41	36.6%	45.4%	34.5%	31.1%	24	21.4%	13.7%	19.8%	13.4%
Upper	26	23.2%	27.8%	42.0%	45.3%	54	48.2%	71.8%	62.7%	72.2%
Unknown	0	0.0%	0.0%	0.0%	0.1%	2	1.8%	0.5%	3.7%	8.3%
<i>Total</i>	<i>112</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>112</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Multi-Family										
Low	0	0.0%	0.0%	17.8%	17.4%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	42.3%	33.7%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	19.9%	15.8%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	20.0%	32.3%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.1%	0.8%	0	0.0%	0.0%	100.0%	100.0%
<i>Total</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>
HMDA Totals										
Low	35	6.4%	5.9%	5.9%	6.2%	15	2.7%	0.9%	1.1%	0.4%
Moderate	134	24.3%	21.8%	21.7%	19.9%	76	13.8%	7.6%	5.7%	2.6%
Middle	205	37.2%	36.3%	31.9%	26.7%	108	19.6%	15.8%	14.3%	8.7%
Upper	177	32.1%	36.0%	40.3%	46.9%	337	61.2%	72.3%	61.7%	64.4%
Unknown	0	0.0%	0.0%	0.1%	0.2%	15	2.7%	3.4%	17.1%	23.9%
<i>Total</i>	<i>551</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>551</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
SMALL BUSINESS										
By Tract Income										
	#	Bank			Aggregate					
		%	% \$(000s)		%	% \$(000s)				
Low	153	14.7%	10.3%		5.6%	5.6%				
Moderate	381	36.5%	30.0%		17.5%	15.7%				
Middle	283	27.1%	28.9%		25.7%	24.4%				
Upper	212	20.3%	29.0%		49.6%	52.4%				
Unknown	15	1.4%	1.7%		0.7%	1.3%				
Tract Unknown	0	0.0%	0.0%		0.9%	0.6%				
<i>Total</i>	<i>1,044</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>				
By Revenue										
\$1 Million or Less	797	76.3%	53.3%		31.7%	38.7%				
By Loan Size										
\$100,000 or less	982	94.1%	51.6%		97.7%	56.6%				
\$100,001-\$250,000	22	2.1%	7.8%		1.1%	9.8%				
\$250,001-\$1 Million	40	3.8%	40.6%		1.2%	33.6%				
<i>Total</i>	<i>1,044</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>				

Originations and Purchases

SERVICE TEST

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

Retail Services: The bank's delivery systems were readily accessible to all portions of the MSA, including LMI areas. Overall, BPNA has 47 branches in this multi-state MSA, of which 32, or 68%, are located in LMI areas. This compares very favorably with the 44% of the MSA population residing in LMI areas. There are no off-site ATM locations in this assessment area.

Changes in branch locations during the evaluation period did not adversely impact the accessibility of the bank's delivery systems. The bank did not close any branches in the assessment area during the evaluation period. One branch was opened and it is located in a moderate-income census tract.

The bank's hours and services were tailored to the convenience and needs of its assessment area, including LMI areas. Of the 47 branches in the MSA, all have extended early morning or late evening hours and 33, or 70%, have Saturday hours. In addition, of the 32 branches in LMI census tracts, 24, or 75%, had Saturday hours.

Community Development Services: BPNA is a leader in providing community development services throughout the assessment area. BPNA provided 280 services, a 27% increase from the previous evaluation period. BPNA sponsored and participated in a significant number of seminars and presentations related to affordable mortgages, small business development, financial literacy, and other topics relevant to community organizations.

In addition, BPNA employees served on the boards of 23 community development organizations in various capacities offering community development services that focused on business development, education, and various other community services to LMI individuals. These memberships allowed BPNA to further the missions of the organizations by supplying leadership and management expertise related to financial and general business issues.

STATE OF CALIFORNIA

CRA RATING FOR CALIFORNIA: 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:

- An excellent level of community development lending;
- Good responsiveness to assessment area credit needs;
- Delivery Systems that were readily accessible to geographies and individuals of different income levels;
- The geographic distribution of loans in the bank's assessment area was good;
- A good level of qualified investments; and,
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was adequate.

SCOPE OF EXAMINATION

MSA 31100 was the only full scope assessment area for the State of California based on such measures as deposit concentration, lending volume and branch office network. Ratings for the state are based on performance within this MSA. The assessment areas in the State of California consist of the following:

- MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA), consisting of
 - MD 31084 (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 Counties.
- MSA 41740 (San Diego-Carlsbad-San Marcos, CA), including San Diego County.

DESCRIPTION OF INSTITUTION'S OPERATIONS

The California assessment areas have the largest branch presence and second largest proportion of deposits. As detailed in Exhibit 1, as of December 31, 2007, BPNA operated 50 or 34% of its branches in its California assessment areas. The FDIC reported that as of June 30, 2008, 17% of all branch deposits were held in the California assessment areas. The State also generated approximately 29% of the bank's combined total home purchase, refinance, home improvement and small business loan activity during the examination period.

EXHIBIT 4: Summary of Key Assessment Area Data: State of California				
	MSA 31100	MSA 40140	MSA 41740	Total for California
Total Population⁴	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 Tracts⁴	2,631	587	605	3,823
Tracts % AA tracts	69%	15%	16%	100%
LMI tracts	436	196	184	816
LMI tracts % all AA LMI tracts	53%	24%	23%	100%
Total Owner-Occupied Units⁴	2,073,887	689,493	551,489	3,314,869
Units % of AA units	63%	21%	17%	100%
Business Establishments⁵	618,246	129,714	139,642	887,602
Bus. est. % AA bus. est.	69%	15%	16%	100%
Number of Branches¹	37	11	2	50
Branches % all branches	74%	22%	4%	100%
Branches in LMI tracts	18	2	1	21
LMI branches % AA LMI branches	86%	10%	5%	100%
Branch Deposits (\$'000s)²	1,454,836	142,069	23,482	1,620,387
Deposits % AA deposits	90%	9%	1%	100%
Deposit Market Share (%) / Rank in Mkt.	.47%/31	.38%/33	.05%/58	.41/33
Home Purchase Originations³	466	158	172	796
HP originations % AA orig.	59%	20%	22%	100%
Refinance Originations³	938	373	162	1,473
Refi orig. % AA orig.	64%	25%	11%	100%
Home Improvement Originations³	303	102	33	438
Home Improvement orig. % AA orig.	69%	23%	8%	100%
Small Business Originations³	1,578	374	86	2,038
SB orig. % AA orig.	77%	18%	4%	100%
Combined Loan Totals	3,285	1,007	453	4,745
% of AA Orig.	69%	21%	10%	100%
<p>(1) Branch numbers are as of 12/31/2007. (2) Branch deposits and deposit market share are from the FDIC as of 6/30/08. (3) Originations are loans reported under HMDA or CRA small business reporting for 2006 and 2007. (4) Demographic information was obtained from the 2000 Census. (5) Business establishments information was reported by D&B for 2008.</p>				

METROPOLITAN AREA

(FULL REVIEW)

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

DESCRIPTION OF INSTITUTION'S OPERATIONS

Banco Popular has a total of 37 branches within this MSA, of these 18 are located in LMI census tracts. One new branch located in a moderate-income census tract was added since the last CRA exam. The branches held \$1.4 billion in deposits, or 90% of the bank's total branch deposits in California, as of December 31, 2007.

The MSA is dominated by large regional institutions. The top five institutions have 53% of the deposit market share and hold over \$164 billion dollars in deposits. Banco Popular has less than a 1% market share of total deposits in the MSA, ranks 31st in deposit balances, and competes with 181 FDIC-insured depository institutions. In order to gain additional market share, Banco Popular acquired Quaker City Bancorp in 2004, which was a local community bank.

PERFORMANCE CONTEXT

Demographic Characteristics

The Los Angeles MSA covers a large geographic area, extending over 4,752 square miles, including the islands of San Clemente and Santa Catalina. 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 population is 12.3 million residents. Los Angeles County is the largest county in the nation in terms of population. The population of the MSA continues to grow, as according to estimates, the MSA has experienced a 4% population increase over the last seven years.

The MSA is a culturally diverse region, wherein approximately 5 million residents, or 31%, are foreign-born. Residents from Latin America and Asia comprise the two largest groups within the foreign-born population. There are approximately 7 million residents that speak a language other than English, with Spanish being the most common second language in the region, spoken by 3.7 million residents.

Income Characteristics

According to HUD, the estimated median family income for the Los Angeles MSA in 2007 was \$59,800. Of the 2.8 million families in the assessment area, 23% are considered low-income, 17% moderate-income, and 13% have incomes below the poverty level. Additionally, 6% of the families live in low-income tracts, while 27% of the families live in moderate-income tracts.

Housing Characteristics

The assessment area contains 4.2 million housing units, of which 49%, or 2 million, are owner-occupied. However, of the available owner-occupied housing units, only 2%, 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% of total owner-occupied housing units.

During the review period, the existing prices for a single family home in Los Angeles increased to \$594,000 in 2007. However, housing costs are high making a home purchase unaffordable to many LMI individuals. Community contacts indicated that mortgage and small business loans are needed, with particular emphasis on entry level housing.

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 Asia 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 sizable. Using the most recent data from the Bureau of Economic Analysis, this sector employs approximately 686 thousand workers, or approximately 9% of the Los Angeles-Long Beach-Santa Ana work force. This industry includes a variety of businesses such as apparel, electronics, and fabricated metal products. Other major employment sectors include education, health care, and government.

Due to positive economic conditions, Los Angeles had seen strong employment growth. The unemployment rate fell from a three year high of 5.9% in 2004 to 4.7% in 2007. The main engines of growth were real estate, growing 9.5% from 2005 to 2006 and adding 42,899 jobs, and construction growing 6.1% and adding 21,356 jobs.

Community representatives suggest that mortgage and small business financing are areas of credit need. Though foreclosures have affected the region, contacts felt the demand for affordable housing, particularly lending for first-time home buyers, remained. Additionally, the demand for lines of credit and/or start up financing for small business lending is also persistent. As banks have tightened their lending standards more individuals and businesses are unable to obtain credit. To offset the reduction in credit, 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.

More detailed performance context data for this assessment area is provided in the assessment area demographic report below.

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	44,670	7.2	38,952	7.1	4,334	7.9	1,384	9.7
Moderate-income	148,217	24.0	130,144	23.7	14,186	26.0	3,887	27.2
Middle-income	182,318	29.5	161,704	29.4	16,410	30.1	4,204	29.4
Upper-income	238,545	38.6	215,195	39.2	18,683	34.3	4,667	32.7
Unknown-income	4,496	0.7	3,424	0.6	933	1.7	139	1.0
Total Assessment Area	618,246	100.0	549,419	100.0	54,546	100.0	14,281	100.0
	Percentage of Total Businesses:			88.9		8.8		2.3

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 31100 (LOS ANGELES-LONG BEACH-SANTA ANA, CA)

LENDING TEST

Overall performance in MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA) was high satisfactory.

Lending Activity:

BPNA's responsiveness to retail credit needs in this MSA was excellent. Lending activity totaled 4,745 loans consisting of 798 home purchase, 1,473 refinancings, 438 home improvement, and 2,038 small business loans. Overall HMDA and small business volume increased 48% compared to the last examination. The market aggregate's volume increased 13%. BPNA's 2007 performance compared favorably to the lending activity volume of similarly-situated banks. based on the number of loans per billion dollars of deposits. BPNA ranked 31st in deposit market

share compared to a market share ranking of 111th in home purchase lending, 115th in refinance lending, 47th in home improvement lending, and 25th in small business lending. The bank’s market share was less than 1% in all categories. Lending market share ranks for home purchase, refinance and small business loans declined since the prior review. Bank management attributes this to a highly competitive market and deteriorating real estate conditions.

Geographic Distribution:

BPNA’s distribution of HMDA-related and small business lending in low- and moderate- income geographies in the State of California was good in 2007. The bank’s performance in 2006 was excellent, exceeding its 2007 performance.

The following table summarizes the bank’s performance with respect to each loan product, when compared to the number of owner-occupied housing units and small business establishments in LMI census tracts and to the aggregate performance.

MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA)				
Product	Low-Income Census Tracts		Moderate-Income Census Tracts	
	BPNA Performance	2007 Aggregate Comparison	BPNA Performance	2007 Aggregate Comparison
Home Purchase	ADEQUATE	SIGNIFICANTLY BELOW	GOOD	SLIGHTLY BELOW
Refinance	GOOD	BELOW	GOOD	BELOW
Home Improvement	GOOD	BELOW	EXCELLENT	SIMILAR
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE

HMDA-Related Geographic Distribution

As indicated in the chart above, the bank’s performance in low-income geographies was adequate for home purchase lending and good for refinance and home improvement lending. During the evaluation period, the bank made 1%, 2%, and 2% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies. Refinance and home improvement lending was comparable to the demographics of the MSA, which had 2% available owner-occupied housing units located within low-income geographies, while home purchase lending was below. The bank’s overall HMDA-lending performance, however, was below the aggregate, which made 4%, 3%, and 3% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies.

The bank’s HMDA-lending in moderate-income geographies was good, overall. The bank made 14%, 15%, and 20% of its home purchase, refinance, and home improvement loans in moderate-income geographies while 17% of owner-occupied housing units were in moderate-income geographies. The bank’s performance was slightly below and below the aggregate for home purchase and refinance lending respectively but was similar to the aggregate’s for home improvement lending. The aggregate made 18%, 21%, and 22% of its home purchase, refinance and home improvement loans in moderate-income geographies.

BPNA’s geographic distribution in the MSA was enhanced through the origination of 78 multi-family loans, of which 73% were in low- and moderate income geographies.

Small Business Geographic Distribution

Small business-lending in low- and moderate-income geographies was excellent. The bank originated 11% and 36% of its small business loans in low- and moderate-income geographies, respectively, which exceeded the aggregate’s 5% and 20% of small business loans in low- and moderate-income geographies. The bank’s performance also compares favorably to the demographic benchmarks of the assessment area, which shows that 7% of small businesses are in low-income geographies and 24% are in moderate-income geographies.

Distribution by Borrower Income and Revenue Size of the Business:

Lending performance in MSA 31100 was adequate based on adequate lending to low- and moderate-income borrowers and good performance in lending to small businesses. The bank’s 2006 performance was substantially similar to its 2007 performance. Opportunities to lend in the Los Angeles MSA were limited by the cost of housing as the median sales price for homes in the MSA exceeded median family income by 10 times. For low- and moderate-income borrowers, home prices exceed median income by 21 and 13 times respectively. The following table summarizes the bank’s performance with respect to each loan product when compared to LMI families and small businesses and compared to aggregate performance.

MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA)				
PRODUCT	Low-income Borrowers		Moderate-income Borrowers	
	Performance	Aggregate Comparison	Performance	Aggregate Comparison
Home Purchase	POOR	BELOW	POOR	SIGNIFICANTLYBELOW
Refinance	ADEQUATE	SLIGHTLY ABOVE	ADEQUATE	SLIGHTLY ABOVE
Home Improvement	ADEQUATE	SIMILAR	ADEQUATE	ABOVE
	Lending to Businesses with GAR <= \$1 million		Aggregate Comparison	
Small Business	GOOD		SIGNIFICANTLY ABOVE	

Low-income Borrowers

BPNA's HMDA lending performance to low-income borrowers is adequate. During the examination period, the bank made 2%, and 2% of its refinance and home improvement loans, respectively to low-income borrowers, while 23% of the families in the MSA were low-income. The bank did not make any home purchase loans to low-income borrowers.

BPNA's performance for refinance loans to low-income borrowers was slightly above the aggregate's performance of 1% of its refinance loans, and similar to the aggregate's 2% of home improvement loans to low-income borrowers. Opportunities to lend to low-income borrowers are limited by the high cost of housing as less than 1% of the aggregate's home purchase loans were made to low-income borrowers.

Moderate-income Borrowers

HMDA-lending performance to moderate-income borrowers was adequate. The bank extended 1%, 5% and 8% of its home purchase, refinance, and home improvement loans to moderate-income borrowers respectively, while 17% of families in the MSA were of moderate-income.

The bank's HMDA-lending performance was similar to the aggregate's 4% for refinance loans and above the 6% for home improvement loans and was significantly below the aggregate's 2% for home purchase loans.

Small Business Lending

BPNA provided a good level of lending to small business borrowers with gross annual revenue (GAR) of \$1 million or less. The bank made 71% of its small business loans to these businesses, compared to the 89% of business establishments in the MSA with GAR of \$1 million or less. Performance was significantly above the aggregate which made 40% of small business loans to businesses with GAR of \$1 million or less.

The bank made 95% of its small business loans in amounts of \$100,000 or less, which was below the aggregate which made 98% of its small business loans in amounts of \$100,000 or less. The average loan amount to small business equaled \$48,410. Loans in smaller amounts are generally responsive to the needs of small businesses.

Community Development Lending:

BPNA's community development lending activity in MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA) was excellent, with 155 loan originations totaling \$127 million. Performance within the MSA was directed at affordable housing which represented 99% of all community development lending activity.

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	152	125,949
Economic Development	1	752
Community Services	2	100
Revitalize and Stabilize	0	0
Totals	155	126,801

Examples of community development lending initiatives included:

- 148 multi-family loans totaling \$112 million that provided 1,787 units of affordable housing.
- A \$1 million line of credit to a non-profit fund that facilitates the development of affordable housing throughout California.
- A \$10 million construction loan to finance the construction of 30 housing units. Fifteen of the units must be sold to low- and moderate-income individuals. The property is located in a moderate-income census tract.

INVESTMENT TEST

BPNA's investment performance in MSA 31100 (Los Angeles-Long Beach-Santa Ana) was good. The bank's volume of qualified investments totaled \$887,000. Additionally, BPNA made \$4.3 million in statewide investment initiatives that benefited MSA 31100 as well as the broader statewide area. The investments included \$3.2 million in mortgage-backed securities supporting affordable housing activities to LMI borrowers and in LMI census tracts throughout California and \$1.1 million in LIHTCs. Approximately \$306 thousand of the investments were made during the current evaluation period.

SERVICE TEST

BPNA's overall performance is rated outstanding.

Retail Services: BPNA's delivery systems were readily accessible to all portions of the MSA, including LMI areas. The bank has 37 branches in the MSA of which 18, or 49 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.

Alternative delivery systems slightly enhanced the bank's performance in the assessment area. BPNA had three off-site ATM locations in the MSA, all of which are located in moderate-income census tracts.

Changes in branch locations during the evaluation period did not adversely affect the accessibility of the bank's delivery systems. The bank did not close any branches in the assessment area during the evaluation period. One branch was opened, located in a moderate-income census tract.

The bank's hours and services are tailored to the convenience and needs of its assessment area, including LMI areas. All 37 branches in the MSA have either early morning or late evening hours and 33, or 89%, have Saturday hours. In addition, 15 of the 18 branches in LMI census tracts, or 83%, had Saturday hours.

Community Development Services: BPNA is a leader in providing community development services throughout the assessment area. BPNA provided 98 services, a 100 percent increase from the previous evaluation period. The bank sponsored and participated in a sufficient number of seminars and presentations relating to affordable mortgages, as provided assistance to LMI persons in the form of financial education and essential services.

In addition, BPNA employees served in various capacities for 16 community development financial organizations offering community development services that focused on business development, education, youth-services and various other community services that aided LMI individuals. BPNA employees served on the boards of directors or as trustees of various community organizations.

