

PUBLIC DISCLOSURE

October 28, 2002

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**Banco Popular North America
RSSD No. 2736291**

**7 West 51st Street
New York, New York 10019**

Federal Reserve Bank of New York

**33 Liberty Street
New York, New York 10045**

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

TABLE OF CONTENTS

Institution Rating.....	BB1
Institution's CRA Rating.....	BB1
Table of Performance Test Ratings.....	BB1
Summary of Major Factors Supporting Rating.....	BB1
Institution.....	BB2
Description of Institution.....	BB2
Scope of Examination.....	BB4
Conclusions With Respect to Performance Tests	BB6
Multistate Metropolitan Area	
CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA) Rating	
.....	BB11
Scope of Examination.....	BB11
Description of Institution's Operations in CMSA 5602.....	BB11
Conclusions With Respect to Performance Tests	BB17
State	
Illinois State Rating.....	BB25
Scope of Examination.....	BB25
Description of Institution's Operations in Illinois.....	BB25
Conclusions With Respect to Performance Tests	BB29
State	
California State Rating.....	BB35
Scope of Examination.....	BB35
Description of Institution's Operations in California.....	BB36
California Metropolitan Area (Full Review)	
Description of Institution's Operations in CMSA 4472 (Los Angeles-Riverside-Orange County, CA).....	BB37
Conclusions With Respect to Performance Tests	BB39
California Metropolitan Area (Limited Review)	
MSA 7320 (San Diego, CA).....	BB44
State	
Florida State Rating.....	BB45
Scope of Examination.....	BB45
Description of Institution's Operations in Florida	BB45

Florida Metropolitan Area (Full Review)	
Description of Institution’s Operations in MSA 5960 (Orlando, FL).....	BB47
Conclusions With Respect to Performance Tests	BB49
Florida Metropolitan Areas (Limited Review)	
MSA 2020 (Daytona, FL) and PMSA 5000 (Miami, FL).....	BB53
State	
Texas State Rating.....	BB54
Scope of Examination.....	BB54
Description of Institution’s Operations in Texas	BB54
Texas Metropolitan Area (Full Review)	BB57
Description of Institution’s Operations in CMSA 3362 (Houston-Galveston- Brazoria, TX)	BB57
Conclusions With Respect to Performance Tests	BB59
Texas Metropolitan Area (Limited Review)	
MSA 0840 (Beaumont-Port Arthur, TX)	BB64
Exhibits	
Exhibit 1 – Summary of Lending Activity (Banco Popular and Affiliates).....	BB6
Exhibit 2 – Lending Inside and Outside the Assessment Area	BB7
Exhibit 3 – Loan Volumes 1999-2001 All Full Scope Assessment Areas	BB7
Exhibit 4 – Aggregate Loan Volumes 1999-2001 All Full Scope Assessment Areas	BB8
Exhibit 5 – Assessment Area Demographics CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA)	BB17
Exhibit 6 – Loan Volumes 1999-2001 CMSA 5602 (New York-Northern New Jersey- Long Island, NY-NJ-CT-PA).....	BB18
Exhibit 7 – Aggregate Loan Volumes 1999-2001 2001 CMSA 5602 (New York- Northern New Jersey-Long Island, NY-NJ-CT-PA)	BB18
Exhibit 8 – Assessment Area Demographics PMSA 1600 (Chicago, IL)	BB29
Exhibit 9 – Loan Volumes 1999-2001 PMSA 1600 (Chicago, IL)	BB30
Exhibit 10 – Aggregate Loan Volumes 1999-2001 PMSA 1600 (Chicago, IL).....	BB30
Exhibit 11 – Assessment Area Demographics CMSA 4472 (Los Angeles-Riverside- Orange County, CA)	BB39
Exhibit 12 – Loan Volumes 1999-2001 CMSA 4472 (Los Angeles-Riverside- Orange County, CA)	BB40
Exhibit 13 – Aggregate Loan Volumes 1999-2001 CMSA 4472 (Los Angeles- Riverside-Orange County, CA).....	BB40
Exhibit 14 – Assessment Area Demographics MSA 5960 (Orlando, FL).....	BB49
Exhibit 15 – Loan Volumes 1999-2001 MSA 5960 (Orlando, FL).....	BB50
Exhibit 16 – Aggregate Loan Volumes 1999-2001 MSA 5960 (Orlando, FL)	BB50
Exhibit 17 – Assessment Area Demographics CMSA 3362 (Houston-Galveston- Brazoria, TX)	BB59