METROPOLITAN AND NONMETROPOLITAN AREAS

(LIMITED REVIEW)

MSA 40140 (Riverside-San Bernardino-Ontario, CA)

MSA 41740 (San Diego-Carlsbad-San Marcos, CA)

Data reviewed, including performance and demographic information, can be found in the California tables in Appendices D, E, F, and G. Conclusions regarding performance were compared with the overall state rating, which was based on the full-scope assessment area performance. Conclusions follow:

Assessment Area	Lending Test	Investment Test	Service Test
MSA 40140	Consistent	Below	Below
MSA 41740	Consistent	Below	Below

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 31100

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Home Purchase										
Low	3	0.8%	0.3%	3.5%	2.7%	0	0.0%	0.0%	0.3%	0.1%
Moderate	55	14.4%	9.1%	17.8%	13.2%	3	0.8%	0.6%	1.6%	0.7%
Middle	135	35.3%	31.8%	31.7%	25.4%	33	8.6%	6.5%	5.7%	3.3%
Upper	188	49.2%	58.5%	47.0%	58.5%	344	90.1%	92.6%	75.5%	80.0%
Unknown	1	0.3%	0.4%	0.1%	0.1%	2	0.5%	0.2%	17.0%	15.9%
<i>Total</i>	<i>382</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>382</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Refinance										
Low	13	1.8%	0.9%	3.0%	2.5%	15	2.1%	1.1%	0.9%	0.4%
Moderate	108	14.8%	14.4%	21.1%	17.1%	38	5.2%	4.4%	4.3%	2.2%
Middle	244	33.5%	32.4%	33.9%	28.4%	93	12.8%	11.5%	12.4%	8.3%
Upper	362	49.7%	51.9%	42.0%	51.9%	576	79.1%	81.4%	63.3%	70.0%
Unknown	1	0.1%	0.4%	0.1%	0.1%	6	0.8%	1.7%	19.1%	19.1%
<i>Total</i>	<i>728</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>728</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Home Improvement										
Low	4	2.2%	2.4%	3.1%	2.9%	4	2.2%	0.7%	2.3%	1.0%
Moderate	38	20.4%	15.1%	22.3%	19.9%	15	8.1%	4.8%	6.4%	3.2%
Middle	50	26.9%	22.2%	35.0%	29.9%	29	15.6%	14.1%	16.0%	10.6%
Upper	94	50.5%	60.3%	39.5%	47.2%	135	72.6%	78.7%	65.7%	74.3%
Unknown	0	0.0%	0.0%	0.1%	0.1%	3	1.6%	1.7%	9.6%	10.7%
<i>Total</i>	<i>186</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>186</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Multi-Family										
Low	18	23.1%	15.8%	13.0%	12.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	38	48.7%	53.9%	39.3%	31.6%	0	0.0%	0.0%	0.0%	0.0%
Middle	16	20.5%	14.9%	28.2%	32.8%	0	0.0%	0.0%	0.0%	0.0%
Upper	6	7.7%	15.3%	19.5%	22.9%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	78	100.0%	100.0%	100.0%	100.0%
<i>Total</i>	<i>78</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>78</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
HMDA Totals										
Low	38	2.8%	3.8%	3.3%	3.1%	19	1.4%	0.5%	0.8%	0.3%
Moderate	239	17.4%	20.7%	20.4%	16.7%	56	4.1%	2.4%	3.5%	1.7%
Middle	445	32.4%	28.0%	33.2%	27.7%	155	11.3%	8.0%	10.4%	6.4%
Upper	650	47.3%	47.3%	43.0%	52.4%	1,055	76.8%	68.5%	66.3%	69.9%
Unknown	2	0.1%	0.3%	0.1%	0.1%	89	6.5%	20.6%	18.9%	21.7%
<i>Total</i>	<i>1,374</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>1,374</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
SMALL BUSINESS										
By Tract Income										
	Bank			Aggregate						
	#	%	% \$(000s)	%	% \$(000s)		%	% \$(000s)		% \$(000s)
Low	102	10.8%	12.8%	4.6%	6.1%					
Moderate	344	36.4%	38.5%	19.6%	22.6%					
Middle	258	27.3%	29.3%	27.9%	27.5%					
Upper	237	25.1%	18.9%	45.7%	41.4%					
Unknown	3	0.3%	0.5%	0.6%	1.0%					
Tract Unknown	0	0.0%	0.0%	1.6%	1.4%					
<i>Total</i>	<i>944</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>					
By Revenue										
\$1 Million or Less	674	71.4%	51.6%	39.7%	39.5%					
By Loan Size										
\$100,000 or less	892	94.5%	59.4%	97.7%	57.4%					
\$100,001-\$250,000	25	2.6%	10.1%	1.1%	9.6%					
\$250,001-\$1 Million	27	2.9%	30.5%	1.2%	33.0%					
<i>Total</i>	<i>944</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>					

Originations and Purchases

STATE OF ILLINOIS

CRA RATING FOR ILLINOIS SATISFACTORY

The lending test is rated: High Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Outstanding

The major factors supporting the rating include:

- Excellent geographic distribution of loans in the bank's assessment areas;
- An excellent level of community development lending;
- Good responsiveness to assessment area credit needs;
- Good distribution of loans among individuals of different income levels and businesses of different sizes;
- Delivery Systems were readily accessible to geographies and individuals of different income levels; and,
- An adequate level of qualified investments.

SCOPE OF EXAMINATION

Examiners conducted a full-scope review of the Illinois assessment area, MSA 16980 (Chicago-Joliet-Naperville, IL, IN, WI) in the state of Illinois. Since the multi-state MSA is the only assessment area, ratings are solely based on performance in this MSA. BPNA's assessment area in MSA 16980 consists of all of Cook and DuPage Counties, and portions of Kane and Will Counties.

BPNA's activities in the multi-state MSA make up 13% percent of BPNA's deposit operations and were weighted accordingly when deriving overall ratings.

METROPOLITAN AREA

(FULL REVIEW)

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

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA operates 21 branches in the assessment area, representing 14 percent of the bank's total branch network. Seventeen branches are located in Cook County, and two each are located in the DuPage and Kane counties. Accordingly, the majority of the bank's business is derived from its operations in Cook County.

Based on the FDIC Deposit Market Share Report of June 30, 2008, BPNA was ranked 28 out of 233 financial institutions with at least one branch in MSA 16980. Although the bank had total deposits of \$1.28 billion, representing approximately 13 percent of the bank's total deposits, its overall market share in the Chicago Assessment Area was approximately 0.6 percent. HMDA-reportable and small business lending within the assessment represented 14 percent of all lending throughout the various assessment areas.

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

Community representatives that were interviewed in connection with this evaluation noted that the economy has deteriorated but housing prices are generally stable. 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 specific sections of DuPage and Kane Counties where the Hispanic population has been growing significantly. Small business lending is generally satisfactory; however, more assistance by banks is needed. 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

The greater Chicago metropolitan area, known as the Chicago-Joliet-Naperville MSA, is a combination of the Chicago MD, the Gary Indiana MD, and the Lake County-Kenosha County MD. The Chicago MSA includes 1,614 census tracts, of which 14 percent are low-income and 26 percent are moderate-income. According to 2000 Census data, the population in the bank's assessment area is approximately 7.0 million.

Income Characteristics

According to HUD, the estimated median family income for the Chicago MSA in 2007 was \$69,800. Of the 1.7 million families in the assessment area, 22% are considered low-income, 18% moderate-income, and 9% have incomes below the poverty level. Eight percent of all families live in low-income tracts, and 23% reside in moderate-income tracts.

Housing Characteristics

The assessment area contains 2.7 million housing units of which 59% or 1.6 million are owner-occupied. Of the available owner-occupied housing units, 3% and 16% are located in low- and moderate-income tracts, respectively.

Median Home Sales Price		
Area/County	2006	2007
MSA 16980	\$273,500	\$276,600
Cook County	\$255,000	\$266,000
DuPage County	\$278,000	\$273,000
Kane County	\$230,000	\$230,479
Will County	\$221,000	\$225,000

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 sales price in the greater Chicago MSA was \$276,600 in 2007. Median sales prices were slightly lower in the four surrounding counties making up BPNA's assessment area.

Labor, Employment and Economic Characteristics

Average Annual Unemployment Rates		
Area/County	2006	2007
MSA 16980	4.5%	4.9%
Cook County	4.7%	5.1%
DuPage County	3.4%	3.8%
Kane County	4.2%	4.8%
Will County	4.2%	4.7%

The annual average unemployment rate for the Chicago MSA was 4.5% in 2006 and 4.9% in 2007. Unemployment rates however, like incomes and housing values, vary 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.

More detailed performance context data for this assessment area is provided on the assessment area demographic table on the next page.

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	233	14.4	129,278	7.6	47,329	36.6	370,635	21.7
Moderate-income	426	26.4	395,406	23.1	60,994	15.4	303,892	17.8
Middle-income	542	33.6	669,873	39.1	31,080	4.6	371,612	21.7
Upper-income	396	24.5	516,972	30.2	9,989	1.9	665,390	38.9
Unknown-income	17	1.1	0	0.0	0	0.0	0	0.0
Total Assessment Area	1,614	100.0	1,711,529	100.0	149,392	8.7	1,711,529	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	219,060	45,205	2.8	20.6	141,950	64.8	31,905	14.6
Moderate-income	632,706	262,369	16.5	41.5	325,511	51.4	44,826	7.1
Middle-income	1,039,784	698,095	43.8	67.1	305,364	29.4	36,325	3.5
Upper-income	805,630	587,716	36.9	73.0	188,228	23.4	29,686	3.7
Unknown-income	72	27	0.0	37.5	36	50.0	9	12.5
Total Assessment Area	2,697,252	1,593,412	100.0	59.1	961,089	35.6	142,751	5.3
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	
Low-income	11,124	4.0	9,878	4.1	761	2.9	485	6.4
Moderate-income	43,179	15.6	38,102	15.7	3,538	13.3	1,539	20.3
Middle-income	101,712	36.7	88,753	36.6	10,162	38.1	2,797	36.9
Upper-income	120,294	43.4	105,483	43.5	12,088	45.3	2,723	35.9
Unknown-income	718	0.3	548	0.2	137	0.5	33	0.4
Total Assessment Area	277,027	100.0	242,764	100.0	26,686	100.0	7,577	100.0
		Percentage of Total Businesses:		87.6		9.6		2.7

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 16980 (CHICAGO-JOLIET-NAPERVILLE, IL-IN-WI)

LENDING TEST

Overall performance on the lending test in MSA 16980 (Chicago-Naperville-Joliet, IL, IN, WI) is rated high satisfactory.

Lending Activity:

BPNA’s overall lending activity demonstrated good responsiveness to the retail credit needs of MSA 16980. Lending activity totaled 2,382 loans and included 611 home purchase, 533 refinance, 365 home improvement and 873 small business loans. BPNA ranked 28th in deposits compared to 71th in home purchase lending, 86th in refinance lending, 32nd in home improvement lending, and 37th in small business lending. BPNA’s market share was less than 1% for deposits as well as for HMDA and small business lending. Peer Comparisons based on the number of loans per billion dollars of deposits indicates that the bank’s lending volume is generally consistent with the performance of similarly-situated banks.

Geographic Distribution:

Geographic distribution for this assessment area was excellent based on excellent HMDA-related and small business lending penetration in low- and moderate-income census tracts. The following table summarizes the 2007 performance related to lending in LMI census tracts. The bank’s 2006 performance was substantially similar to its 2007 performance.

MSA 16980 (Chicago-Joliet-Naperville, IL-IN-WI)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2007 Aggregate Comparison	BPNA Performance	2007 Aggregate Comparison
Home Purchase	EXCELLENT	SIMILAR	EXCELLENT	SIMILAR
Refinance	EXCELLENT	BELOW	EXCELLENT	SLIGHTLY ABOVE
Home Improvement	EXCELLENT	ABOVE	EXCELLENT	ABOVE
Small Business	EXCELLENT	ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE

HMDA-Related Geographic Distribution

BPNA’s HMDA-lending in low-income geographies was excellent in the MSA. The bank made 6%, 3%, and 6% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies. Home purchase and home improvement lending significantly exceeded the demographics of the MSA, which had 3% available owner-occupied housing units located within low-income geographies while refinance lending was similar. The bank’s lending performance compared to the aggregate was similar for home purchase, below for refinance, and above for home improvement lending. The aggregate made 6%, 4%, and 5% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies.

The bank’s HMDA-lending in moderate-income geographies was also excellent. The bank made 19%, 21%, and 26% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies. HMDA-lending significantly exceeded the demographics of the MSA, which has 17% available owner-occupied housing units within moderate-income geographies. The bank’s lending also exceeded the aggregate, which made 17%, 18%, and 22% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies.

BPNA’s geographic distribution in the MSA was enhanced through the origination of 7 multi-family loans, of which 86% were in low- and moderate-income geographies.

Small Business Geographic Distribution

BPNA’s small business-lending in low- and moderate-income geographies was excellent. The bank originated 5% and 30% of its small business loans in low- and moderate-income geographies, respectively, which exceeded the aggregate’s lending of 3% and 13% of small business loans in low- and moderate-income geographies, respectively. The bank’s performance also compares favorably to the demographic of the assessment area, which shows that 4% of small businesses are in low-income geographies and 16% are in moderate-income geographies.

Distribution by Borrower Income and Revenue Size of Business:

Overall performance of HMDA-related and small business loans to low- and moderate-income borrowers in this assessment area was good. This conclusion is based on HMDA-lending to low- and moderate- income borrowers and good performance in small business lending. The conclusions also consider the high cost of housing for low- and moderate-income persons as the median housing price for 2007 was 5 times the income of a moderate-income family and 8 times the income of a low-income family. The bank’s 2006 performance was substantially similar to its 2007 performance. The following table summarizes the bank’s performance with respect to each loan product when compared to LMI families and small businesses and compared to aggregate performance.

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

Low-income Borrowers

BPNA’s HMDA lending performance to low-income borrowers was good. During the examination period, the bank made 5%, 4%, and 9% of its home purchase, refinance, and home improvement loans, respectively to low-income borrowers while 22% of the families in the MSA were low-income.

BPNA’s performance was significantly above the aggregate’s 3% for home purchase loans, similar to the aggregate’s 4% for refinance loans and above the aggregate’s 7% for home improvement loans to low-income borrowers.

Moderate-income Borrowers

HMDA-lending performance to moderate-income borrowers was excellent. The bank extended 17%, 16%, and 19% of its home purchase, refinance, and home improvement loans, respectively, to moderate-income borrowers while 18% of families in the MSA were moderate-income.

The bank's HMDA-lending performance was significantly above the aggregate for home purchase loans and similar to the aggregate for refinance and home improvement loans. The aggregate had 16%, 16%, and 19% of its home purchase, refinance and home improvement loans to moderate-income borrowers respectively.

Small Business Lending

BPNA provided a good level of lending to small business borrowers with gross annual revenue (GAR) of \$1 million or less. The bank made 62% of its small business loans to these businesses, compared to the 88% of business establishments in the MSA with GAR of \$1 million or less. The bank's performance was significantly above the aggregate, which made 32% to businesses with GAR of \$1 million or less.

The bank made 73% of its small business loans in amounts of \$100,000 or less, which was below the aggregate, which made 95% of its small business loans in amounts of \$100,000 or less.

Community Development Loans:

BPNA's community development lending activity in MSA 16980 (Chicago-Joliet-Naperville, IL, IN, WI) was excellent with 84 loan originations totaling \$81 million or 15% of total community development lending.

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	71	48,507
Community Services	5	22,601
Economic Development	3	325
Revitalize and Stabilize	5	9,213
Totals	84	80,646

Performance within the MSA was directed at affordable housing which had been identified by community contacts as a critical need in the assessment area. Affordable housing initiatives represented 60%, community service initiatives represented 28%, and revitalization and stabilization efforts represented 11% of community development lending activity, respectively. Community development lending included \$38 million from prior periods.

Community development lending performance is comparable to that of similarly-situated large retail banks in the MSA.

Examples of community development lending initiatives included:

- A \$ 1 million loan to acquire a 16 unit residential building located in a moderate-income census tract. All units are leased at rents affordable to moderate-income tenants.
- A \$4.3 million construction loan to rehabilitate commercial property in a moderate-income census tract. Construction of the new facility will create jobs for low- and moderate-income workers.
- A \$2 million line of credit to support a non-profit organization that provides vocational training, job placement, children's services, and residential services for mentally handicapped residents of Cook County.

INVESTMENT TEST

Qualified investments is rated low satisfactory. Qualified investments in the MSA totaled \$4 million or 17% of the bank's total qualified investments, and were considered adequate. Performance decreased from the last examination by approximately \$1 million or 20%, and less than \$1 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 \$992,000, a mortgage-backed security for \$824,000 targeted to LMI individuals and LMI geographies and a LIHTC for \$2.5 million.

SERVICE TEST

BPNA's overall performance is rated outstanding.

Retail Services: BPNA's delivery systems were readily accessible to all portions of the MSA, including LMI areas. The bank has 21 branches in the MSA, of which 12, or 57%, are located in LMI areas. This compares very favorably with the MSA population residing in LMI areas. According to 2000 U.S. Census data, 34% of the assessment area population resides in LMI areas.

Changes in branch locations during the evaluation period did not adversely affect the accessibility of the bank's delivery systems. The bank did not close any branches in the assessment area during the evaluation period. One branch was opened in a middle-income census tract. In addition, one branch was relocated in April 2006 from moderate-income census tract to another moderate-income census tract, both a short distance away.

The bank's hours and services are tailored to the convenience and needs of its assessment area, including LMI areas. All 21 branches in the MSA have either early morning or late evening hours and 20, or 95%, have Saturday hours. In addition, of the 12 branches in LMI census tracts, all have Saturday hours.

Community Development Services: BPNA is a leader in providing community development services throughout the assessment area. BPNA provided 86 services, a 15% percent increase from the previous evaluation period. Community development services include sponsoring and participating in a significant number of seminars and presentations relating to affordable mortgages, as well as providing technical assistance to small businesses.

In addition, BPNA employees served in various capacities for 49 organizations offering community development services that focused on business development, 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 and allowed BPNA to advance the missions of the organization, by providing leadership and management experience related to financial matters.

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 16980

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Home Purchase										
Low	18	5.6%	4.8%	6.1%	5.6%	15	4.7%	2.2%	2.8%	1.5%
Moderate	60	18.6%	16.0%	17.3%	14.7%	56	17.4%	12.7%	16.1%	10.6%
Middle	115	35.7%	30.7%	37.1%	31.2%	97	30.1%	26.0%	23.8%	19.3%
Upper	128	39.8%	48.3%	39.4%	48.4%	137	42.5%	50.0%	42.5%	53.8%
Unknown	1	0.3%	0.1%	0.1%	0.2%	17	5.3%	9.1%	14.9%	14.8%
<i>Total</i>	322	100.0%	100.0%	100.0%	100.0%	322	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	13	3.1%	2.4%	4.3%	3.7%	17	4.0%	2.7%	4.0%	2.0%
Moderate	89	21.0%	24.8%	18.4%	15.5%	68	16.0%	14.3%	15.5%	10.2%
Middle	177	41.7%	38.8%	41.8%	35.9%	105	24.8%	23.2%	25.4%	20.9%
Upper	145	34.2%	34.0%	35.5%	44.7%	219	51.7%	55.2%	40.5%	51.3%
Unknown	0	0.0%	0.0%	0.1%	0.1%	15	3.5%	4.6%	14.6%	15.7%
<i>Total</i>	424	100.0%	100.0%	100.0%	100.0%	424	100.0%	100.0%	100.0%	100.0%
Home Improvement										
Low	11	6.3%	4.6%	4.9%	4.9%	16	9.1%	3.5%	7.1%	3.3%
Moderate	45	25.7%	20.6%	22.0%	19.6%	33	18.9%	11.6%	19.5%	13.1%
Middle	70	40.0%	36.8%	42.7%	37.0%	48	27.4%	24.9%	27.9%	23.4%
Upper	49	28.0%	38.0%	30.4%	38.5%	70	40.0%	55.6%	41.5%	53.4%
Unknown	0	0.0%	0.0%	0.0%	0.0%	8	4.6%	4.4%	3.9%	6.8%
<i>Total</i>	175	100.0%	100.0%	100.0%	100.0%	175	100.0%	100.0%	100.0%	100.0%
Multi-Family										
Low	3	42.9%	15.9%	15.8%	10.6%	0	0.0%	0.0%	0.0%	0.0%
Moderate	3	42.9%	59.3%	35.2%	29.2%	0	0.0%	0.0%	0.0%	0.0%
Middle	1	14.3%	24.7%	35.3%	35.5%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	13.6%	24.7%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	7	100.0%	100.0%	100.0%	100.0%
<i>Total</i>	7	100.0%	100.0%	100.0%	100.0%	7	100.0%	100.0%	100.0%	100.0%
HMDA Totals										
Low	45	4.8%	4.2%	5.1%	4.7%	48	5.2%	2.4%	3.6%	1.7%
Moderate	197	21.2%	22.2%	18.3%	15.7%	157	16.9%	12.8%	15.8%	10.2%
Middle	363	39.1%	34.6%	39.9%	34.1%	250	26.9%	23.6%	24.7%	19.7%
Upper	322	34.7%	39.0%	36.6%	45.5%	426	45.9%	50.7%	41.1%	50.9%
Unknown	1	0.1%	0.1%	0.1%	0.1%	47	5.1%	10.6%	14.7%	17.5%
<i>Total</i>	928	100.0%	100.0%	100.0%	100.0%	928	100.0%	100.0%	100.0%	100.0%
SMALL BUSINESS										
By Tract Income										
	#	Bank			Aggregate					
		%	% \$(000s)		%	% \$(000s)				
Low	19	4.5%	6.7%		2.5%	2.8%				
Moderate	127	30.4%	26.2%		13.2%	13.2%				
Middle	166	39.7%	45.0%		37.1%	35.8%				
Upper	106	25.4%	22.1%		46.2%	47.5%				
Unknown	0	0.0%	0.0%		0.2%	0.3%				
Tract Unknown	0	0.0%	0.0%		0.8%	0.4%				
<i>Total</i>	418	100.0%	100.0%		100.0%	100.0%				
By Revenue										
\$1 Million or Less	259	62.0%	46.1%		32.0%	32.7%				
By Loan Size										
\$100,000 or less	307	73.4%	18.5%		95.3%	34.4%				
\$100,001-\$250,000	47	11.2%	16.9%		2.0%	12.9%				
\$250,001-\$1 Million	64	15.3%	64.6%		2.7%	52.7%				
<i>Total</i>	418	100.0%	100.0%		100.0%	100.0%				

Originations and Purchases

STATE of FLORIDA

CRA RATING FLORIDA: SATISFACTORY

The lending test is rated: High Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Outstanding

The major factors supporting the rating include:

- An excellent level of community development lending;
- The geographic distribution of loans in the bank's assessment area was good;
- Adequate responsiveness to assessment area credit needs;
- Adequate distribution of loans among individuals of different income levels and businesses of different sizes;
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank's assessment area;
- An adequate level of qualified investments.

SCOPE OF EXAMINATION

Examiners conducted full-scope review of MSA 33100 and MSA 36740. These assessment areas had sufficient activity to warrant a full-scope review based on measures such as lending volume, deposit concentration, and branch office network. MSA 33100 was given the greatest weight in the overall rating with MSA 36740 receiving almost equal weight.

The assessment areas consist of the following:

MSA 33100 (Miami-Fort Lauderdale-Pompano 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 36740 (Orlando-Kissimmee-Sanford, FL), including Orange, Seminole, Osceola, and Lake Counties.

Limited reviews were conducted of the remaining assessment areas:

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

DESCRIPTION OF INSTITUTION'S OPERATIONS

The Florida assessment areas have the third largest branch presence and loan volume and the fourth largest proportion of deposits. As detailed in Exhibit 1 as of December 31, 2007 BPNA operated 23 branches or 16% of its branches in the Florida assessment areas. The State also generated approximately 19% of the bank's combined total home purchase, refinance, home improvement and small business loans during the examination period.

EXHIBIT 5: Summary of Key Assessment Area Data: State of Florida									
	MSA 36740	MSA 33100	MSA 19660	MSA 29460	MSA 45300	MSA 34940	MSA 38940	MSA 15980	Total for Florida
Total Population ⁴	1,644,561	5,007,564	443,343	483,924	1,920,430	251,377	319,426	440,888	10,511,513
Population % of AA population	16%	48%	4%	5%	18%	2%	3%	4%	100%
Families	428,378	1,292,444	120,720	132,948	501,789	71,823	90,803	128,423	2,767,328
Families % of AA families	15%	47%	4%	5%	18%	3%	3%	5%	100%
Total Census Tracts ⁴	328	841	78	110	457	52	60	117	2,043
Tracts % AA tracts	16%	41%	4%	5%	22%	3%	3%	6%	100%
LMI tracts	84	291	17	29	115	13	16	22	587
LMI tracts % all AA LMI tracts	14%	50%	3%	5%	20%	2%	3%	4%	100%
Total Owner-Occupied Units ⁴	444,548	1,257,982	139,037	137,373	544,892	77,829	104,166	144,256	2,850,083
Units % of AA units	15%	44%	5%	5%	19%	3%	4%	5%	100%
Business Establishments ⁵	104,468	326,786	25,741	21,421	98,810	19,925	22,041	34,139	653,331
Bus. est. % AA bus. est.	16%	51%	4%	3%	15%	3%	3%	5%	100%
Number of Branches ¹	9	13	1	0	0	0	0	0	23
Branches % all branches	39%	57%	4%	0%	0%	0%	0%	0%	100%
Branches in LMI tracts	5	4	0	0	0	0	0	0	9
LMI branches % AA LMI branches	56%	44%	0%	0%	0%	0%	0%	0%	100%
Branch Deposits (\$'000s) ²	314,854	781,027	34,040	0	0	0	0	0	1,129,921
Deposits % AA deposits	28%	69%	3%	0%	0%	0%	0%	0%	100%
Deposit Market Share (%)/ Rank in Mkt.	.98%/15	.53%/25	.42%/25	0	0	0	0		.47%/26
Home Purchase Originations ³	194	203	36	34	90	9	28	74	668
HP originations % AA orig.	29%	30%	5%	5%	13%	1%	4%	11%	100%
Refinance Originations ³	274	356	52	35	121	14	20	36	908
Refi orig. % AA orig.	30%	39%	6%	4%	13%	2%	2%	4%	100%
Home Improvement Originations ³	91	149	11	5	12	2	2	4	276
Home Improvement orig. % AA orig.	33%	54%	4%	2%	4%	1%	1%	1%	100%
Small Business Originations ³	393	792	22	18	98	12	14	20	1,369
SB orig. % AA orig.	29%	58%	2%	1%	7%	1%	1%	1%	100%
Combined Loan Totals	952	1,500	121	92	321	37	64	134	3,221
% of AA Orig.	30%	47%	4%	3%	10%	1%	2%	4%	100%

(1) Branch numbers are as of 12/31/2007. (2) Branch deposits and deposit market share are from the FDIC as of 6/30/08. (3) Originations are loans reported under HMDA or CRA small business reporting for 2006 and 2007. (4) Demographic information was obtained from the 2000 Census. (5) Business establishments information was reported by D&B for 2008.

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN FLORIDA

LENDING TEST

BPNA's lending performance in Florida is rated high satisfactory based on good performance in both MSA 33100 (Miami-Fort Lauderdale-Pompano Beach, FL) and MSA 36740 (Orlando-Kissimmee-Sanford, FL).

Lending Activity: Lending activity showed adequate 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.

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 MSA 36740.

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

Community Development Lending: Community development lending was outstanding. This conclusion is based on an excellent level of community development lending in MSA 33100 and an excellent level in MSA 36740. Community development lending in the state of Florida totaled \$75 million, or 14% of the total community development lending activity compared to \$25 million at the last examination. The following table details the community development activity in Florida:

Designation	\$ (Millions)	% Statewide Activity
Affordable Housing	55	74%
Community Services	1	1%
Economic Development	0	0%
Revitalize & Stabilize	19	25%
Total	75	100%

Investment Test: BPNA's overall performance was rated low satisfactory. Investment activity in MSAs 33100 and 36740 reflected an adequate level of qualified investments and grants and exhibited adequate responsiveness to credit and community development needs. Investments were primarily statewide investments that benefited most assessment areas in Florida.

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

METROPOLITAN AREA

(FULL REVIEW)

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

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA operates 13 of its 23 Florida-based branches in MSA 33100 (Miami-Fort Lauderdale-Pompano Beach, FL), also referred to as the "Miami MSA" or "Miami assessment area". The MSA branches held \$781 million in deposits, which represents 69% of the bank's deposits in the state of Florida as of June 30, 2008. BPNA deposits in the MSA represent 0.5% market share, ranking 25th among depository institutions in the area. Four of the MSA branches are located in LMI geographies. Lending in the MSA, was 47% of the combined HMDA-related and small business originations were extended in Florida.

The Miami MSA is dominated by large regional institutions competing with BPNA for retail lending and deposit activity. The top five institutions account for 53% of overall deposits in the MSA.

PERFORMANCE CONTEXT

Demographic Characteristics

The Miami MSA includes the cities of Miami, Miami Beach, Fort Lauderdale, Pompano Beach, Deerfield Beach, Kendall, West Palm Beach, Boca Raton, and Boynton Beach. The 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, the MSA population was 5,007,564 and is estimated to have increased by 8% as of July 2007, according to a U.S. Census estimate population count.¹ The MSA is ranked as the seventh largest metro area United States. Twenty-two percent of families in the MSA are low-income and 18% are moderate-income. The majority of area residents (59%), speak Spanish as their first language, and a total of 51% of county residents were born outside of the US.

Miami is the lead city in the MSA and is the second largest city in Florida. The Census estimate population count reports that as of July 2007, the city's population had increased by 13% to 409,719.

Income Characteristics

The 2007 HUD-adjusted median family incomes were \$45,200 for the Miami MD, \$58,400 for the Fort Lauderdale MD, and \$61,200 for the West Palm Beach MD. According to 2000 US Census data for the MSA, 22% of families are considered low-income, 18% of families are moderate-income, and 11% live below the poverty level.

¹ US Census estimates that the population of the MSA is 5,413,212 as of July 2007.

Housing Characteristics

According to the 2000 Census, the MSA contains approximately 2.1 million housing units, of which 59% are owner-occupied, 30% are rental, and 11% are vacant. Of the available owner-occupied units, about 1% are in low-income geographies and 23% are in moderate-income geographies.

Community contacts indicated that the biggest issue facing the area is the significant amount of foreclosures. It is estimated that the amount of foreclosures in South Florida increased by 66% in 2007, with approximately 1.7%, 1.4%, and 1.2% of households in Broward County, Miami-Dade County, and Palm Beach County, respectively, under foreclosure.² The first mortgage delinquency rate in the city of Miami is the second highest in the nation and is more than double the national average.³

Housing prices have fallen as a result of the distressed housing market. The National Association of Realtors reports that the 2007 median sales price of an existing single-family home in the MSA was \$365,500, a decrease of 1.2% since the prior examination period. The MSA housing market shows further decline as the median housing sales price for 2008 decreased by 21 percent compared to the 2007 figure.

Housing, however, remains unaffordable for most low- and moderate-income borrowers. Housing prices range from 10 to 16 times what low- and moderate-income borrowers are able to afford.

Community contacts have indicated that affordable housing is needed in the area. With the tightening of credit lending practices, developers are finding it difficult to obtain financing to construct affordable housing units. Likewise, potential purchasers are having difficulty obtaining financing to purchase the affordable housing units.

Labor, Employment and Economic Characteristics

The unemployment rate increased during the evaluation period throughout the state of Florida and within the Miami assessment area as well. Tourism and healthcare are the strongest industries in the Miami area. Although the economy has fallen further into recession, the MSA's strong international ties have allowed it to avoid the national trend of declining tourism.

Unemployment Statistics		
Area	2006	2007
Florida	3.4%	4.1%
MSA 33100	3.6%	3.8%

Source: Bureau of Labor Statistics

Because of its close proximity to Latin America, Miami serves as the headquarters of Latin American operations for many multinational corporations, and the city of Miami also has the largest concentration of international banks in the US.

Detailed performance context data for this assessment area are provided on the assessment area demographic chart below:

² Default Research, Florida's leading foreclosure research company.

³ Moody's Economy.com. November 2008. www.economy.com

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	15,414	4.7	13,436	4.6	1,436	6.1	542	6.5
Moderate-income	77,186	23.6	69,168	23.4	5,661	24.1	2,357	28.3
Middle-income	117,076	35.8	106,245	36.0	7,942	33.9	2,889	34.6
Upper-income	116,161	35.5	105,411	35.7	8,215	35.0	2,535	30.4
Unknown-income	949	0.3	730	0.2	201	0.9	18	0.2
Total Assessment Area	326,786	100.0	294,990	100.0	23,455	100.0	8,341	100.0
	Percentage of Total Businesses:			90.3			7.2	2.6

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

LENDING TEST

The bank’s performance under the lending test in MSA 33100 was rated high satisfactory.

Lending Activity:

BPNA’s responsiveness to retail credit needs was adequate based on the number and dollar volume of home purchase, refinance and small business loans in MSA 33100. Lending activity totaled 1,500 loans consisting of 203 home purchase, 356 refinance, 149 home improvement and 792 small business loans. The bank ranked 25th in deposits compared to 89th in home purchase lending, 65th in refinance lending, 32nd in home improvement lending, and 22th in small business lending. BPNA had a market share of less than 1% in deposits as well as HMDA and small business lending. HMDA volume declined 24% compared to the last examination while aggregate volume increased 13%. Small business volume increased 425% compared to 113% for the aggregate.

Geographic Distribution:

BPNA’s distribution of HMDA-related and small business lending in low- and moderate- income geographies in MSA 33100 (Miami-Fort Lauderdale-Pompano Beach, FL) was good.

The following table summarizes the bank’s 2007 performance with respect to each loan product, when compared to the number of owner-occupied housing units and small business establishments in LMI census tracts and to the aggregate performance.

MSA 33100 (Miami-Fort Lauderdale-Pompano Beach, FL)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2007 Aggregate Comparison	BPNA Performance	2007 Aggregate Comparison
Home Purchase	EXCELLENT	SLIGHTLY ABOVE	EXCELLENT	ABOVE
Refinance	GOOD	SIMILAR	GOOD	BELOW
Home Improvement	POOR	BELOW	ADEQUATE	SIGNIFICANTLY BELOW
Small Business	ADEQUATE	SIMILAR	GOOD	ABOVE

HMDA-Related Geographic Distribution

BPNA’s lending performance in low-income geographies in the MSA was excellent for home purchase, good for refinance, and poor for home improvement lending as only 1 home improvement loan was made by the bank. The bank made 5%, 2%, and 1% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies. Home purchase and refinance lending exceeded the demographics of the MSA, which had 1% available owner-occupied housing units located within low-income geographies. The bank’s home purchase lending was slightly above the aggregate while refinance lending was similar and home improvement lending was below the aggregate. The aggregate made 4%, 2%, and 2% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies.

The bank’s lending performance in moderate-income geographies in the MSA was excellent for home purchase, good for refinance and adequate for home improvement lending. The bank made 25%, 17%, and 10% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies. Home purchase lending was above the demographics of the MSA, which has 23% of available owner-occupied housing units within moderate-income geographies while refinance and home improvement lending, fell below the demographics of the MSA. The aggregate made 23% of its home purchase, refinance, and home improvement loans in moderate-income geographies.

BPNA’s geographic distribution in the MSA was enhanced through the origination of four multi-family loans in low- and moderate income geographies

Small Business Geographic Distribution

Small business lending in low- and moderate-income geographies was good. The bank originated 3% and 21% of its small business loans in low- and moderate-income geographies, respectively. The bank’s lending to small businesses in low-income areas was comparable to the aggregate’s 3% of lending, while its lending to small businesses in moderate-income areas exceeded the aggregate’s 18%. The bank’s small business lending in moderate-income tracts was slightly below the 24% proportion of small businesses in moderate-income geographies, while its small business lending in low-income tracts was also below the MSA’s 5% of small businesses in low-income geographies.

Distribution by Borrower Income and Revenue Size of Business:

Lending performance in Miami-Fort Lauderdale-Pompano Beach, FL assessment area was adequate based on adequate HMDA lending to low- and moderate-income borrowers and good lending to small businesses. The bank’s 2006 performance was substantially similar to its 2007 performance. The following table summarizes the bank’s performance with respect to each loan product when compared to LMI families and small businesses and compared to aggregate performance.

MSA 33100 (Miami- Ft. Lauderdale-Pompano Beach, FL)				
PRODUCT	Low-income Borrowers		Moderate-income Borrowers	
	Performance	Aggregate Comparison	Performance	Aggregate Comparison
Home Purchase	POOR	BELOW	POOR	SLIGHTLY ABOVE
Refinance	ADEQUATE	ABOVE	GOOD	SIMILAR
Home Improvement	GOOD	SIGNIFICANTLY ABOVE	GOOD	SLIGHTLY ABOVE
	Lending to Businesses with GAR <= \$1 million		Aggregate Comparison	
Small Business	GOOD		SIGNIFICANTLY ABOVE	

Low-income Borrowers

BPNA’s HMDA lending performance to low-income borrowers in this MSA was adequate. During the examination period, the bank did not make any home purchase loans to low-income borrowers. The bank made 3% of its refinance loans and 6% of its home improvement loans to low-income borrowers while 22% of the families in the MSA were low-income.

BPNA’s performance was above the aggregate for refinance and significantly above the aggregate for home improvement loans when compared to the respective aggregate levels of 2% and 3% for, refinance and home improvement loans respectively. Only 1% of the aggregate’s home purchase loans were to low-income borrowers, indicating that housing affordability was difficult as noted in the performance context section.

Moderate-income Borrowers

BPNA’ HMDA-lending performance to moderate-income borrowers was adequate, as it extended 6%, 8%, and 11% of its home purchase, refinance and home improvement loans to moderate-income borrowers. By comparison, 18% of the families in this MSA were moderate-income.

The bank’s HMDA-lending performance is slightly above the aggregate’s performance for home purchase and home improvement loans and similar to the aggregate for refinance loans. The aggregate extended 5% of home purchase, 8% of refinance, and 10% of home improvement loans to moderate-income borrowers indicating housing affordability issues.

Small Business Lending

BPNA provided a good level of lending to small business borrowers with gross annual revenue (GAR) of \$1 million or less. BPNA made 58% of its small business loans to these businesses, while 90% of business establishments in the MSA had GAR of \$1 million or less. The Bank’s performance was significantly above the aggregate, which made 36% of its small business loans to businesses with GAR of \$1 million or less. The bank made 85% of its small business loans in amounts of \$100,000 or less, which was below the aggregate, which made 98% of its small business loans in amounts of \$100,000 or less. The average size of the small business loans extended equaled \$94,606. Smaller loans generally help meet the needs of small businesses.

Community Development Lending:

BPNA’s community development lending activity in MSA 33100 (Miami-Ft. Lauderdale-Pompano Beach, FL) was excellent with 18 loan originations totaling \$55 million or 10% of BPNA’s total community development lending. Performance exceeded the last examination where community development lending totaled \$5 million.

Community Development Lending		
Purpose	#	\$(‘000s)
Affordable Housing	16	36,673
Economic Development	0	0
Community Services	0	0
Revitalize and Stabilize	2	18,704
Totals	18	55,377

Performance within the MSA was directed at affordable housing initiatives and revitalization and stabilization of low- and moderate-income areas. Community development lending performance was comparable to that of similarly-situated large retail banks in the MSA.

Examples of community development lending initiatives included:

- An \$11.9 million construction loan to finance construction of 72 condominium units of which 56 (78%) will be marketed to low- and moderate-income borrowers with incomes below or equal to 80% of the median income for the area.
- A \$5.1 million participation in a construction loan to develop 345 units of affordable housing in conjunction with a community development not-for-profit corporation. The corporation operates as a public private partnership for the purpose of providing affordable housing opportunities for very low- and low-income families. The property is located in a moderate-income census tract.

INVESTMENT TEST

Investment test performance was low satisfactory. The bank's level of qualified investments in the MSA totaled \$262,000. Additionally, the MSA benefited from \$3.5 million in statewide LIHTC made during prior examination periods that supported affordable housing.

SERVICE TEST

BPNA's overall performance is considered outstanding.

Retail Services: The bank's delivery systems were readily accessible to all portions of the MSA, including LMI areas. The bank has 13 branches in the MSA, of which four or 31% are located in LMI 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. There are no off-site ATM locations in this assessment area.

Changes in branch locations during the evaluation period improved the accessibility of its delivery systems. The bank opened four branches in the assessment area during the evaluation period, of which one, or 25%, was in a moderate-income census tract. The bank did not close any branches in the assessment area during the evaluation period.

The bank's hours and services are tailored to the convenience and needs of its assessment area, including LMI areas. All 13 branches in the MSA have either early morning or late evening hours and six, or 46%, have Saturday hours. In addition, of the four branches in LMI census tracts, three, or 75%, had Saturday hours.

Community Development Services: BPNA provided an adequate level of community development services throughout the assessment area. BPNA provided 21 services, a 40% percent increase from the previous evaluation period. Services included sponsoring and participating in a significant number of seminars and presentations relating to affordable mortgages.

In addition, BPNA employees served in various capacities for 13 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 or civic organizations. These memberships allowed BPNA to further the missions of these groups by supplying leadership and management experience related to financial matters.