Exhibit 18 – Loan Volumes 1999-2001 CMSA 3362 (Houston-Galveston-
Brazoria, TX)BB60

Exhibit 19 – Aggregate Loan Volumes 1999-2001 CMSA 3362 (Houston-Galveston-
Brazoria, TX)BB60

CRA Appendices:

CRA Appendix A: Scope of Examination.....BB65

CRA Appendix B: Summary of Ratings.....BB66

CRA Appendix C: Glossary.....BB67

CRA Appendix D: Core TablesBB70

CRA Appendix E: Assessment Area Maps.....BB119

INSTITUTION RATING

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

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

PERFORMANCE LEVELS	BANCO POPULAR NORTH AMERICA		
	PERFORMANCE TESTS		
	Lending Test*	Investment Test	Service Test
Outstanding		X	X
High Satisfactory			
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.

Major factors supporting the institution's rating follow:

- Total volume of housing-related and small business loans demonstrated adequate responsiveness to credit needs in the bank's assessment areas.
- The geographic distribution of lending was excellent.
- The overall distribution of loans among individuals of different income levels and businesses of different revenue sizes was good.
- Community development lending demonstrated good overall levels of activity.
- The bank had an excellent level of qualified investments.
- Overall, retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank's assessment areas.
- The bank's record of opening and closing branches has improved the accessibility of its delivery systems, particularly in low- and moderate-income ("LMI") geographies and to LMI individuals.

INSTITUTION

DESCRIPTION OF INSTITUTION

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

Created January 1, 1999, BPNA resulted from the merger of multiple banking affiliates in six U.S. states. As of December 31, 2001, the bank had total assets of \$5.6 billion and total domestic deposits of \$4.8 billion. BPNA’s primary lines of business are commercial and retail banking.

BPNA’s domestic deposits are located in 96 branches in six states (New York, New Jersey, Illinois, Florida, Texas and California). The bank’s largest presence is in New York, New Jersey and Illinois with 66 percent of all branches. The bank’s gross loans and leases represent \$4.4 billion or 79 percent of total assets. Its loan portfolio includes commercial and industrial loans of \$1.7 billion and real estate loans of \$2.2 billion, which represent 39 percent and 50 percent, respectively, of total gross loans.

The bank’s retail loan products include residential mortgages, home improvement loans, home equity loans and lines of credit, and direct and indirect consumer loans. Business loan products include commercial loans, commercial real estate lending including multifamily financing, and franchise lending. The bank also specializes in originating taxi medallion loans in New York and Illinois.

Since the previous examination, BPNA merged with Aurora National Bank (“Aurora”), which was located in Aurora, Illinois, approximately 45 miles west of Chicago. As of June 30, 2000, Aurora had total assets of \$123 million, and it operated two branches in Kane County, Illinois. Aurora offered both small business loans and loans reported under the Home Mortgage Disclosure Act (“HMDA”). The merger took place in September 2000.

At this examination, BPNA had five rating areas encompassing nine assessment areas. New York and New Jersey represent a single assessment area as the consolidated metropolitan statistical area (“CMSA”) covers portions of both states and five primary metropolitan statistical areas (“PMSAs”). The assessment areas are:

NEW YORK AND NEW JERSEY

- CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA) consisting of:
 - PMSA 5600 (New York, NY), including Bronx, Kings (Brooklyn), New York, and Queens Counties, and portions of Westchester County.
 - PMSA 5640 (Newark, NJ), including Essex and Union Counties.

- PMSA 3640 (Jersey City, NJ), including Hudson County.
- PMSA 0875 (Bergen-Passaic, NJ), including Bergen and Passaic Counties.
- PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ), including portions of Middlesex County.

STATE OF ILLINOIS

- PMSA 1600 (Chicago, IL), including Cook and DuPage Counties, and portions of Kane County.

STATE OF CALIFORNIA

- CMSA 4472 (Los Angeles-Riverside-Orange County, CA), consisting of:
 - PMSA 4480 (Los Angeles-Long Beach, CA), including Los Angeles County.
 - PMSA 5945 (Orange County, CA), including Orange County.
 - PMSA 6780 (Riverside-San Bernardino, CA), including portions of San Bernardino County.
- MSA 7320 (San Diego, CA), including portions of San Diego County.

STATE OF FLORIDA

- MSA 5960 (Orlando, FL), including Seminole County and portions of Orange and Osceola Counties.
- MSA 2020 (Daytona Beach, FL), including portions of Volusia County.
- PMSA 5000 (Miami, FL), including portions of Miami-Dade County.