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 33100

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Home Purchase										
Low	6	4.7%	5.5%	3.5%	2.8%	0	0.0%	0.0%	0.8%	0.3%
Moderate	32	25.2%	21.6%	23.0%	16.9%	8	6.3%	4.3%	4.8%	2.4%
Middle	48	37.8%	33.4%	38.3%	33.3%	32	25.2%	21.2%	12.4%	7.8%
Upper	41	32.3%	39.5%	35.1%	46.7%	80	63.0%	69.0%	63.6%	71.9%
Unknown	0	0.0%	0.0%	0.2%	0.2%	7	5.5%	5.5%	18.3%	17.5%
<i>Total</i>	<i>127</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>127</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Refinance										
Low	6	2.0%	1.4%	2.3%	1.7%	10	3.4%	2.2%	2.0%	0.9%
Moderate	49	16.7%	13.5%	23.2%	17.1%	25	8.5%	6.3%	8.3%	4.6%
Middle	126	42.9%	40.5%	40.3%	35.6%	59	20.1%	16.8%	17.4%	12.3%
Upper	113	38.4%	44.7%	34.2%	45.4%	188	63.9%	69.7%	55.4%	64.9%
Unknown	0	0.0%	0.0%	0.1%	0.1%	12	4.1%	5.0%	16.9%	17.4%
<i>Total</i>	<i>294</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>294</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Home Improvement										
Low	1	1.1%	2.6%	2.4%	1.9%	6	6.4%	0.5%	3.0%	1.5%
Moderate	9	9.6%	9.0%	23.1%	18.1%	10	10.6%	7.1%	9.7%	5.6%
Middle	48	51.1%	42.4%	40.5%	36.8%	16	17.0%	19.4%	20.4%	14.7%
Upper	36	38.3%	46.0%	33.8%	43.2%	57	60.6%	70.9%	60.9%	69.4%
Unknown	0	0.0%	0.0%	0.0%	0.1%	5	5.3%	2.1%	5.9%	8.8%
<i>Total</i>	<i>94</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>94</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Multi-Family										
Low	0	0.0%	0.0%	13.7%	7.2%	0	0.0%	0.0%	0.0%	0.0%
Moderate	4	80.0%	27.5%	48.4%	34.7%	0	0.0%	0.0%	0.0%	0.0%
Middle	1	20.0%	72.5%	28.1%	35.4%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	9.8%	22.7%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	5	100.0%	100.0%	100.0%	100.0%
<i>Total</i>	<i>5</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>5</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
HMDA Totals										
Low	13	2.5%	2.6%	2.9%	2.4%	16	3.1%	1.2%	1.5%	0.6%
Moderate	94	18.1%	17.0%	23.1%	17.4%	43	8.3%	5.2%	6.8%	3.5%
Middle	223	42.9%	41.7%	39.4%	34.6%	107	20.6%	16.7%	15.3%	10.1%
Upper	190	36.5%	38.7%	34.5%	45.5%	325	62.5%	62.6%	59.1%	67.0%
Unknown	0	0.0%	0.0%	0.1%	0.1%	29	5.6%	14.4%	17.2%	18.8%
<i>Total</i>	<i>520</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>520</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
SMALL BUSINESS										
By Tract Income										
		Bank			Aggregate					
	#	%	% \$(000s)	%	% \$(000s)		%	% \$(000s)		
Low	16	3.1%	4.4%	3.0%	4.7%		3.0%	4.7%		
Moderate	108	20.7%	20.4%	18.3%	19.3%		18.3%	19.3%		
Middle	182	34.9%	31.4%	34.8%	32.2%		34.8%	32.2%		
Upper	211	40.5%	43.3%	42.7%	42.8%		42.7%	42.8%		
Unknown	4	0.8%	0.5%	0.3%	0.4%		0.3%	0.4%		
Tract Unknown	0	0.0%	0.0%	1.0%	0.6%		1.0%	0.6%		
<i>Total</i>	<i>521</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>
By Revenue										
\$1 Million or Less	303	58.2%	45.6%	36.3%	37.0%					
By Loan Size										
\$100,000 or less	445	85.4%	44.0%	97.7%	51.9%					
\$100,001-\$250,000	31	6.0%	13.2%	1.1%	11.0%					
\$250,001-\$1 Million	45	8.6%	42.8%	1.2%	37.2%					
<i>Total</i>	<i>521</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>

METROPOLITAN AREA

(FULL REVIEW)

MSA 36740 (ORLANDO-KISSIMMEE-SANFORD, FL)

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA operates nine of its 23 Florida-based branches in MSA 36740 (Orlando-Kissimmee-Sanford, FL) also referred to as the "Orlando MSA" or the "Orlando assessment area". As of June 30, 2008, the MSA branch network held \$315 million in deposits, which represented 28% of the bank's deposits in the state of Florida. Five of the nine MSA branches are located in LMI geographies.

BPNA holds less than 1% of the market share of total deposits in the MSA, ranking 15th among deposit institutions in the MSA. Lending also was well represented in the MSA, as 30% of the combined HMDA-related and small business originations in the state were extended in the Orlando assessment area.

The MSA is home to a number of large regional institutions competing with BPNA for retail lending and deposit activity. The top five financial institutions account for 68% of the market share.

PERFORMANCE CONTEXT

Demographic Characteristics

Orlando is the lead city of the Orlando-Kissimmee-Sanford, Florida MSA and the MSA is Florida's third-largest metropolitan area. The area encompasses Orange, Osceola, Seminole and Lake Counties. As of the 2000 Census, the MSA has a population of 1.6 million, which is estimated to have increased by 27% according to the July 2007 U.S. Census estimated population count.⁴ As of the 2000 census, the population of Orlando was 185,951 and is estimated to have increased by 23% to 227,907 as of the July 2007 U.S. Census estimate population count. Orlando is the fifth largest city in Florida.

The city of 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. BPNA has offered non-conventional credit products and bilingual banking services in response to these demographics.

The city of Orlando is best known for the many tourist attractions in the area, particularly the nearby Walt Disney World Resort.

⁴ US Census estimates that the population of the MSA is 2,032,496 as of July 2007.

Income Characteristics

The 2007 HUD-adjusted median family income in the Orlando MSA is \$54,900. According to the 2000 Census, there are 428,378 families residing in the MSA, of which 19% are considered low-income, 19% moderate-income, and 8% live below the poverty level. This figure is lower than the 12% of families living below poverty level, overall, in BPNA’s Florida assessment areas.

Housing Characteristics

There are 683,551 total housing units in the Orlando assessment area, of which 61% are owner-occupied, 31% are rental units, and nine percent are vacant units. Of the available owner-occupied units, 0.6% are located in low-income areas and 18% are in moderate-income areas. Orlando area also has a significant amount of foreclosures. In 2007, the amount of foreclosures in Orange County is estimated to have increased six-fold since 2006.⁵

As of 2007, National Association of Realtors (“NAR”) reports that housing prices increased by about seven percent since the prior examination, with the median sales price of an existing single-family home in the MSA at \$261,300 as of 2007. However, as the MSA enters further into recession, housing prices show a downward trend. The median sales price of a single-family home in the MSA declined by 3% from 2006 to 2007. Home ownership nonetheless remains a challenge for low- and moderate- income borrowers as the median housing price for 2007 was about six times the income of a moderate-income family and 10 times the income of a low-income family.

Labor, Employment and Economic Characteristics

The unemployment rate for the MSA increased over the evaluation period, as illustrated in the table below reflecting the downward economic trend.

Tourism is the primary industry of the Orlando area economy, with the city’s wide range of attractions, which includes Disney World, Universal Studios Orlando, and Sea World Orlando. It is estimated that in 2006 47.8 million visitors came to the Orlando area. Tourism accounts for 23% of the jobs in the region, with Disney World Company as the largest employer in the area.⁶

Unemployment Statistics		
Area	2006	2007
Florida	3.4%	4.1%
MSA 36740	3.2%	3.8%

Source: Bureau of Labor Statistics

The area’s economy also includes other industries such as manufacturing, and the film, television, and electronic gaming industries, which are aided by the presence of Universal Studios, Disney-MGM Studios, Full Sail School, the Florida Interactive Entertainment Academy, and other entertainment companies and schools.

Additional demographic data can be found in the assessment area demographic chart below.

⁵According to Default Research, foreclosure amounts in Orange County were 1,824 in 2006, 4,938 in 2007, and 14,737 in 2008. See <http://market.defaultresearch.com/stats/fl>

⁶ Orlando/Orange County Convention and Visitors Bureau, Inc. www.orlandoinfo.com/research/annualreport/index.cfm

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	1,953	1.9	1,687	1.8	202	2.9	64	2.4
Moderate-income	22,540	21.6	20,063	21.1	1,767	25.5	710	26.7
Middle-income	49,159	47.1	44,744	47.2	3,169	45.8	1,246	46.9
Upper-income	30,816	29.5	28,390	29.9	1,788	25.8	638	24.0
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	104,468	100.0	94,884	100.0	6,926	100.0	2,658	100.0
		Percentage of Total Businesses:		90.8		6.6		2.5

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

LENDING TEST

The bank’s performance under the lending test in MSA 36740 was rated high satisfactory.

The data used to evaluate the bank’s performance in the assessment area also appears in the Florida tables of Appendices E and G.

Lending Activity:

BPNA’s lending activity in MSA 36740 was adequate. While BPNA exceeded performance by peer banks BPNA’s lending activity was adequate considering market share activity and an overall small increase in lending volume. Lending activity totaled 952 loans consisting of 194 home purchase, 274 refinance, 91 home improvement and 393 small business loans. BPNA ranks 15th in deposits (market share .98%) compared to 76th in home purchase lending (market share 0.17%), 65th in refinance lending (market share 0.26%), 35th in home improvement lending (market share 0.62%), and 20th in small business lending (market share 0.19%).

Geographic Distribution:

BPNA’s distribution of HMDA-related and small business lending in moderate- income geographies in MSA 36740 (Orlando-Kissimmee-Sanford, FL) during 2007 was good. The bank’s 2006 performance was substantially similar to its 2007 performance. Performance in low-income census tracts was adequate considering the limited opportunities.

The following table summarizes the bank’s performance with respect to each loan product, when compared to the number of owner-occupied housing units and small business establishments in LMI census tracts and to the aggregate performance.

MSA 36740 (Orlando-Kissimmee-Sanford, FL)				
Product	Low-Income Census Tracts		Moderate –Income Census Tracts	
	BPNA Performance	2007 Aggregate Comparison	BPNA Performance	2007 Aggregate Comparison
Home Purchase	ADEQUATE	SIMILAR	GOOD	SLIGHTLY BELOW
Refinance	ADEQUATE	SIMILAR	GOOD	SLIGHTLY BELOW
Home Improvement	ADEQUATE	SIMILAR	GOOD	SIMILAR
Small Business	EXCELLENT	SIGNIFICANTLY ABOVE	GOOD	SLIGHTLY ABOVE

HMDA-Related Geographic Distribution

BPNA’s HMDA-lending performance in low-income geographies was considered adequate when considering that opportunities to lend are limited. Less than 1% of all owner-occupied housing is located in low-income geographies. This is demonstrated by the performance of the aggregate, which had less than 1% of its loans in low-income geographies. BPNA did make any loans in low-income tracts.

The bank’s HMDA-lending in moderate-income geographies was good. The bank made 15%, 17%, and 17% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies. Home purchase lending was slightly below the demographics of the MSA, which has 18% of available owner-occupied housing units in moderate-income geographies, while refinance and home improvement lending were comparable to the demographics. The bank’s HMDA-lending was slightly below the aggregate for home purchase and refinance lending and similar for home improvement lending. The aggregate made 17%, 19%, and 17% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies.

Small Business Geographic Distribution

BPNA’s small business-lending was excellent in low-income geographies and was good in moderate-income geographies. The bank originated 6% and 19% of its small business loans in low- and moderate-income geographies, respectively, compared to 2% of small businesses located in low-income geographies and 22% in moderate-income geographies. BPNA’s small business performance exceeded the aggregate’s lending performance of 1% and 16% of small business loans respectively, in low- and moderate-income geographies.

Distribution by Borrower Income and Revenue Size of the Business:

Borrower Distribution performance in Orlando-Kissimmee-Sanford, FL assessment area was good. The following table summarizes the bank’s performance with respect to each loan product when compared to LMI families and small businesses and compared to aggregate performance.

MSA 36740 (Orlando-Kissimmee-Sanford, FL)				
PRODUCT	Low-income Borrowers		Moderate-income Borrowers	
	Performance	Aggregate Comparison	Performance	Aggregate Comparison
Home Purchase	ADEQUATE	SIGNIFICANTLY ABOVE	GOOD	SLIGHTLY ABOVE
Refinance	ADEQUATE	SIGNIFICANTLY ABOVE	GOOD	ABOVE
Home Improvement	ADEQUATE	ABOVE	GOOD	SIMILAR
	Lending to Businesses with GAR <= \$1 million		Aggregate Comparison	
Small Business	GOOD		SIGNIFICANTLY ABOVE	

Low-income Borrowers

BPNA’s HMDA lending performance to low-income families was adequate. BPNA made 5% of its home purchase, 7% of its refinance, and 7% of its home improvement loans to low-income borrowers while 19% of the families in the MSA are low-income.

BPNA’s performance was significantly above the aggregate for home purchase and refinance lending to low-income borrowers and above the aggregate for home improvement loans to low-income borrowers. The aggregate reported 1%, 4% and 5%, respectively, for home purchase, refinance and home improvement lending.

Moderate-income Borrowers

HMDA-lending performance to moderate-income borrowers was good as 12%, 17%, and 15% of its home purchase, refinance, and home improvement loans went to moderate-income borrowers. By comparison, 19% of the families in this MSA are categorized as moderate-income.

The bank's HMDA-lending performance exceeded the aggregate for home purchase and refinance lending while home improvement lending performance was similar as 7%, 14% and 14% of the aggregate's went to home purchase, refinance and home improvement loans respectively.

Small Business Lending

BPNA provided a good level of lending to small business borrowers with gross annual revenue (GAR) of \$1 million or less. The bank made 81% of its small business loans to these businesses compared to 91% of all businesses having GAR of \$1,000,000 or less.

Performance was significantly above the aggregate, which made 38% to businesses with GAR of \$1 million or less. The bank made 83% of its small business loans in amounts of \$100,000 or less, slightly below the aggregate figure of 97%.

Community Development Lending:

BPNA's community development lending activity in MSA 36740 (Orlando-Kissimmee, FL) was excellent, with 10 loan originations totaling \$15.5 million or 3% of BPNA's community development lending. Performance exceeded the last examination where community development lending totaled \$7 million. Peer comparisons with other large retail banks indicated strong performance by BPNA.

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	7	14,855
Economic Development	0	0
Community Services	3	646
Revitalize and Stabilize	0	0
Totals	10	15,501

Examples of community development initiatives included:

- A \$5 million line of credit to non-profit corporation that development affordable housing throughout Florida.
- A \$209,000 loan to a developer of affordable housing to construct two single family homes in a moderate census tract in Orange County. The homes will be sold to moderate-income borrowers.

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 36740

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank		Aggregate		#	Bank		Aggregate	
%		% \$(000s)	%	% \$(000s)	%		% \$(000s)	%	% \$(000s)	
Home Purchase										
Low	0	0.0%	0.0%	0.4%	0.2%	5	4.6%	1.8%	1.1%	0.6%
Moderate	16	14.8%	11.2%	16.5%	13.0%	13	12.0%	7.1%	6.9%	4.5%
Middle	66	61.1%	56.5%	52.6%	49.7%	30	27.8%	24.1%	17.3%	13.4%
Upper	26	24.1%	32.2%	30.5%	37.1%	53	49.1%	59.8%	56.5%	64.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	7	6.5%	7.2%	18.2%	16.7%
Total	108	100.0%	100.0%	100.0%	100.0%	108	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	0.5%	0.3%	15	6.9%	4.7%	3.6%	1.8%
Moderate	37	17.1%	14.9%	18.9%	14.3%	36	16.6%	13.0%	13.5%	8.9%
Middle	115	53.0%	49.0%	51.5%	48.0%	58	26.7%	24.9%	22.1%	18.1%
Upper	65	30.0%	36.1%	29.1%	37.4%	102	47.0%	53.2%	46.2%	55.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	6	2.8%	4.2%	14.7%	15.4%
Total	217	100.0%	100.0%	100.0%	100.0%	217	100.0%	100.0%	100.0%	100.0%
Home Improvement										
Low	0	0.0%	0.0%	0.6%	0.5%	3	7.3%	1.0%	4.9%	2.7%
Moderate	7	17.1%	6.8%	17.3%	14.3%	6	14.6%	7.7%	14.3%	10.5%
Middle	17	41.5%	27.3%	51.7%	47.4%	8	19.5%	17.5%	24.5%	20.3%
Upper	17	41.5%	66.0%	30.4%	37.7%	24	58.5%	73.9%	52.9%	61.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	3.4%	5.2%
Total	41	100.0%	100.0%	100.0%	100.0%	41	100.0%	100.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	9.2%	1.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	32.5%	33.9%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	45.0%	32.6%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	13.3%	31.8%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDA Totals										
Low	0	0.0%	0.0%	0.5%	0.3%	23	6.3%	3.3%	2.4%	1.1%
Moderate	60	16.4%	12.9%	17.6%	14.1%	55	15.0%	10.3%	10.2%	6.4%
Middle	198	54.1%	51.0%	52.1%	48.4%	96	26.2%	24.2%	19.8%	15.2%
Upper	108	29.5%	36.1%	29.9%	37.1%	179	48.9%	57.0%	51.6%	59.1%
Unknown	0	0.0%	0.0%	0.0%	0.0%	13	3.6%	5.2%	16.0%	18.0%
Total	366	100.0%	100.0%	100.0%	100.0%	366	100.0%	100.0%	100.0%	100.0%
SMALL BUSINESS										
By Tract Income										
	#	Bank		Aggregate			Bank		Aggregate	
		%	% \$(000s)	%	% \$(000s)		%	% \$(000s)	%	% \$(000s)
Low	12	5.5%	7.5%	1.1%	2.0%					
Moderate	42	19.2%	25.0%	16.4%	19.1%					
Middle	101	46.1%	42.2%	45.7%	43.1%					
Upper	64	29.2%	25.2%	35.3%	34.8%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
Tract Unknown	0	0.0%	0.0%	1.6%	1.0%					
Total	219	100.0%	100.0%	100.0%	100.0%					
By Revenue										
\$1 Million or Less	178	81.3%	73.3%	38.3%	37.1%					
By Loan Size										
\$100,000 or less	181	82.6%	29.1%	97.4%	50.8%					
\$100,001-\$250,000	12	5.5%	10.4%	1.2%	11.0%					
\$250,001-\$1 Million	26	11.9%	60.5%	1.4%	38.2%					
Total	219	100.0%	100.0%	100.0%	100.0%					

Originations and Purchases

INVESTMENT TEST

The investment test is rated low satisfactory. BPNA had an adequate level of qualified community development investment activity which included 33 grants in the Orlando MSA totaling \$345,000. Additionally, performance in the Orlando MSA was supported by 6 investments totaling \$4 million made on a statewide basis that benefited affordable housing. Investments were primarily in mortgage-backed securities targeted to LMI borrowers and LMI geographies.

SERVICE TEST

BPNA's overall performance is considered outstanding.

Retail Services: The bank's delivery systems were readily accessible to all portions of the MSA, including LMI areas. The bank has 9 branches in the MSA, of which five, or 56%, 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% of the assessment area population resides in LMI areas.

Alternative delivery systems slightly enhanced the bank's performance in the assessment area. BPNA had 1 off-site ATM located in a moderate-income census tract.

Changes in branch locations during the evaluation period did not adversely affect the accessibility of the bank's delivery systems. The bank did not close any branches in the assessment area during the evaluation period. One branch located in a moderate-income census tract was opened.

The bank's hours and services are tailored to the convenience and needs of its assessment area, including LMI areas. All nine branches in the MSA have either early morning or late evening hours and seven, or 78%, have Saturday hours. In addition, of the five branches in LMI census tracts, three, or 60%, had Saturday hours.

Community Development Services: BPNA provided an adequate level of community development services throughout the assessment area. BPNA provided 30 services, a 38% percent decrease from the previous evaluation period. The level and type provided, includes sponsoring and participating in a significant number of seminars and presentations relating to affordable mortgages.

In addition, BPNA employees served in various capacities for 14 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 or civic organizations. These memberships allowed BPNA to further the missions of these groups by supplying leadership and management experience related to financial and general business matters.

METROPOLITAN AND NONMETROPOLITAN AREAS

(LIMITED REVIEW)

MSA 19660 (Deltona-Daytona Beach-Ormond Beach, FL)

MSA 29460 (Lakeland-Winterhaven, FL)

MSA 45300 (Tampa-St. Petersburg-Clearwater, FL)

MSA 34940 (Naples-Marco Island, FL)

MSA 38940 (Port St. Lucie, FL)

MSA 15980 (Cape Coral-Fort Myers, FL)

The data reviewed, including performance and demographic information, can be found in the State of Florida tables in Appendices D, E, F, and G. Conclusions regarding performance were compared with the overall state rating, which was based on the full-scope assessment area performance. Conclusions follow:

Assessment Area	Lending Test	Investment Test	Service Test
MSA 15980	Consistent	Below	Below
MSA 19660	Consistent	Consistent	Below
MSA 29460	Below	Below	Below
MSA 45300	Consistent	Consistent	Below
MSA 34940	Below	Below	Below
MSA 38940	Below	Below	Below

STATE OF TEXAS

CRA RATING FOR TEXAS: "SATISFACTORY."

The lending test is rated: Low Satisfactory.

The investment test is rated: Low Satisfactory

The service test is rated: High Satisfactory

The major factors supporting the rating include:

- 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;
- Total overall volume of HMDA-related and small business loans demonstrated adequate responsiveness to credit needs in the assessment areas;
- The level of qualified investments was adequate;
- Retail delivery systems were accessible to essentially all geographies and individuals of different income levels in the Texas assessment areas; and,
- Community development lending was very poor in the Texas assessment areas.

SCOPE OF EXAMINATION

Examiners conducted full-scope reviews of the two assessment areas in Texas:

- MSA 26420 (Houston-Sugar Land-Baytown, TX), including Fort Bend and Harris 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.

DESCRIPTION OF OPERATIONS

As shown in the Exhibit on the next page, MSA 26420 (Houston-Sugar Land- Baytown, TX) contains 91% of the bank's deposits and 86% of the bank's branches in Texas. Accordingly, performance in this MSA received significant weight in the overall Texas state rating.

EXHIBIT 6: Summary of Key Assessment Area Data: State of Texas			
	MSA 19100	MSA 26420	Total for Texas
Total Population⁴	4,589,769	3,755,030	8,344,799
Population % of AA population	55%	45%	100%
Families	1,155,085	934,438	2,089,523
Families % of AA families	55%	45%	100%
Total Census Tracts⁴	938	707	1,645
Tracts % AA tracts	57%	43%	100%
LMI tracts	354	291	645
LMI tracts % all AA LMI tracts	55%	45%	100%
Total Owner-Occupied Units⁴	976,946	756,757	1,733,703
Units % of AA units	56%	44%	100%
Business Establishments⁵	249,326	197,026	446,352
Bus. est. % AA bus. est.	56%	44%	100%
Number of Branches¹	1	6	7
Branches % all branches	14%	86%	100%
Branches in LMI tracts	0	5	5
LMI branches % AA LMI branches	0%	100%	100%
Branch Deposits (\$'000s)²	14,599	148,123	162,722
Deposits % AA deposits	9%	91%	100%
Deposit Market Share (%)/ Rank in Mkt.	.01/144	.18/50	.08%/75
Home Purchase Originations³	1,649	1,351	3,000
HP originations % AA orig.	55%	45%	100%
Refinance Originations³	48	50	98
Refi orig. % AA orig.	49%	51%	100%
Home Improvement Originations³	0	46	46
Home Improvement orig. % AA orig.	0%	100%	100%
Small Business Originations³	109	190	299
SB orig. % AA orig.	36%	64%	100%
Combined Loan Totals	1,806	1,637	3,443
% of AA Orig.	52%	48%	100%
(1) Branch numbers are as of 12/31/2007. (2) Branch deposits and deposit market share are from the FDIC as of 6/30/07. (3)Originations are loans reported under HMDA or CRA small business reporting for 2006 and 2007. (4)Demographic information was obtained from the 2000 Census. (5)Business establishments information was reported by D&B for 2008.			

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN TEXAS

LENDING TEST

BPNA's lending performance in Texas was adequate based on poor performance in community development lending in both MSA 26420 (Houston-Sugar Land-Baytown, TX) and MSA 19100 (Dallas-Ft. Worth-Arlington, TX).

Lending Activity: Lending activity showed adequate responsiveness to retail credit needs in MSA 26420 and MSA 19100 when measured in terms of number and dollar amount of HMDA-related and small business loans originated and purchased in each assessment area.

Geographic Distribution: The geographic distribution of HMDA-related and small business loans reflected excellent penetration in MSA 26420 and MSA 19100.

Borrower Distribution: Borrower distribution to LMI borrowers and to businesses of varying sizes in the MSAs was excellent in both MSA 26420 and good in MSA 19100.

Community Development Lending: Community development lending was poor. The bank did not make any community development loans in the State of Texas.

Investment Test: BPNA's overall performance was low satisfactory. Investment activity in MSA 26420 was adequate and reflected an adequate level of qualified investments and grants while investment activity in MSA 19100 was very poor. Additionally, both MSAs benefited from statewide investments in LIHTC's and mortgage-backed securities.

Service Test: BPNA's overall performance under the service test in the Texas assessment area was high satisfactory. This conclusion was based on excellent performance in MSA 26420 and poor performance in MSA 19100.

METROPOLITAN AREA

(FULL REVIEW)

MSA 26420 (HOUSTON-SUGARLAND-BAYTOWN, TX)

DESCRIPTION OF INSTITUTION'S OPERATIONS

All of BPNA's branches in this assessment area are located in Harris County in Houston, Texas, as of December 31, 2007. The six branches represent 86% of the bank's total number of branches in the state of Texas. Of the branches, five or 83% are located in LMI geographies. The branches in this MSA held \$148 million in deposits, representing 91%, of the bank's deposits in the state of Texas as of June 30, 2007. Lending in the MSA represented 48% of small business and HMDA-related loans.

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, 2007 there were 84 insured institutions operating 1,134 banking offices in the assessment area. BPNA ranked 50th in deposit market share, capturing less than 1% of the total \$92.4 billion in MSA deposits.

PERFORMANCE CONTEXT

Demographic Characteristics

BPNA's assessment area within the Houston MSA consists of Harris and Fort Bend counties, the two most highly populated counties of the ten counties that comprise the Houston-Sugarland-Baytown, Texas MSA. Harris and Fort Bend counties have a combined population of 3.8 million. The Houston MSA is the seventh largest metropolitan area in the nation according to the 2000 Census. Houston was the fastest growing city in the United States according to American City Business Journals. The population of the MSA, is centered in the city of Houston, the largest economic and cultural center of Texas, with an estimated population of 2.1 million⁷ and the fourth largest city in the nation.

Income Characteristics

The table to the right lists HUD median family income estimates during the examination period. Of the 934,438 families in the assessment area, 23% are considered low-income, 17% moderate-income, and 11% have incomes below the poverty level. A high level of poverty is noted in low-income tracts, where 34% of the families have incomes below the poverty level. Also, 19% of the families in the moderate-income tracts have incomes below the poverty level.

HUD MEDIAN FAMILY INCOME		
MSA	2006	2007
26420 (Houston-Baytown-Sugarland)	\$60,900	\$57,300

⁷ Estimates of Total Populations of Counties and Places in Texas - Texas State Data Center October 2008

Housing Characteristics

Median Home Sales Prices		
Area	2006	2007*
MSA 26420	\$149,100	\$152,500

Source: National Association of Realtors

Housing costs are shown in the table to the left. Housing costs in relation to family incomes appear affordable for moderate-income families however opportunities for low-income families may be more limited without some sort of assistance.

According to the 2000 Census, there are 1,414,121 housing units in the MSA, of which 54% are owner-occupied units. Only 3% of owner-occupied units are located in low-income tracts and 23% of owner-occupied housing units are located in moderate-income tracts. According to the 2000 Census, the median age of the housing stock is 25 years, indicating possible opportunities for home improvement lending.

Labor, Employment and Economic Characteristics

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.

Unemployment Statistics		
Area	2006	2007
Texas	5.0%	4.4%
MSA 26420	5.0%	4.3%

Additional demographic data can be found on the assessment area demographic chart on the next page.

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	64	9.1	64,589	6.9	22,141	34.3	214,963	23.0
Moderate-income	227	32.1	276,181	29.6	52,590	19.0	162,271	17.4
Middle-income	199	28.1	274,639	29.4	22,685	8.3	174,019	18.6
Upper-income	210	29.7	319,029	34.1	9,416	3.0	383,185	41.0
Unknown-income	7	1.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	707	100.0	934,438	100.0	106,832	11.4	934,438	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	101,950	26,732	3.5	26.2	65,183	63.9	10,035	9.8
Moderate-income	420,715	177,543	23.5	42.2	209,326	49.8	33,846	8.0
Middle-income	430,078	229,692	30.4	53.4	172,843	40.2	27,543	6.4
Upper-income	461,359	322,780	42.7	70.0	112,314	24.3	26,265	5.7
Unknown-income	19	10	0.0	52.6	8	42.1	1	5.3
Total Assessment Area	1,414,121	756,757	100.0	53.5	559,674	39.6	97,690	6.9
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	
Low-income	11,667	5.9	10,387	5.9	902	5.6	378	7.4
Moderate-income	50,599	25.7	44,281	25.2	4,937	30.6	1,381	27.1
Middle-income	53,914	27.4	48,476	27.6	3,984	24.7	1,454	28.5
Upper-income	80,360	40.8	72,305	41.1	6,188	38.4	1,867	36.6
Unknown-income	486	0.2	354	0.2	110	0.7	22	0.4
Total Assessment Area	197,026	100.0	175,803	100.0	16,121	100.0	5,102	100.0
		Percentage of Total Businesses:		89.2		8.2		2.6

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

LENDING TEST

The bank’s performance under the lending test in MSA 26420 was low satisfactory.

Lending Activity:

BPNA’s lending activity in MSA 26420 was adequate based on market share activity, comparison to peer banks, and level of lending activity analysis. Lending activity totaled 1,637 loans consisting of 1,351 home purchase, 50 refinance, 46 home improvement and 190 small business loans. BPNA ranks 50th in deposits (market share 0.18%) compared to 78th in home purchase lending (market share 0.30%), 111th in refinance lending (market share .09%), 56th in home improvement lending (market share.22%) and 38th in small business lending (market share 0.04%). 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 indicate comparable performance among peers. Comparisons to the last

examination indicate that total HMDA and small business loans declined at a 3% rate while aggregate loan volume increased at a 4% rate over the same period.

Geographic Distribution:

BPNA’s distribution of HMDA-related and small business lending in low- and moderate- income geographies in MSA 26420 (Houston-Sugar Land-Baytown) was excellent. The following table summarizes the bank’s performance with respect to each loan product, when compared to the number of owner-occupied housing units and small business establishments in LMI census tracts and to the aggregate performance.

MSA 26420 (Houston-Sugarland-Baytown, TX)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2007 Aggregate Comparison	BPNA Performance	2007 Aggregate Comparison
Home Purchase	GOOD	ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	GOOD	SIGNIFICANTLY ABOVE	GOOD	SIMILAR
Home Improvement	GOOD	ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Small Business	ADEQUATE	SLIGHTLY BELOW	EXCELLENT	SIGNIFICANTLY ABOVE

Hmda-Related Geographic Distribution

BPNA’s HMDA lending in low-income geographies in the MSA was good. During the evaluation period, the bank made 3%, 6%, and 5% of its home purchase, refinance, and home improvement loans, respectively, in low-income geographies. Refinance and home improvement lending compared favorably to the demographics of the MSA, which had 4% available owner-occupied housing units located within low-income geographies, while home purchase lending was slightly below the demographic. The bank’s lending performance exceeded the aggregate, which made 2% of its home purchase and refinance loans and 3% of its home improvement loans, respectively, in low-income geographies.

The bank’s HMDA-lending in moderate-income geographies was excellent. The bank made 32%, 19%, and 90% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies. HMDA-lending significantly exceeded the demographics of the MSA, which has 24% available owner-occupied housing units within moderate-income geographies. The bank’s lending performance also exceeded the aggregate, which made 13%, 19%, and 19% of its home purchase, refinance, and home improvement loans, respectively, in moderate-income geographies.

Small Business Geographic Distribution

Small business-lending in low-income geographies was adequate, while lending in moderate-income geographies was excellent. The bank originated 3% and 40% of its small business loans in low- and moderate-income geographies, respectively. The bank’s small business lending in low-income areas was below the aggregate, which made 4% small business loans in low-income areas. In contrast, the bank’s small business lending in moderate-income geographies significantly exceeded the aggregate, which made 21% small business loans in moderate-income areas. Small business lending in low-income areas was also below the demographics of the assessment area, which shows that 6% of small businesses are in low-income geographies. However, its small business lending in moderate-income areas compared favorably to the proportion of small businesses (26%) that are in moderate-income geographies.

Distribution by Borrower Income and Revenue Size of Business:

Lending performance in the Houston-Sugarland-Baytown, TX assessment area was excellent based on good levels of lending to low- income borrowers and outstanding lending to moderate-income borrowers and good levels of lending to small businesses. The following table summarizes the bank’s performance with respect to each loan product when compared to LMI families and small businesses and compared to aggregate performance.

MSA 26420 (Houston-Sugarland-Baytown, TX)				
Product	Low-income Borrowers		Moderate-income Borrowers	
	Performance	Aggregate Comparison	Performance	Aggregate Comparison
Home Purchase	GOOD	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	ADEQUATE	SLIGHTLY BELOW	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
	Lending to Businesses with GAR <= \$1 million		Aggregate Comparison	
Small Business	GOOD		SIGNIFICANTLY ABOVE	

Low-income Borrowers

BPNA’s HMDA lending performance to low-income borrowers was good. BPNA made 9% of its home purchase, 3% of its refinance, and 32% of its home improvement loans to low-income borrowers while 23% of the families in the MSA are low-income.

BPNA’s performance was significantly above the aggregate for home purchase and home improvement lending to low-income borrowers and slightly below the aggregate for refinance loans. The aggregate reported 2%, 4% and 6%, respectively for home purchase, refinance and home improvement lending.

Moderate-income Borrowers

HMDA-lending performance to moderate-income borrowers was excellent, as the Bank extended 45%, 31% and 32% of its home purchase, refinance and home improvement loans respectively to moderate-income borrowers. In comparison, 17% of the families in this MSA are moderate-income.

The bank's HMDA-lending performance was significantly above the aggregate for all HMDA loan types as the aggregate lenders extended 14% of its home purchase, 14% of its refinance, and 13% of its home improvement loans to moderate-income borrowers.

Small Business Lending

BPNA provided a good level of lending to small business borrowers with gross annual revenue (GAR) of \$1 million or less. The bank made 72% of its small business loans to these businesses, compared to 89% of all businesses having GAR of \$1,000,000 or less. BPNA's performance was significantly above the aggregate, which had 35% of its loans to businesses with GAR of \$1 million or less. The bank made 83% of its small business loans in amounts of \$100,000 or less, below the aggregate figure of 97%.

Community Development Loans:

Community development lending performance was very poor as the bank did not extend any loans during the examination period in this assessment area.

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 26420

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	Aggregate % \$(000s)	Bank %	Aggregate % \$(000s)	#	Bank %	Aggregate % \$(000s)	Bank %	Aggregate % \$(000s)
Home Purchase										
Low	18	2.9%	2.6%	2.1%	2.1%	56	9.2%	6.1%	2.1%	1.2%
Moderate	196	32.0%	26.0%	13.0%	10.3%	273	44.6%	37.7%	13.5%	9.1%
Middle	247	40.4%	38.6%	31.4%	26.0%	165	27.0%	26.8%	21.1%	16.5%
Upper	150	24.5%	32.6%	53.3%	61.5%	117	19.1%	29.4%	49.2%	60.4%
Unknown	1	0.2%	0.2%	0.1%	0.1%	1	0.2%	0.1%	14.1%	12.8%
<i>Total</i>	<i>612</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>612</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Refinance										
Low	2	6.3%	4.5%	2.2%	1.5%	1	3.1%	1.1%	3.5%	1.7%
Moderate	6	18.8%	8.4%	18.5%	12.1%	10	31.3%	15.5%	13.6%	8.1%
Middle	4	12.5%	8.5%	32.6%	26.3%	4	12.5%	10.6%	21.3%	15.3%
Upper	20	62.5%	78.6%	46.6%	60.1%	15	46.9%	67.2%	47.7%	59.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	6.3%	5.5%	13.9%	15.0%
<i>Total</i>	<i>32</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>32</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Home Improvement										
Low	1	5.3%	3.7%	2.9%	1.9%	6	31.6%	15.4%	5.8%	3.1%
Moderate	17	89.5%	92.6%	19.3%	15.8%	6	31.6%	20.6%	13.0%	8.9%
Middle	1	5.3%	3.7%	28.4%	24.3%	4	21.1%	37.5%	19.3%	15.1%
Upper	0	0.0%	0.0%	49.4%	57.9%	2	10.5%	24.3%	60.1%	71.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	5.3%	2.2%	1.8%	1.8%
<i>Total</i>	<i>19</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>19</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
Multi-Family										
Low	0	0.0%	0.0%	14.0%	6.6%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	38.4%	26.9%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	30.5%	31.4%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	17.1%	35.1%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
<i>Total</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>
HMDA Totals										
Low	21	3.2%	2.7%	2.2%	2.2%	63	9.5%	5.7%	2.6%	1.3%
Moderate	219	33.0%	24.6%	14.4%	11.5%	289	43.6%	35.8%	13.5%	8.5%
Middle	252	38.0%	36.1%	31.5%	26.3%	173	26.1%	25.4%	21.0%	15.5%
Upper	170	25.6%	36.4%	51.8%	60.0%	134	20.2%	32.5%	49.3%	57.9%
Unknown	1	0.2%	0.2%	0.1%	0.1%	4	0.6%	0.6%	13.7%	16.8%
<i>Total</i>	<i>663</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>663</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
SMALL BUSINESS										
By Tract Income										
	#	Bank %	Aggregate % \$(000s)	Bank %	Aggregate % \$(000s)					
Low	3	3.4%	1.3%	3.8%	4.5%					
Moderate	35	39.8%	28.2%	20.7%	24.2%					
Middle	29	33.0%	43.3%	26.1%	24.3%					
Upper	21	23.9%	27.2%	47.3%	45.2%					
Unknown	0	0.0%	0.0%	0.2%	0.6%					
Tract Unknown	0	0.0%	0.0%	2.0%	1.3%					
<i>Total</i>	<i>88</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>					
By Revenue										
\$1 Million or Less	63	71.6%	39.2%	35.3%	39.3%					
By Loan Size										
\$100,000 or less	73	83.0%	22.1%	96.5%	45.9%					
\$100,001-\$250,000	7	8.0%	17.2%	1.7%	12.5%					
\$250,001-\$1 Million	8	9.1%	60.7%	1.8%	41.5%					
<i>Total</i>	<i>88</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>					

Originations and Purchases

INVESTMENT TEST

BPNA's investment test performance in MSA 26420 (Houston-Sugarland-Baytown, TX) was low satisfactory. The bank's volume of qualified investments totaled \$167,000. The assessment area also benefited from a \$2 million investment in LIHTC supporting affordable housing initiatives throughout Texas and a \$394,000 investment in a HUD participation certificate that supported economic development activities across Texas.

SERVICE TEST

BPNA's service test performance was outstanding.

Retail Services: The bank's delivery systems were readily accessible to all portions of the MSA, including LMI areas. Overall, BPNA has six branches in this multi-state MSA, of which five, or 83%, are located in LMI areas. This compares very favorably with the 39% of the MSA population residing in LMI areas. There are no off-site ATM locations in this assessment area.

Changes in branch locations during the evaluation period did not adversely affect the accessibility of the bank's 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 are tailored to convenience and needs of its assessment area, including LMI areas. All six branches in the MSA have either early morning or late evening hours and all five of the LMI branches have Saturday hours.

Community Development Services: BPNA provided an adequate level of community development services throughout the assessment area. BPNA provided six services, a 33% decrease from the previous evaluation period. The current activities cover financial literacy.

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

METROPOLITAN AREA

(FULL REVIEW)

MSA 19100 (DALLAS-FORT WORTH-ARLINGTON, TX)

DESCRIPTION OF INSTITUTION'S OPERATIONS

BPNA has a small branch in this assessment area, located in Tarrant County in Arlington, Texas, as of December 31, 2007. The branch held \$15 million in deposits, representing 9%, of the bank's deposits in the state of Texas as of June 30, 2008. Lending in the MSA, however, represented 52%, of small business and HMDA-related loans originated by the bank in Texas.

BPNA competes with a significant number of banks in the Dallas MSA, including nationally recognized banks and large regional banking organizations. As of June 30, 2008 there were 180 insured institutions in the assessment area. BPNA ranked 144th in deposit market share as it captured only 0.01% of the total \$185 billion in MSA deposits.

PERFORMANCE CONTEXT

Demographic Characteristics

BPNA's assessment area within the Dallas MSA consists of portions of two metropolitan divisions, MD 19124 (Dallas-Plano-Irving, TX) including Collin, Dallas, and Denton Counties and MD 23104 (Fort Worth-Arlington, TX) including Tarrant County. The assessment area includes the most populous counties in the north Texas area known as the Metroplex.

According to the 2000 Census, the population of the assessment area exceeds 4.6 million with 3.1 million residing in the Dallas MD and 1.5 million in the Fort Worth MD. Approximately 38% of the MSA assessment area families resides in LMI geographies. Thirty-eight percent of the geographies in the assessment area are LMI.

Income Characteristics

The table to the right lists HUD median family income estimates during the examination period. Of the 1,155,085 families in the assessment area, 21% are considered low-income, 18% moderate-income, and 8% have incomes below the poverty level.