STATE OF TEXAS

- CMSA 3362 (Houston-Galveston-Brazoria, TX), consisting of:
 - PMSA 1145 (Brazoria, TX).
 - PMSA 2920 (Galveston-Texas City, TX).
 - PMSA 3360 (Houston, TX).
- MSA 0840 (Beaumont-Port Arthur, TX), including Jefferson, Orange and Hardin Counties.

BPNA's assessment areas are in compliance with the requirements of Section 228.41 of Regulation BB and do not arbitrarily exclude LMI geographies. The maps in Appendix E illustrate the bank's assessment areas in New York, New Jersey, Illinois, California, Florida and Texas.

The bank's previous CRA examination was conducted as of August 21, 2000, at which time BPNA received an overall rating of "outstanding." There are no financial or legal factors that would prevent BPNA from fulfilling its responsibilities under CRA.

SCOPE OF EXAMINATION

BPNA's nine assessment areas were reviewed using the Federal Financial Institutions Examination Council's *Interagency Procedures and Guidelines for Large Retail Institutions*. The evaluation covers BPNA's CRA performance from January 1, 2000, through October 28, 2002. Loan products evaluated include home purchase, refinance, home improvement, multifamily, small business loans and other loans qualifying as community development lending. The mortgage loans included in the evaluation were reported under HMDA. The small business loans evaluated at this examination were reported under CRA.

BPNA management requested that home purchase loans and refinance loans ("refinancings") of its affiliate, Banco Popular, National Association ("N.A."), be considered at this examination. BPNA originated the majority of home purchase loans reviewed at this examination. Of the total number of home purchase loans reviewed, the bank originated 70 percent of such loans; most were originated in the bank's Texas assessment areas. Banco Popular, N.A., originated 76 percent of all refinancings reviewed at this examination.

Home purchase, refinance, home improvement, multifamily and small business loans covered originations from January 1, 2000, through December 31, 2001. Community development loan originations covered the period of April 1, 2000, through October 28, 2002. In addition, bank investments, grants and services qualifying as community development were included in the evaluation and covered the period of July 1, 2000, through October 28, 2002. The accessibility of the bank's branch network and any changes in branch locations were reviewed for the period of January 1, 2000, through October 28, 2002.

For evaluation of the geographic distribution of loans, geographies were classified on the basis of the Census Bureau's 1990 Census income data. Performance was rated based on penetration in LMI geographies, but performance in low- and moderate-income geographies was analyzed separately.

Borrower income levels were determined based on 2000 and 2001 estimated median family income data from the U.S. Department of Housing and Urban Development ("HUD"). Performance in lending to both low- and moderate-income borrowers was analyzed separately. Overall performance was rated with an emphasis on lending to moderate-income borrowers given the performance context issues concerning lending to low-income borrowers.

BPNA's underwriting process for small business loans impacted the borrower characteristics analysis. The bank credit-scores its small business loan applications for loan requests of up to \$250 thousand. The gross annual revenues ("GAR") of such applicants were not a decision factor in the credit-scoring process. As a result, such loans were excluded from portions of the borrower characteristics analysis, which assesses the percentage of the bank's small business lending extended to businesses with GAR of \$1 million or less. CMSA 5602 had a high

percentage of loans to businesses (23 percent) when GAR was not a credit decision factor. In the Illinois assessment area, this figure was low (6 percent).

To conduct a meaningful analysis of either geographic distribution of lending or borrower characteristics, a rated assessment area had to contain sufficient loan volume. Examiners determined that a product category have at least 50 loans for the analyses of geographic distribution and borrower characteristics.

HMDA-related and small business loan performance was compared with the aggregate of all lenders in BPNA's assessment areas reporting real estate loans under HMDA, and small business loans under CRA. For HMDA-related and small business lending, 2000 and 2001 aggregate lending performance was compared with the bank's 2000 and 2001 lending performance.

For each assessment area, the performance of certain loan products in meeting community credit needs was given greater weight than the performance of other loan products when reaching a conclusion on the bank's overall performance for geographic distribution and borrower characteristics. While a comparison of the lending volume of a product with total volume in an assessment area determined the weight of a product's performance in an overall conclusion, these volumes differed by product and assessment area. For details, see each rating area's Table 1 in Appendix D. For example, while home purchase loans amounted to 22 percent of total loans in CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA), home purchase loans were 78 percent of total loans in CMSA 3362 (Houston-Galveston-Brazoria, TX).