HUD MEDIAN FAMILY INCOME		
MD	2006	2007
Dallas	65,500	62,200
Ft. Worth-Arlington	63,400	60,600

Housing Characteristics

Housing costs are shown in the table below. Housing costs in relation to family incomes appear affordable for moderate-income families. However, opportunities for low-income families may be more limited without some sort of assistance.

Median Home Sales Prices		
Area	2006	2007*
MSA 19100	\$149,500	\$150,900

Source: National Association of Realtors

According to the 2000 Census, there are 1,782,910 housing units in the MSA, of which 55% are owner-occupied units. Only 3% of owner-occupied units are located in low-

income tracts and 20% of owner-occupied housing units are located in moderate-income tracts. According to the 2000 Census, the median age of the housing stock is 23 years, indicating possible opportunities for home improvement lending.

Labor, Employment and Economic Characteristics

High Tech companies, manufacturing and service industries have contributed to growth in Dallas, considered the financial hub of the Southwest. The Dallas Fort Worth Metroplex is a major trade center and transportation hub. The Dallas-Fort Worth International Airport is the nation's third busiest and a major economic engine for the region. Major employers include American Airlines, Lockheed Martin, Texas Instruments, Wal-Mart, Texas Health Resources and Baylor Health Care Systems. Overall economic conditions in the assessment area are strong reflecting the low and declining unemployment rates. Additional demographic data can be found on the assessment area demographic chart on the next page.

Unemployment Statistics		
Area	2006	2007
Texas	5.0%	4.4%
MSA 19100	4.8%	4.3%

Assessment Area Demographics								
Assessment Area : MSA 19100								
Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	86	9.2	74,541	6.5	22,527	30.2	236,789	20.5
Moderate-income	268	28.6	282,651	24.5	42,796	15.1	206,298	17.9
Middle-income	297	31.7	390,949	33.8	21,619	5.5	235,192	20.4
Upper-income	283	30.2	406,944	35.2	8,476	2.1	476,806	41.3
Unknown-income	4	0.4	0	0.0	0	0.0	0	0.0
Total Assessment Area	938	100.0	1,155,085	100.0	95,418	8.3	1,155,085	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	126,129	30,743	3.1	24.4	83,419	66.1	11,967	9.5
Moderate-income	448,990	193,720	19.8	43.1	228,122	50.8	27,148	6.0
Middle-income	630,306	339,227	34.7	53.8	258,577	41.0	32,502	5.2
Upper-income	577,469	413,256	42.3	71.6	135,284	23.4	28,929	5.0
Unknown-income	16	0	0.0	0.0	10	62.5	6	37.5
Total Assessment Area	1,782,910	976,946	100.0	54.8	705,412	39.6	100,552	5.6
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
	#	%	#	%	#	%	#	%
Low-income	12,040	4.8	10,699	4.8	886	4.7	455	7.0
Moderate-income	61,215	24.6	53,192	23.8	6,131	32.4	1,892	29.0
Middle-income	83,075	33.3	74,680	33.4	6,252	33.0	2,143	32.9
Upper-income	91,305	36.6	83,986	37.5	5,332	28.2	1,987	30.5
Unknown-income	1,691	0.7	1,323	0.6	327	1.7	41	0.6
Total Assessment Area	249,326	100.0	223,880	100.0	18,928	100.0	6,518	100.0
	Percentage of Total Businesses:			89.8		7.6		2.6

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 19100 (DALLAS-FT. WORTH-ARLINGTON, TX)

LENDING TEST

The bank’s performance under the lending test in MSA 19100 was low satisfactory.

The data used to evaluate the bank’s performance in the assessment area appears in Exhibit 15 on page BB90 and on the Texas table in Appendix E for community development lending.

Lending Activity:

BPNA’s lending activity in MSA 19100 was adequate based on market share activity, comparison to peer banks, and level of lending activity analysis. Lending activity totaled 1,806 loans consisting of 1,649 home purchase, 48 refinance, and 109 small business loans. BPNA ranks 144th in deposits (market share 0.01%) compared to 48th in home purchase lending (market share 0.39%), 141st in refinance lending (market share .06%), 56th in small business lending (market share 0.02 percent). Peer comparisons indicate comparable performance among

peers. Comparisons to the last examination indicate that total HMDA and small business loans declined at a 2% rate while aggregate loan volume increased at a 11% rate over the same period. The bank did not offer a home improvement loan product in this MSA.

Geographic Distribution:

BPNA’s distribution of HMDA-related and small business lending in low- and moderate- income geographies in MSA 19100 (Dallas-Fort Worth-Arlington, TX) was excellent.

The following table summarizes the bank’s performance 2007 with respect to each loan product, when compared to the number of owner-occupied housing units and small business establishments in LMI census tracts and to the aggregate performance.

MSA 19100 (Dallas-Fort Worth-Arlington, TX)				
Product	Low-Income Census Tracts		Moderate -Income Census Tracts	
	BPNA Performance	2007 Aggregate Comparison	BPNA Performance	2007 Aggregate Comparison
Home Purchase	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	POOR	SIGNIFICANTLY BELOW	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	N/A	N/A	N/A	N/A
Small Business	POOR	BELOW	GOOD	SIGNIFICANTLY ABOVE

HMDA-Related Geographic Distribution

BPNA’s home purchase lending in low-income geographies in MSA 19100 was excellent, while its refinance lending was poor. The bank made 3% of its home purchase loans in low-income geographies but did not originate any refinance loans in low-income geographies. Home purchase lending compared favorably to the demographics of the MSA, which had 3% available owner-occupied housing units located within low-income geographies, while refinance lending fell below the demographics. Home purchase lending performance exceeded the aggregate; while refinance lending fell below the aggregate. The aggregate made 2% of both home purchase and refinance loans, respectively, in low-income geographies.

The bank’s home purchase and refinance lending in moderate-income geographies was excellent. The bank made 41% and 43% of its home purchase and refinance loans, respectively, in moderate-income geographies. Home purchase and refinance lending significantly exceeded the demographics of the MSA, which has 20% of the available owner-occupied housing units within moderate-income geographies. Likewise, BPNA’s home purchase and refinance lending exceeded the aggregate, which made 11% and 13% of its home purchase and refinance loans, respectively, in moderate-income geographies.

Small Business Geographic Distribution

Small business-lending in low-income geographies was poor, while lending in moderate-income geographies was good. The bank did not originate any small business loans in low-income geographies while the aggregate made 3% of its small business loans in low-income geographies. However, the bank made 16% of its small business loans in moderate-income geographies, which was slightly below the aggregate, which made 19% of its small business loans in moderate-income areas. The bank’s small business lending in low- and moderate-income areas was below the demographics of the assessment area, which has 5% of small businesses in low-income geographies and 24% in moderate-income geographies.

Distribution by Borrower Income and Revenue Size of Business:

Lending performance in the Dallas-Fort Worth-Arlington, TX assessment area provided excellent levels of lending to low- and moderate-income borrowers and small businesses. The following table summarizes the bank’s performance with respect to each loan product when compared to LMI families and small businesses and compared to aggregate performance.

MSA (19100) Dallas-Fort Worth-Arlington, TX				
Product	Low-income Borrowers		Moderate-income Borrowers	
	Performance	Aggregate Comparison	Performance	Aggregate Comparison
Home Purchase	EXCELLENT	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Refinance	GOOD	SIGNIFICANTLY ABOVE	EXCELLENT	SIGNIFICANTLY ABOVE
Home Improvement	N/A	N/A	N/A	N/A
	Lending to Businesses with GAR <= \$1 million		Aggregate Comparison	
Small Business	GOOD		SIGNIFICANTLY ABOVE	

Low-income Borrowers

BPNA's HMDA lending performance to low-income borrowers was excellent. BPNA made 22% of its home purchase and 14% of its refinance loans to low-income borrowers, while 21% of the families in the MSA are low-income. BPNA's performance for home purchase and refinance loans to low-income borrowers was significantly above the aggregate's 5% and 4% for home purchase and refinance loans respectively.

Moderate-income Borrowers

HMDA-lending performance to moderate-income borrowers was excellent, as the Bank extended 50% and 23% of its home purchase and refinance loans to moderate-income borrowers. In comparison, 18% of the families in the MSA are moderate-income. The bank's HMDA-lending performance was significantly above the aggregate for both home purchase and refinance loans, as the aggregate extended 16% of its home purchase and 13% of its refinance loans to moderate-income borrowers.

Small Business Lending

BPNA provided a good level of lending to small business borrowers with gross annual revenue (GAR) of \$1 million or less. The bank made 82% of its small business loans to these businesses, significantly greater than the aggregate's performance of 39%, while 90% of businesses in the MSA had GAR of \$1,000,000 or less. The bank made 42% of its small business loans in amounts of \$100,000 or less, which was below the aggregate's figure of 97%. The average loan size was \$214,306.

Community Development Loans:

Community development lending performance was very poor as the bank did not extend any loans during the examination period in this assessment area.

Exhibit 15
2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 19100

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	Aggregate % \$(000s)	%	Aggregate % \$(000s)	#	Bank %	Aggregate % \$(000s)	%	Aggregate % \$(000s)
Home Purchase										
Low	22	2.9%	2.2%	1.6%	1.1%	172	22.4%	16.1%	4.5%	2.3%
Moderate	311	40.5%	33.0%	11.1%	7.1%	380	49.5%	45.2%	15.9%	10.7%
Middle	293	38.2%	38.7%	35.6%	29.4%	122	15.9%	18.6%	20.1%	16.2%
Upper	141	18.4%	26.1%	51.7%	62.2%	93	12.1%	20.1%	46.2%	58.4%
Unknown	0	0.0%	0.0%	0.0%	0.1%	0	0.0%	0.0%	13.4%	12.4%
Total	767	100.0%	100.0%	100.0%	100.0%	767	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	1.7%	1.0%	5	14.3%	6.9%	4.0%	1.7%
Moderate	15	42.9%	26.6%	13.3%	7.5%	8	22.9%	14.5%	13.2%	7.5%
Middle	9	25.7%	18.7%	32.8%	25.8%	10	28.6%	23.6%	18.9%	13.4%
Upper	11	31.4%	54.7%	52.2%	65.7%	12	34.3%	55.0%	48.2%	61.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	15.8%	15.9%
Total	35	100.0%	100.0%	100.0%	100.0%	35	100.0%	100.0%	100.0%	100.0%
Home Improvement										
Low	0	0.0%	0.0%	2.2%	1.4%	0	0.0%	0.0%	5.8%	3.0%
Moderate	0	0.0%	0.0%	14.5%	10.4%	0	0.0%	0.0%	13.8%	8.5%
Middle	0	0.0%	0.0%	31.3%	25.5%	0	0.0%	0.0%	17.7%	12.3%
Upper	0	0.0%	0.0%	52.1%	62.7%	0	0.0%	0.0%	58.0%	70.1%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	4.7%	6.2%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	18.2%	7.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	39.5%	25.1%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	27.1%	36.5%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	15.2%	30.6%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDA Totals										
Low	22	2.7%	2.1%	1.7%	1.4%	177	22.1%	15.6%	4.4%	2.1%
Moderate	326	40.6%	32.7%	11.8%	8.0%	388	48.4%	43.4%	15.2%	9.4%
Middle	302	37.7%	37.5%	34.8%	28.9%	132	16.5%	18.9%	19.7%	14.8%
Upper	152	19.0%	27.7%	51.8%	61.6%	105	13.1%	22.1%	47.0%	56.7%
Unknown	0	0.0%	0.0%	0.0%	0.1%	0	0.0%	0.0%	13.7%	17.0%
Total	802	100.0%	100.0%	100.0%	100.0%	802	100.0%	100.0%	100.0%	100.0%
SMALL BUSINESS										
By Tract Income										
	#	Bank %	Aggregate % \$(000s)	%	Aggregate % \$(000s)					
Low	0	0.0%	0.0%	2.9%	3.5%					
Moderate	8	16.3%	22.0%	18.6%	25.2%					
Middle	16	32.7%	29.0%	30.4%	29.4%					
Upper	25	51.0%	49.0%	45.5%	39.9%					
Unknown	0	0.0%	0.0%	0.3%	0.6%					
Tract Unknown	0	0.0%	0.0%	2.3%	1.4%					
Total	49	100.0%	100.0%	100.0%	100.0%					
By Revenue										
\$1 Million or Less	40	81.6%	62.6%	39.2%	40.0%					
By Loan Size										
\$100,000 or Less	21	42.9%	5.8%	96.7%	47.9%					
\$100,001-\$250,000	12	24.5%	21.1%	1.6%	12.1%					
\$250,001-\$1 Million	16	32.7%	73.1%	1.7%	40.1%					
Total	49	100.0%	100.0%	100.0%	100.0%					

Originations and Purchases

INVESTMENT TEST

BPNA's investment performance in MSA 19100 (Dallas-Fort Worth-Arlington, TX) was very poor. The bank did not make any qualified investments or donations in the MSA. The MSA did, however, benefit from a \$2 million investment in LIHTC supporting affordable housing initiatives on a statewide basis in Texas and a \$394,000 statewide investment in a HUD participation certificate that supported economic development activities across Texas.

SERVICE TEST

BPNA service performance in MSA 19100 was poor due the lack of any community development services in the assessment area. Delivery systems were reasonably accessible.

Retail Services: The bank's delivery systems were reasonably accessible to limited portions of the bank's assessment area, including LMI areas. The bank has one branch in the MSA located in a middle-income census tract that is adjacent to a moderate-income area. According to the 2000 U.S. Census data, 35 percent of the MSA's population resides in LMI areas. There are no off-site ATM locations in this assessment area.

Changes in branch locations during the evaluation period did not adversely affect the accessibility of the bank's 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 did not vary in a way that inconveniences the assessment area. The branch had early morning or late evening hours but was not open on Saturdays.

Community Development Services: BPNA did not provide any community development services in this assessment area.

CRA APPENDIX A
SCOPE OF EXAMINATION

BANCO POPULAR NORTH AMERICA			
TIME PERIOD REVIEWED		January 1, 2006-December 31, 2007	
FINANCIAL INSTITUTION			PRODUCTS REVIEWED
Banco Popular North America* 9600 West Bryn Mawr Rosemont, Illinois 60018			<ul style="list-style-type: none"> • Home purchase • Multifamily • Refinancings • Home Improvement • Small business • Community Development
AFFILIATE(S)	AFFILIATE RELATIONS		PRODUCTS REVIEWED
Banco Popular National Association, Florida	Holding Company subsidiary		<ul style="list-style-type: none"> • Home Purchase • Refinancings • Home Improvement
E Loan Inc.	Bank subsidiary		<ul style="list-style-type: none"> • Purchase • Refinancings • Home Improvement
* Branch Examined			

CRA APPENDIX B

Summary of State and Multistate MSA Ratings

State or Multistate Metropolitan Area	Lending Test Rating	Investment Test Rating	Service Test Rating	Overall State Rating
MSA 35620	High Satisfactory	Low Satisfactory	Outstanding	Satisfactory
California	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
Illinois	High Satisfactory	Low Satisfactory	Outstanding	Satisfactory
Florida	High Satisfactory	Low Satisfactory	Outstanding	Satisfactory
Texas	Low Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory

CRA APPENDIX C

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: 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: 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.

CRA APPENDIX D

SUMMARY OF BRANCH LOCATIONS				
	Total Branches	Total Branches in LMI Tracts	% of Branches in LMI Tracts	% of Pop. in LMI Tract
ASSESSMENT AREA				
MSA 35620 (NY-Northern NJ-Long Island, NY-NJ-PA)	47	32	68%	44%
STATE OF CALIFORNIA				
MSA 31100 (Los Angeles-Long Beach- Santa Ana, CA)	37	18	49%	37%
MSA 40140 (Riverside-San Bernardino-Ontario, CA)	11	2	18%	32%
MSA 41740 (San Diego-Carlsbad-San Marcos, CA)	2	1	50%	32%
STATE OF CALIFORNIA TOTAL	50	21	42%	35%
STATE OF ILLINOIS				
MSA 16980 (Chicago-Joliet-Naperville, IL, ID, WI)	21	12	57%	34%
STATE OF ILLINOIS TOTAL	21	12	57%	34%
STATE OF FLORIDA				
MSA 33100 (Miami-Ft. Lauderdale-Pompano Beach, FL)	13	4	31%	32%
MSA 36740 (Orlando-Kissimmee-Sanford, FL)	9	5	56%	24%
MSA 19660 (Deltona-Daytona Beach-Ormond Beach, FL)	1	0	0%	16%
MSA 29420 (Lakeland, FL)	0	0	0%	20%
MSA 45300 (Tampa-St. Petersburg-Clearwater, FL)	0	0	0%	23%
MSA 34940 (Naples-Marco Island, FL)	0	0	0%	26%
MSA 38940 (Port St. Lucie, FL)	0	0	0%	21%
MSA 15980 (Cape Coral-Fort Myers, FL)	0	0	0%	19%
STATE OF FLORIDA TOTAL	23	9	39%	27%
STATE OF TEXAS				
MSA 26420 (Houston-Sugarland-Baytown, TX)	6	5	83%	39%
MSA 19100 (Dallas-Ft. Worth-Arlington, TX)	1	0	0%	35%
STATE OF TEXAS TOTAL	7	5	71%	37%
TOTAL BRANCHES	148	79	57%	36%

CRA APPENDIX E

Banco Popular North America										
Community Development Lending Summary										
Assessment Area	#	Affordable Housing (\$000s)	#	Community Services (\$000s)	#	Economic Development (\$000s)	#	Revitalize and Stabilize (\$000s)	#	Total (\$000s)
New York-Northern New Jersey-Long Island										
MSA 35620	42	113,614	59	60,602	9	16,296	13	14,836	123	205,348
Statewide	0	0	0	0	0	0	0	0	0	0
Outside AA	1	177	0	0	1	399	0	0	2	576
	43	113,791	59	60,602	10	16,695	13	14,836	125	205,924
California										
MSA 31100	152	125,949	2	100	1	752	0	0	155	126,801
MSA 40140	15	11,713	1	1,000	0	0	0	0	16	12,713
MSA 41740	37	33,765	0	0	0	0	0	0	37	33,765
Statewide	0	0	0	0	0	0	0	0	0	0
Outside AA	4	6,620	0	0	0	0	0	0	4	6,620
	208	178,047	3	1,100	1	752	0	0	212	179,899
Illinois										
MSA 16980	71	48,507	5	22,601	3	325	5	9,213	84	80,646
Statewide	0	0	0	0	0	0	0	0	0	0
Outside AA	1	615	0	0	0	0	0	0	1	615
	72	49,122	5	22,601	3	325	5	9,213	85	81,261
Florida										
MSA 36740	7	14,855	3	646	0	0	0	0	10	15,501
MSA 33100	16	36,673	0	0	0	0	2	18,704	18	55,377
MSA 19660	0	0	0	0	0	0	0	0	0	0
MSA 29460	1	405	0	0	0	0	0	0	1	405
MSA 45300	2	3,880	0	0	0	0	0	0	2	3,880
MSA 34940	0	0	0	0	0	0	0	0	0	0
MSA 38940	0	0	0	0	0	0	0	0	0	0
MSA 15980	0	0	0	0	0	0	0	0	0	0
Statewide	0	0	0	0	0	0	0	0	0	0
Outside AA	0	0	0	0	0	0	0	0	0	0
	26	55,813	3	646	0	0	2	18,704	31	75,163
Texas										
MSA 26420	0	0	0	0	0	0	0	0	0	0
MSA 19100	0	0	0	0	0	0	0	0	0	0
Statewide	0	0	0	0	0	0	0	0	0	0
Outside AA	0	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0	0
Total Community Development Loans	349	396,773	70	84,949	14	17,772	20	42,753	453	542,247

CRA APPENDIX F

Banco Popular North America										
Qualified Investments Summary										
Assessment Area	#	Affordable Housing (\$000s)	#	Community Services (\$000s)	#	Economic Development (\$000s)	#	Revitalize and Stabilize (\$000s)	#	Total (\$000s)
New York-Northern New Jersey-Long Island										
MSA 35620	9	544	74	721	6	33	0	0	89	1,298
Statewide	7	5,697	0	0	1	394	0	0	8	6,091
Outside AA	0	0	1	12	0	0	0	0	1	12
	16	6,241	75	732	7	427	0	0	98	7,401
California										
MSA 31100	0	0	41	378	5	509	0	0	46	887
MSA 40140	0	0	1	0	0	0	0	0	1	0
MSA 41740	0	0	2	7	0	0	0	0	2	7
Statewide	4	3,785	1	100	1	394	0	0	6	4,279
Outside AA	0	0	2	10	0	0	0	0	2	10
	4	3,785	47	496	6	903	0	0	57	5,184
Illinois										
MSA 16980	1	250	78	727	8	256	2	10	89	1,243
Statewide	2	2,948	0	0	0	0	0	0	2	2,948
Outside AA	0	0	0	0	0	0	0	0	0	0
	3	3,198	78	727	8	256	2	10	91	4,191
Florida										
MSA 36740	1	25	24	213	8	107	0	0	33	345
MSA 33100	2	50	10	197	1	15	0	0	13	262
MSA 19660	0	0	3	7	0	0	0	0	3	7
MSA 29460	0	0	0	0	0	0	0	0	0	0
MSA 45300	2	20	0	0	0	0	0	0	2	20
MSA 34940	0	0	0	0	0	0	0	0	0	0
MSA 38940	0	0	0	0	0	0	0	0	0	0
MSA 15980	0	0	0	0	0	0	0	0	0	0
Statewide	4	3,510	1	100	1	394	0	0	6	4,004
Outside AA	0	0	1	10	0	0	0	0	1	10
	9	3,605	39	526	10	516	0	0	58	4,647
Texas										
MSA 26420	0	0	24	166	1	2	0	0	25	167
MSA 19100	0	0	0	0	0	0	0	0	0	0
Statewide	1	2,151	0	0	1	394	0	0	2	2,545
Outside AA	0	0	0	0	0	0	0	0	0	0
	1	2,151	24	166	2	396	0	0	27	2,712
Other Geographies	0	0	6	40	2	18	1	18	9	76
Total Qualified Investments	33	18,980	269	2,688	35	2,515	3	28	340	24,211

APPENDIX G
State of California - Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 40140

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	% \$(000s)	Aggregate %	Aggregate % \$(000s)	#	Bank %	% \$(000s)	Aggregate %	Aggregate % \$(000s)
	Home Purchase									
Low	0	0.0%	0.0%	1.1%	0.8%	0	0.0%	0.0%	0.5%	0.2%
Moderate	19	15.4%	11.4%	20.8%	17.3%	6	4.9%	3.8%	2.8%	1.5%
Middle	48	39.0%	36.2%	45.1%	42.5%	21	17.1%	15.4%	11.1%	8.4%
Upper	56	45.5%	52.4%	33.0%	39.4%	96	78.0%	80.8%	67.6%	72.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	18.0%	17.0%
Total	123	100.0%	100.0%	100.0%	100.0%	123	100.0%	100.0%	100.0%	100.0%
	Refinance									
Low	1	0.3%	0.6%	1.7%	1.3%	7	2.0%	1.2%	1.4%	0.7%
Moderate	41	11.5%	11.9%	19.9%	16.4%	26	7.3%	7.2%	6.7%	4.1%
Middle	161	45.4%	42.2%	45.7%	42.9%	76	21.4%	22.6%	17.3%	13.9%
Upper	152	42.8%	45.3%	32.6%	39.4%	244	68.7%	66.9%	56.4%	62.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	0.6%	2.0%	18.1%	18.3%
Total	355	100.0%	100.0%	100.0%	100.0%	355	100.0%	100.0%	100.0%	100.0%
	Home Improvement									
Low	0	0.0%	0.0%	1.6%	1.5%	1	1.3%	1.2%	3.3%	2.2%
Moderate	11	14.3%	7.3%	20.3%	17.9%	4	5.2%	3.9%	9.0%	6.1%
Middle	33	42.9%	49.1%	46.0%	43.3%	15	19.5%	21.9%	19.9%	16.4%
Upper	33	42.9%	43.6%	32.1%	37.3%	57	74.0%	73.0%	59.8%	65.1%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	8.0%	10.3%
Total	77	100.0%	100.0%	100.0%	100.0%	77	100.0%	100.0%	100.0%	100.0%
	Multi-Family									
Low	0	0.0%	0.0%	12.4%	6.7%	0	0.0%	0.0%	0.0%	0.0%
Moderate	4	100.0%	100.0%	44.6%	42.6%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	35.8%	41.1%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	7.2%	9.6%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	4	100.0%	100.0%	100.0%	100.0%
Total	4	100.0%	100.0%	100.0%	100.0%	4	100.0%	100.0%	100.0%	100.0%
	HMDA Totals									
Low	1	0.2%	0.3%	1.5%	1.2%	8	1.4%	0.8%	1.2%	0.6%
Moderate	75	13.4%	14.6%	20.3%	17.2%	36	6.4%	5.7%	5.4%	3.2%
Middle	242	43.3%	39.5%	45.5%	42.7%	112	20.0%	19.6%	15.2%	11.8%
Upper	241	43.1%	45.6%	32.7%	38.9%	397	71.0%	69.1%	60.6%	65.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	6	1.1%	4.8%	17.5%	18.6%
Total	559	100.0%	100.0%	100.0%	100.0%	559	100.0%	100.0%	100.0%	100.0%
	SMALL BUSINESS									
	By Tract Income					By Borrower Income				
	#	Bank %	% \$(000s)	Aggregate %	Aggregate % \$(000s)	#	Bank %	% \$(000s)	Aggregate %	Aggregate % \$(000s)
Low	7	2.6%	1.6%	1.9%	2.3%					
Moderate	56	20.8%	22.8%	21.3%	25.3%					
Middle	112	41.6%	44.8%	38.9%	38.8%					
Upper	94	34.9%	30.9%	35.0%	31.2%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
Tract Unknown	0	0.0%	0.0%	3.0%	2.4%					
Total	269	100.0%	100.0%	100.0%	100.0%					
	By Revenue					By Loan Size				
\$1 Million or Less	216	80.3%	65.6%	42.1%	42.9%					
\$100,000 or less	252	93.7%	54.9%	98.0%	57.1%					
\$100,001-\$250,000	4	1.5%	5.6%	0.9%	8.3%					
\$250,001-\$1 Million	13	4.8%	39.5%	1.1%	34.6%					
Total	269	100.0%	100.0%	100.0%	100.0%					

Originations and Purchases

APPENDIX G

State of California - Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table

Assessment Area: MSA 41740

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Home Purchase										
Low	4	2.4%	0.8%	4.8%	3.4%	0	0.0%	0.0%	0.5%	0.2%
Moderate	35	20.7%	18.4%	14.3%	9.8%	6	3.6%	2.3%	4.5%	2.1%
Middle	56	33.1%	28.2%	36.2%	30.6%	27	16.0%	13.3%	13.1%	8.6%
Upper	74	43.8%	52.6%	44.7%	56.2%	136	80.5%	84.3%	66.8%	74.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	15.1%	14.7%
Total	169	100.0%	100.0%	100.0%	100.0%	169	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	5	3.3%	1.8%	4.1%	3.2%	1	0.7%	0.9%	1.3%	0.6%
Moderate	14	9.2%	6.0%	14.3%	11.1%	6	3.9%	2.8%	5.8%	3.2%
Middle	68	44.4%	42.3%	40.9%	35.4%	26	17.0%	19.8%	16.0%	11.5%
Upper	66	43.1%	50.0%	40.6%	50.2%	117	76.5%	68.3%	58.2%	65.4%
Unknown	0	0.0%	0.0%	0.0%	0.0%	3	2.0%	8.3%	18.6%	19.4%
Total	153	100.0%	100.0%	100.0%	100.0%	153	100.0%	100.0%	100.0%	100.0%
Home Improvement										
Low	0	0.0%	0.0%	3.6%	3.1%	0	0.0%	0.0%	2.9%	1.3%
Moderate	1	3.8%	11.5%	14.5%	12.1%	1	3.8%	1.6%	8.6%	4.4%
Middle	14	53.8%	58.6%	42.3%	36.4%	6	23.1%	33.5%	19.7%	13.7%
Upper	11	42.3%	29.9%	39.5%	48.4%	19	73.1%	64.8%	60.0%	69.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	8.8%	10.9%
Total	26	100.0%	100.0%	100.0%	100.0%	26	100.0%	100.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	21.7%	11.9%	0	0.0%	0.0%	0.0%	0.0%
Moderate	4	66.7%	61.5%	39.1%	39.3%	0	0.0%	0.0%	0.0%	0.0%
Middle	2	33.3%	38.5%	34.5%	36.1%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	4.7%	12.7%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	6	100.0%	100.0%	100.0%	100.0%
Total	6	100.0%	100.0%	100.0%	100.0%	6	100.0%	100.0%	100.0%	100.0%
HMDA Totals										
Low	9	2.5%	1.0%	4.5%	3.6%	1	0.3%	0.3%	1.1%	0.4%
Moderate	54	15.3%	17.5%	14.5%	11.6%	13	3.7%	2.3%	5.4%	2.7%
Middle	140	39.5%	34.5%	39.2%	33.7%	59	16.7%	15.1%	14.9%	10.1%
Upper	151	42.7%	47.0%	41.8%	51.1%	272	76.8%	72.2%	61.0%	66.6%
Unknown	0	0.0%	0.0%	0.0%	0.0%	9	2.5%	10.2%	17.5%	20.1%
Total	354	100.0%	100.0%	100.0%	100.0%	354	100.0%	100.0%	100.0%	100.0%
SMALL BUSINESS										
By Tract Income										
		Bank			Aggregate					
	#	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	
Low	1	2.3%		10.3%		3.6%		4.0%		
Moderate	15	34.9%		21.7%		16.8%		19.1%		
Middle	7	16.3%		13.2%		35.4%		34.3%		
Upper	20	46.5%		54.9%		41.7%		40.3%		
Unknown	0	0.0%		0.0%		0.0%		0.0%		
Tract Unknown	0	0.0%		0.0%		2.5%		2.3%		
Total	43	100.0%		100.0%		100.0%		100.0%		
By Revenue										
\$1 Million or Less	31		72.1%		53.8%		41.1%		41.7%	
By Loan Size										
\$100,000 or less	28		65.1%		13.0%		97.8%		60.8%	
\$100,001-\$250,000	5		11.6%		13.8%		1.1%		9.8%	
\$250,001-\$1 Million	10		23.3%		73.1%		1.0%		29.5%	
Total	43		100.0%		100.0%		100.0%		100.0%	

Originations and Purchases

APPENDIX G
State of Florida - Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 15980

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	% \$(000s)	Aggregate %	% \$(000s)	#	Bank %	% \$(000s)	Aggregate %	% \$(000s)
	Home Purchase									
Low	0	0.0%	0.0%	0.6%	0.3%	0	0.0%	0.0%	1.2%	0.6%
Moderate	9	23.7%	18.7%	10.0%	7.8%	5	13.2%	8.9%	5.9%	3.4%
Middle	27	71.1%	72.3%	64.6%	55.9%	12	31.6%	29.0%	14.0%	9.6%
Upper	2	5.3%	9.0%	24.9%	36.0%	21	55.3%	62.1%	59.1%	66.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	19.7%	19.6%
Total	38	100.0%	100.0%	100.0%	100.0%	38	100.0%	100.0%	100.0%	100.0%
	Refinance									
Low	0	0.0%	0.0%	0.7%	0.3%	0	0.0%	0.0%	2.2%	0.9%
Moderate	5	14.7%	14.0%	8.5%	5.8%	5	14.7%	9.2%	8.8%	5.1%
Middle	25	73.5%	68.4%	70.1%	64.0%	8	23.5%	14.5%	16.9%	12.4%
Upper	4	11.8%	17.6%	20.7%	29.9%	21	61.8%	76.4%	51.3%	59.1%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	20.7%	22.5%
Total	34	100.0%	100.0%	100.0%	100.0%	34	100.0%	100.0%	100.0%	100.0%
	Home Improvement									
Low	0	0.0%	0.0%	1.0%	0.7%	0	0.0%	0.0%	4.1%	2.1%
Moderate	0	0.0%	0.0%	10.8%	7.5%	0	0.0%	0.0%	11.8%	8.2%
Middle	2	50.0%	59.7%	70.9%	64.5%	0	0.0%	0.0%	21.2%	15.1%
Upper	2	50.0%	40.3%	17.3%	27.3%	4	100.0%	100.0%	57.7%	68.2%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	5.2%	6.5%
Total	4	100.0%	100.0%	100.0%	100.0%	4	100.0%	100.0%	100.0%	100.0%
	Multi-Family									
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	29.3%	56.6%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	56.1%	25.6%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	14.6%	17.8%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
	HMDA Totals									
Low	0	0.0%	0.0%	0.6%	0.3%	0	0.0%	0.0%	1.8%	0.8%
Moderate	14	18.4%	16.4%	9.3%	7.7%	10	13.2%	8.8%	7.5%	4.2%
Middle	54	71.1%	70.4%	67.4%	59.3%	20	26.3%	22.4%	15.6%	10.8%
Upper	8	10.5%	13.3%	22.7%	32.8%	46	60.5%	68.8%	55.3%	62.2%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	19.8%	22.0%
Total	76	100.0%	100.0%	100.0%	100.0%	76	100.0%	100.0%	100.0%	100.0%
	SMALL BUSINESS									
	By Tract Income									
	#	Bank %	% \$(000s)	%	Aggregate %	%	% \$(000s)			
Low	0	0.0%	0.0%	0.6%	0.6%	1.4%				
Moderate	0	0.0%	0.0%	10.7%	13.7%					
Middle	7	70.0%	43.8%	60.0%	54.6%					
Upper	3	30.0%	56.2%	27.1%	29.3%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
Tract Unknown	0	0.0%	0.0%	1.6%	1.0%					
Total	10	100.0%	100.0%	100.0%	100.0%					
	By Revenue									
\$1 Million or Less	2	20.0%	10.4%	39.0%	39.3%					
	By Loan Size									
\$100,000 or less	3	30.0%	1.5%	97.1%	46.8%					
\$100,001-\$250,000	2	20.0%	9.7%	1.3%	10.6%					
\$250,001-\$1 Million	5	50.0%	88.8%	1.7%	42.7%					
Total	10	100.0%	100.0%	100.0%	100.0%					

Originations and Purchases

APPENDIX G
State of Florida - Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 19660

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
	Home Purchase									
Low	0	0.0%	0.0%	0.4%	0.2%	1	5.6%	2.5%	1.4%	0.7%
Moderate	1	5.6%	4.3%	8.0%	5.6%	4	22.2%	18.3%	10.4%	6.5%
Middle	17	94.4%	95.7%	69.8%	66.6%	7	38.9%	32.9%	19.6%	14.7%
Upper	0	0.0%	0.0%	21.8%	27.6%	6	33.3%	46.3%	53.7%	63.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	14.9%	14.7%
Total	18	100.0%	100.0%	100.0%	100.0%	18	100.0%	100.0%	100.0%	100.0%
	Refinance									
Low	0	0.0%	0.0%	0.4%	0.2%	0	0.0%	0.0%	4.1%	2.2%
Moderate	2	4.3%	1.3%	9.4%	7.0%	10	21.7%	17.2%	14.5%	9.7%
Middle	37	80.4%	83.0%	74.6%	71.8%	12	26.1%	29.8%	22.2%	18.5%
Upper	7	15.2%	15.7%	15.7%	21.0%	22	47.8%	48.7%	45.2%	54.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	4.3%	4.3%	14.0%	15.1%
Total	46	100.0%	100.0%	100.0%	100.0%	46	100.0%	100.0%	100.0%	100.0%
	Home Improvement									
Low	0	0.0%	0.0%	0.7%	0.6%	1	12.5%	2.1%	4.3%	2.4%
Moderate	1	12.5%	21.3%	9.4%	8.5%	1	12.5%	18.6%	17.0%	13.1%
Middle	7	87.5%	78.7%	76.9%	75.9%	1	12.5%	5.9%	24.1%	21.4%
Upper	0	0.0%	0.0%	13.0%	14.9%	5	62.5%	73.4%	50.6%	58.1%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	4.0%	4.9%
Total	8	100.0%	100.0%	100.0%	100.0%	8	100.0%	100.0%	100.0%	100.0%
	Multi-Family									
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	47.8%	53.8%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	47.8%	45.7%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	4.3%	0.5%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
	HMDA Totals									
Low	0	0.0%	0.0%	0.4%	0.2%	2	2.8%	0.7%	3.0%	1.5%
Moderate	4	5.6%	2.6%	8.9%	7.4%	15	20.8%	17.5%	13.0%	8.2%
Middle	61	84.7%	86.3%	72.8%	69.2%	20	27.8%	30.1%	21.3%	16.6%
Upper	7	9.7%	11.1%	17.9%	23.3%	33	45.8%	48.6%	48.8%	57.4%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	2.8%	3.1%	13.9%	16.3%
Total	72	100.0%	100.0%	100.0%	100.0%	72	100.0%	100.0%	100.0%	100.0%
	SMALL BUSINESS									
	By Tract Income					By Revenue				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.9%	1.2%
Moderate	4	25.0%	25.0%	30.3%	30.3%	4	25.0%	14.0%	14.0%	20.2%
Middle	9	56.3%	56.3%	48.5%	48.5%	9	56.3%	63.2%	63.2%	56.6%
Upper	3	18.8%	18.8%	21.2%	21.2%	3	18.8%	20.1%	20.1%	21.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Tract Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	1.8%	1.0%
Total	16	100.0%	100.0%	100.0%	100.0%	16	100.0%	100.0%	100.0%	100.0%
\$1 Million or Less	12	75.0%	75.0%	48.0%	48.0%	12	75.0%	40.7%	40.7%	41.6%
\$100,000 or less	8	50.0%	50.0%	6.1%	6.1%	8	50.0%	97.5%	97.5%	51.1%
\$100,001-\$250,000	3	18.8%	18.8%	11.5%	11.5%	3	18.8%	1.2%	1.2%	12.1%
\$250,001-\$1 Million	5	31.3%	31.3%	82.4%	82.4%	5	31.3%	1.3%	1.3%	36.8%
Total	16	100.0%	100.0%	100.0%	100.0%	16	100.0%	100.0%	100.0%	100.0%

Originations and Purchases

APPENDIX G
State of Florida - Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 29460

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Home Purchase										
Low	0	0.0%	0.0%	0.1%	0.0%	0	0.0%	0.0%	1.3%	0.5%
Moderate	1	6.7%	12.9%	11.4%	10.1%	1	6.7%	5.5%	8.4%	5.5%
Middle	12	80.0%	71.7%	65.9%	65.5%	5	33.3%	27.2%	20.0%	16.7%
Upper	2	13.3%	15.4%	22.7%	24.4%	9	60.0%	67.3%	56.0%	63.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	14.3%	13.5%
Total	15	100.0%	100.0%	100.0%	100.0%	15	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	0.1%	0.1%	1	3.3%	3.2%	3.5%	1.8%
Moderate	2	6.7%	7.6%	12.1%	9.8%	4	13.3%	8.5%	14.0%	9.5%
Middle	22	73.3%	70.6%	62.3%	61.4%	11	36.7%	33.8%	22.7%	19.3%
Upper	6	20.0%	21.7%	25.4%	28.7%	13	43.3%	49.5%	47.1%	56.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	3.3%	5.0%	12.7%	13.4%
Total	30	100.0%	100.0%	100.0%	100.0%	30	100.0%	100.0%	100.0%	100.0%
Home Improvement										
Low	0	0.0%	0.0%	0.2%	0.1%	0	0.0%	0.0%	5.9%	3.2%
Moderate	0	0.0%	0.0%	11.4%	9.8%	0	0.0%	0.0%	15.1%	10.8%
Middle	4	100.0%	100.0%	60.4%	58.7%	1	25.0%	10.6%	23.8%	21.3%
Upper	0	0.0%	0.0%	28.0%	31.4%	3	75.0%	89.4%	52.6%	60.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	2.7%	3.9%
Total	4	100.0%	100.0%	100.0%	100.0%	4	100.0%	100.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	30.8%	12.4%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	59.0%	86.3%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	10.3%	1.3%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDA Totals										
Low	0	0.0%	0.0%	0.1%	0.1%	1	2.0%	1.9%	2.6%	1.2%
Moderate	3	6.1%	9.3%	11.7%	10.0%	5	10.2%	7.0%	11.4%	7.4%
Middle	38	77.6%	72.2%	63.9%	63.6%	17	34.7%	30.5%	21.5%	17.9%
Upper	8	16.3%	18.5%	24.3%	26.3%	25	51.0%	57.6%	51.6%	59.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	2.0%	3.0%	12.9%	13.9%
Total	49	100.0%	100.0%	100.0%	100.0%	49	100.0%	100.0%	100.0%	100.0%
SMALL BUSINESS										
By Tract Income										
	#	Bank			Aggregate					
		%	% \$(000s)		%	% \$(000s)				
Low	0	0.0%	0.0%		0.3%	0.5%				
Moderate	2	18.2%	17.8%		18.5%	25.2%				
Middle	7	63.6%	45.4%		53.2%	53.1%				
Upper	2	18.2%	36.8%		24.7%	19.8%				
Unknown	0	0.0%	0.0%		0.0%	0.0%				
Tract Unknown	0	0.0%	0.0%		3.3%	1.5%				
Total	11	100.0%	100.0%		100.0%	100.0%				
By Revenue										
\$1 Million or Less	11	100.0%	100.0%		37.2%	37.0%				
By Loan Size										
\$100,000 or less	7	63.6%	12.9%		96.7%	44.2%				
\$100,001-\$250,000	1	9.1%	7.7%		1.5%	12.7%				
\$250,001-\$1 Million	3	27.3%	79.4%		1.7%	43.1%				
Total	11	100.0%	100.0%		100.0%	100.0%				

Originations and Purchases

APPENDIX G
State of Florida – Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 34940

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	% \$(000s)	Aggregate %	% \$(000s)	#	Bank %	% \$(000s)	Aggregate %	% \$(000s)
	Home Purchase									
Low	0	0.0%	0.0%	2.2%	1.2%	1	14.3%	5.3%	0.8%	0.4%
Moderate	1	14.3%	2.8%	14.2%	11.1%	0	0.0%	0.0%	4.2%	1.9%
Middle	1	14.3%	5.1%	53.1%	46.0%	0	0.0%	0.0%	9.2%	5.2%
Upper	5	71.4%	92.1%	30.5%	41.8%	6	85.7%	94.7%	66.2%	73.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	19.6%	18.7%
Total	7	100.0%	100.0%	100.0%	100.0%	7	100.0%	100.0%	100.0%	100.0%
	Refinance									
Low	0	0.0%	0.0%	1.2%	0.6%	0	0.0%	0.0%	1.8%	0.7%
Moderate	1	7.7%	11.7%	14.7%	10.6%	2	15.4%	16.0%	9.6%	4.9%
Middle	9	69.2%	71.1%	53.2%	45.9%	2	15.4%	16.9%	17.7%	11.6%
Upper	3	23.1%	17.2%	31.0%	42.9%	9	69.2%	67.1%	53.5%	63.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	17.4%	19.1%
Total	13	100.0%	100.0%	100.0%	100.0%	13	100.0%	100.0%	100.0%	100.0%
	Home Improvement									
Low	0	0.0%	0.0%	2.9%	0.5%	0	0.0%	0.0%	3.0%	0.8%
Moderate	1	100.0%	100.0%	19.5%	13.6%	0	0.0%	0.0%	14.6%	7.3%
Middle	0	0.0%	0.0%	55.2%	49.4%	0	0.0%	0.0%	26.8%	18.4%
Upper	0	0.0%	0.0%	22.4%	36.6%	1	100.0%	100.0%	47.0%	63.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	8.5%	10.5%
Total	1	100.0%	100.0%	100.0%	100.0%	1	100.0%	100.0%	100.0%	100.0%
	Multi-Family									
Low	0	0.0%	0.0%	23.5%	38.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	23.5%	3.1%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	29.4%	48.9%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	23.5%	9.2%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
	HMDA Totals									
Low	0	0.0%	0.0%	1.7%	1.2%	1	4.8%	2.2%	1.4%	0.5%
Moderate	3	14.3%	8.9%	14.6%	10.8%	2	9.5%	9.2%	7.3%	3.4%
Middle	10	47.6%	43.1%	53.2%	46.0%	2	9.5%	9.8%	14.1%	8.5%
Upper	8	38.1%	48.0%	30.5%	42.0%	16	76.2%	78.8%	59.0%	68.2%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	18.2%	19.3%
Total	21	100.0%	100.0%	100.0%	100.0%	21	100.0%	100.0%	100.0%	100.0%
	SMALL BUSINESS									
	By Tract Income									
	#	Bank %	% \$(000s)	Aggregate %	% \$(000s)					
Low	0	0.0%	0.0%	0.0%	1.2%					
Moderate	0	0.0%	0.0%	0.0%	9.1%					
Middle	4	57.1%	60.7%	45.7%	39.3%					
Upper	3	42.9%	39.3%	42.9%	51.0%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
Tract Unknown	0	0.0%	0.0%	1.1%	0.6%					
Total	7	100.0%	100.0%	100.0%	100.0%					
	By Revenue									
\$1 Million or Less	4	57.1%	74.0%	34.6%	37.3%					
	By Loan Size									
\$100,000 or less	4	57.1%	18.0%	96.6%	43.4%					
\$100,001-\$250,000	1	14.3%	16.0%	1.5%	11.7%					
\$250,001-\$1 Million	2	28.6%	65.9%	1.9%	44.9%					
Total	7	100.0%	100.0%	100.0%	100.0%					

Originations and Purchases

APPENDIX G
State of Florida – Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 38940

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	% \$(000s)	%	% \$(000s)	#	Bank %	% \$(000s)	%	% \$(000s)
	Home Purchase									
Low	0	0.0%	0.0%	0.7%	0.3%	1	9.1%	4.7%	1.2%	0.5%
Moderate	0	0.0%	0.0%	9.6%	7.6%	0	0.0%	0.0%	6.5%	3.9%
Middle	10	90.9%	92.8%	75.0%	69.5%	4	36.4%	29.9%	16.0%	12.2%
Upper	1	9.1%	7.2%	14.8%	22.6%	6	54.5%	65.4%	56.9%	64.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	19.4%	19.0%
Total	11	100.0%	100.0%	100.0%	100.0%	11	100.0%	100.0%	100.0%	100.0%
	Refinance									
Low	0	0.0%	0.0%	1.3%	0.7%	0	0.0%	0.0%	2.9%	1.5%
Moderate	0	0.0%	0.0%	9.0%	6.9%	3	15.8%	10.1%	11.2%	6.6%
Middle	15	78.9%	85.2%	71.3%	64.7%	5	26.3%	33.3%	19.1%	14.4%
Upper	4	21.1%	14.8%	18.4%	27.7%	11	57.9%	56.6%	49.5%	59.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	17.3%	18.0%
Total	19	100.0%	100.0%	100.0%	100.0%	19	100.0%	100.0%	100.0%	100.0%
	Home Improvement									
Low	1	50.0%	11.0%	1.7%	1.4%	0	0.0%	0.0%	6.3%	2.7%
Moderate	0	0.0%	0.0%	10.0%	8.0%	0	0.0%	0.0%	15.7%	9.7%
Middle	0	0.0%	0.0%	73.0%	65.3%	1	50.0%	11.0%	24.9%	20.5%
Upper	1	50.0%	89.0%	15.2%	25.4%	1	50.0%	89.0%	49.3%	61.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	3.9%	5.8%
Total	2	100.0%	100.0%	100.0%	100.0%	2	100.0%	100.0%	100.0%	100.0%
	Multi-Family									
Low	0	0.0%	0.0%	20.0%	11.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	30.0%	64.2%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	40.0%	20.8%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	10.0%	4.0%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
	HMDA Totals									
Low	1	3.1%	0.5%	1.0%	0.6%	1	3.1%	1.9%	2.3%	1.0%
Moderate	0	0.0%	0.0%	9.3%	7.8%	3	9.4%	5.4%	9.2%	5.3%
Middle	25	78.1%	84.1%	73.1%	66.7%	10	31.3%	30.8%	17.9%	13.3%
Upper	6	18.8%	15.3%	16.6%	24.9%	18	56.3%	61.8%	52.9%	61.4%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	17.7%	19.0%
Total	32	100.0%	100.0%	100.0%	100.0%	32	100.0%	100.0%	100.0%	100.0%
	SMALL BUSINESS									
	By Tract Income									
	#	Bank %	% \$(000s)	%	% \$(000s)	#	Bank %	% \$(000s)	%	% \$(000s)
Low	0	0.0%	0.0%	0.0%	0.0%				1.5%	2.0%
Moderate	0	0.0%	0.0%	0.0%	0.0%				16.8%	26.9%
Middle	5	55.6%	55.6%	38.9%	38.9%				56.2%	46.1%
Upper	4	44.4%	44.4%	61.1%	61.1%				24.0%	23.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%				0.0%	0.0%
Tract Unknown	0	0.0%	0.0%	0.0%	0.0%				1.4%	1.0%
Total	9	100.0%	100.0%	100.0%	100.0%				100.0%	100.0%
	By Revenue									
\$1 Million or Less	6	66.7%	66.7%	36.7%	36.7%				38.1%	39.4%
	By Loan Size									
\$100,000 or less	7	77.8%	77.8%	23.3%	23.3%				97.7%	50.2%
\$100,001-\$250,000	1	11.1%	11.1%	27.2%	27.2%				1.1%	11.5%
\$250,001-\$1 Million	1	11.1%	11.1%	49.4%	49.4%				1.2%	38.3%
Total	9	100.0%	100.0%	100.0%	100.0%				100.0%	100.0%

Originations and Purchases

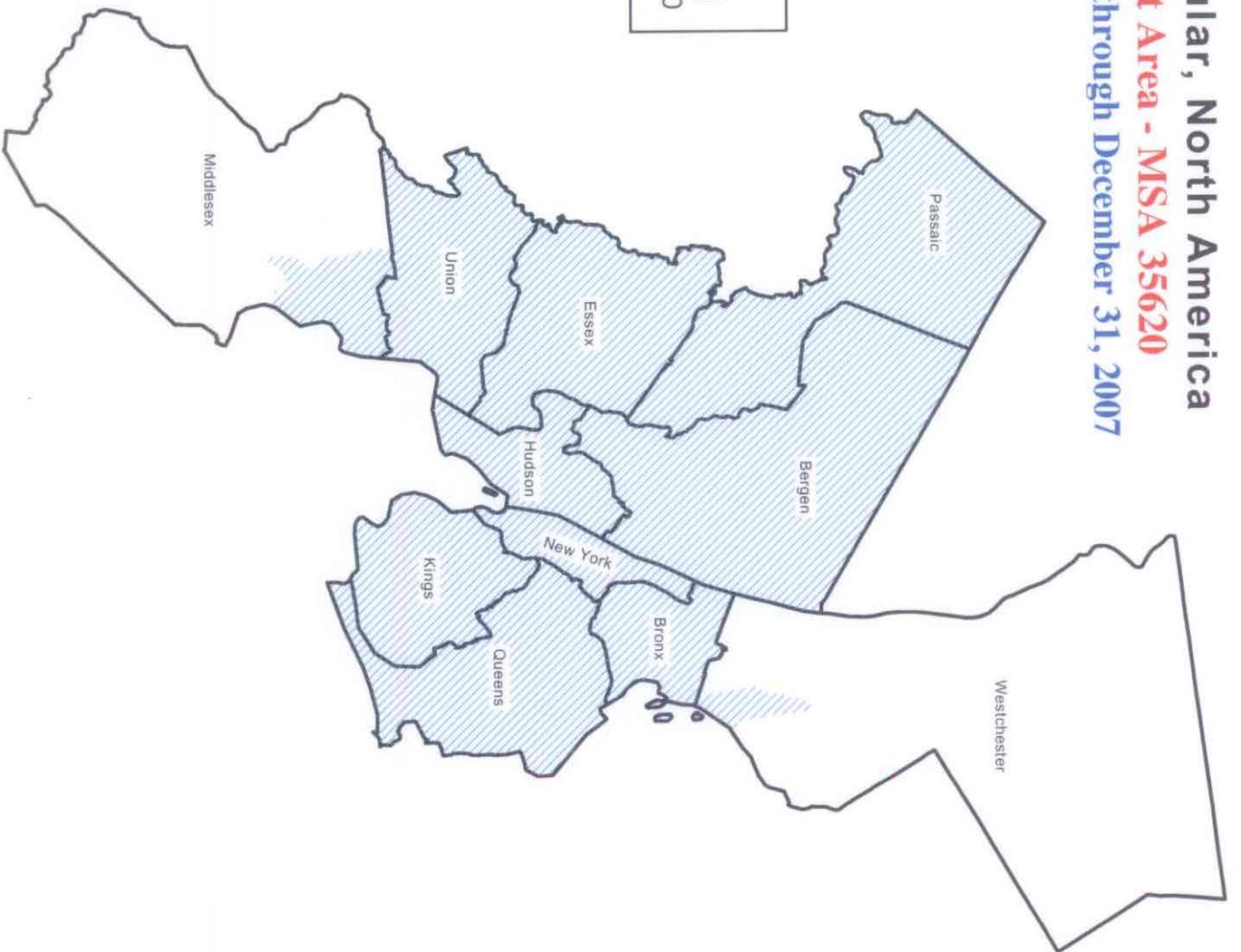
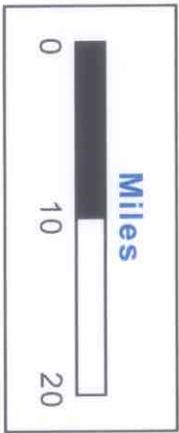
APPENDIX G
State of Florida – Limited Scope Assessment Areas

2007 Aggregate Comparison Loan Distribution Table
Assessment Area: MSA 45300

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
Home Purchase										
Low	0	0.0%	0.0%	1.9%	1.3%	0	0.0%	0.0%	1.4%	0.7%
Moderate	14	23.3%	16.4%	18.0%	14.4%	9	15.0%	8.0%	10.4%	6.3%
Middle	26	43.3%	40.7%	42.3%	37.2%	18	30.0%	21.9%	18.0%	13.2%
Upper	20	33.3%	42.9%	37.8%	47.0%	31	51.7%	60.4%	54.6%	64.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	3.3%	9.7%	15.6%	14.9%
Total	60	100.0%	100.0%	100.0%	100.0%	60	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	1.7%	1.1%	4	3.5%	2.1%	3.3%	1.6%
Moderate	11	9.6%	6.9%	17.8%	13.2%	19	16.5%	13.2%	14.5%	9.4%
Middle	50	43.5%	39.2%	44.7%	39.9%	32	27.8%	27.9%	20.9%	16.6%
Upper	54	47.0%	53.9%	35.9%	45.8%	60	52.2%	56.8%	46.1%	56.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	15.3%	16.1%
Total	115	100.0%	100.0%	100.0%	100.0%	115	100.0%	100.0%	100.0%	100.0%
Home Improvement										
Low	0	0.0%	0.0%	1.5%	1.3%	1	9.1%	4.7%	4.9%	2.6%
Moderate	1	9.1%	3.0%	16.7%	14.3%	0	0.0%	0.0%	15.9%	10.9%
Middle	5	45.5%	25.5%	47.0%	42.0%	4	36.4%	22.5%	23.2%	17.8%
Upper	5	45.5%	71.5%	34.8%	42.4%	6	54.5%	72.8%	51.9%	62.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	4.0%	6.0%
Total	11	100.0%	100.0%	100.0%	100.0%	11	100.0%	100.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	10.1%	11.6%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	29.8%	35.2%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	47.5%	31.8%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	12.6%	21.4%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDA Totals										
Low	0	0.0%	0.0%	1.8%	1.5%	5	2.7%	1.2%	2.6%	1.2%
Moderate	26	14.0%	11.0%	17.8%	14.4%	28	15.1%	10.4%	12.8%	7.8%
Middle	81	43.5%	39.4%	43.8%	38.5%	54	29.0%	25.1%	19.7%	14.7%
Upper	79	42.5%	49.6%	36.6%	45.5%	97	52.2%	58.9%	49.9%	58.6%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	1.1%	4.3%	14.9%	17.7%
Total	186	100.0%	100.0%	100.0%	100.0%	186	100.0%	100.0%	100.0%	100.0%
SMALL BUSINESS										
By Tract Income										
		Bank		Aggregate					Aggregate	
	#	%	% \$(000s)	%	% \$(000s)	%	%	% \$(000s)	%	% \$(000s)
Low	0		0.0%		0.0%			1.5%		2.4%
Moderate	20		37.7%		31.8%			17.9%		22.4%
Middle	17		32.1%		37.7%			41.3%		39.1%
Upper	16		30.2%		30.5%			37.8%		35.2%
Unknown	0		0.0%		0.0%			0.0%		0.0%
Tract Unknown	0		0.0%		0.0%			1.5%		0.8%
Total	53		100.0%		100.0%			100.0%		100.0%
By Revenue										
\$1 Million or Less	43		81.1%		79.8%			38.4%		37.2%
By Loan Size										
\$100,000 or less	25		47.2%		8.3%			97.1%		49.4%
\$100,001-\$250,000	10		18.9%		19.0%			1.3%		11.6%
\$250,001-\$1 Million	18		34.0%		72.8%			1.5%		39.0%
Total	53		100.0%		100.0%			100.0%		100.0%

Originations and Purchases

Banco Popular, North America
Assessment Area - MSA 35620
January 1, 2006 through December 31, 2007



Banco Popular, North America

Assessment Area - California

January 1, 2006 through December 31, 2007



Banco Popular, North America

Assessment Area - Illinois

January 1, 2006 through December 31, 2007



Legend

- County
- Assessment Area

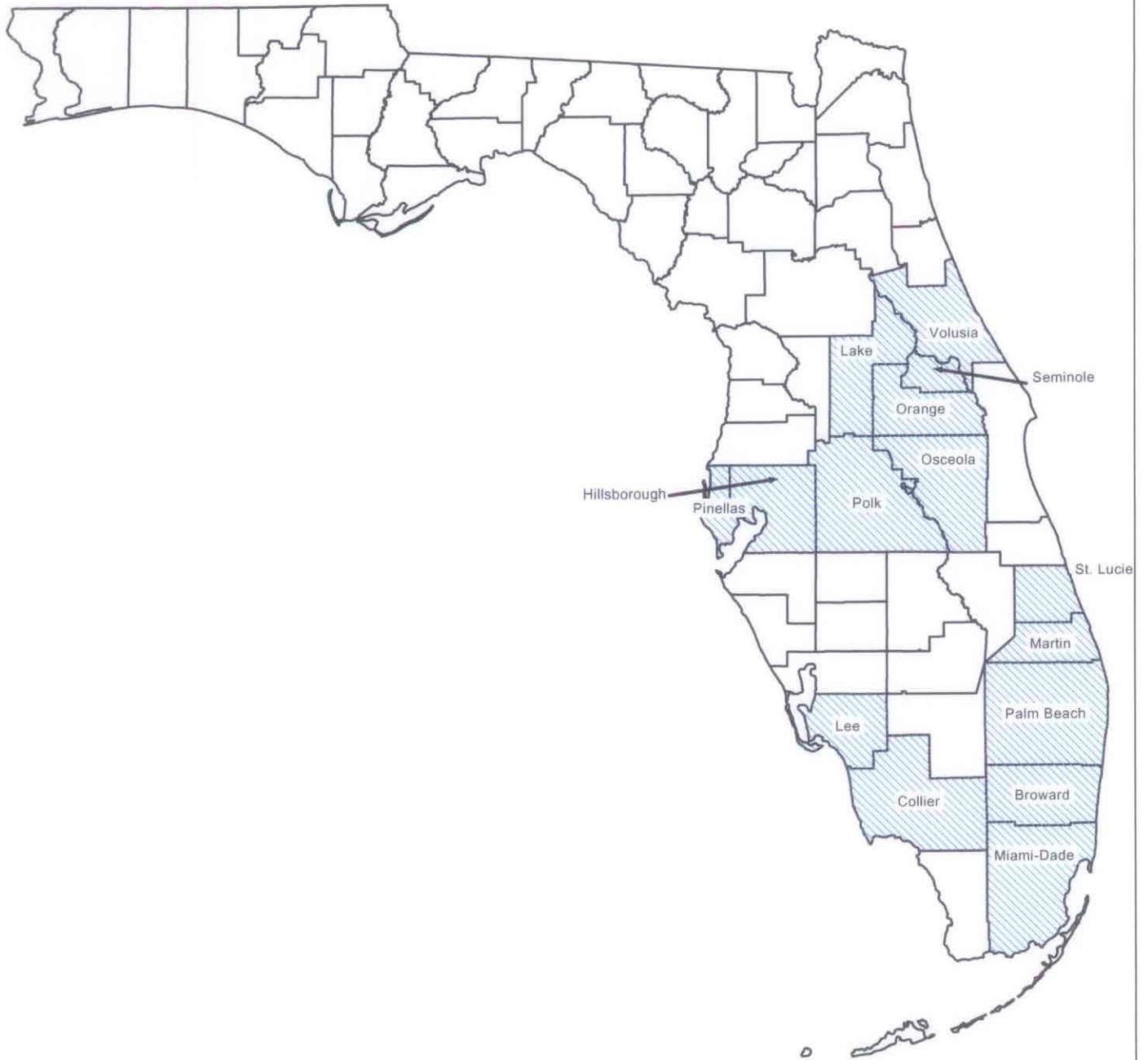
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0 20 40

Banco Popular, North America

Assessment Area - Florida

January 1, 2006 through December 31, 2007



Legend

- County
- Assessment Area



Banco Popular, North America

Assessment Area - Texas

January 1, 2006 - December 31, 2007

Legend



County



Assessment Area