BPNA's performance in Illinois and CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA) received the greatest weight in determining the bank's overall rating primarily because of the concentration of deposits, lending and demographics in these assessment areas. Of these two main assessment areas, more significance was placed on performance in the multistate CMSA 5602, which contains a larger concentration of deposits and demographics.

Examiners conducted nine interviews with community contacts during the examination and reviewed eleven community contact forms prepared during other bank examinations by the Federal Reserve Banks of New York, Dallas and San Francisco. Community contacts included local community-based organizations, quasi-government agencies and municipal officials.

As part of the CRA examination, examiners verified the integrity of small business loan data that the bank reported in 2000 and 2001, as well as data reported under HMDA for those years. Errors were found in both HMDA-related and small business loan reporting for both years. Management corrected the data used in this examination. Corrected HMDA-related information was resubmitted to the Federal Reserve Board of Governors. The bank's public file contains corrected HMDA-related and small business loan data for both years.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

LENDING TEST

BPNA's overall record of meeting the credit needs of its assessment areas through its lending performance is rated "low satisfactory."

The tables in Appendix D contain the facts and data used to evaluate the bank's lending test performance in the selected assessment areas. Each rated assessment area has its own set of tables. Lending activity is depicted in the tables labeled number 1, geographic distribution in Tables 2-7, and borrower characteristics are depicted in Tables 8-11.

Lending Activity: Considering its capacity to meet the credit needs of the community and overall market conditions, BPNA's responsiveness to the retail credit needs of its assessment areas was adequate when measured in terms of the number of HMDA-related and small business loans originated or purchased ("lending activity").

The low satisfactory rating reflects adequate lending activity in the CMSA 5602, California, Texas and Florida assessment areas, and poor lending activity in the Illinois assessment area.

As shown in Exhibit 1, BPNA and its affiliate bank reported originating or purchasing 11,060 HMDA-related and small business loans totaling \$1.4 billion during the examination period.

EXHIBIT 1				
Summary of Lending Activity				
January 1, 2000 – December 31, 2001				
Loan Type	#	%	\$('000s)	%
HMDA Home Purchase	3,362	30	324,302	23
HMDA Refinancings	881	8	141,087	10
HMDA Home Improvement	2,091	19	21,887	2
HMDA Multifamily	162	2	93,662	7
Total HMDA-related	6,496	59	580,938	42
Total Small Business	4,564	41	814,429	58
TOTAL LOANS	11,060	100	1,395,367	100

Note: Affiliate loans include only loans originated or purchased within the bank's assessment areas.

Assessment Area Concentration: BPNA extended an adequate percentage of its loan originations and purchases in its assessment area. Specifically, 76 percent of the number and 76 percent of the dollar volume of HMDA-related loans were in the bank's assessment areas. In addition, 76 percent of the number and 66 percent of the dollar volume of small business loans were in the bank's assessment areas.

EXHIBIT 2								
Lending Inside and Outside the Assessment Area								
January 1, 2000 – December 31, 2001								
	Inside				Outside			
	#	%	\$ ('000s)	%	#	%	\$ ('000s)	%
Home Purchase	1,641	62	142,046	65	1,015	38	77,674	35
Refinancing	198	80	32,715	80	48	20	8,192	20
Home Improvement	1,933	92	18,864	86	158	8	3,023	14
Multifamily	159	98	92,888	99	3	2	774	1
Total HMDA-related	3,931	76	286,513	76	1,224	24	89,663	24
Total Small Business	3,481	76	540,433	66	1,083	24	273,996	34
TOTAL LOANS	7,412	76	826,946	69	2,307	24	363,659	31

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

In the bank's full scope assessment areas, overall lending activity declined substantially from 1999 to 2001, while overall aggregate lending increased substantially. For details, see Exhibits 3 and 4 below.

EXHIBIT 3									
Loan Volumes 1999-2001									
Loans Originated Within All Full Scope Assessment Areas									
Loan Type	1999		2000		2001		%	%	%
	#	%	#	%	#	%	Change '99-'00	Change '00-'01	Change '99-'01
Home Purchase	1,057	21%	1,072	24%	1,014	26%	1%	-5%	-4%
Refinance	724	14%	177	4%	603	16%	-76%	241%	-17%
Home Improvement	1,147	22%	1,150	26%	779	20%	0%	-32%	-32%
Small Business	2,101	41%	1,959	44%	1,410	36%	-7%	-28%	-33%
Multifamily	119	2%	86	2%	73	2%	-28%	-15%	-39%
TOTALS	5,148	100%	4,444	100%	3,879	100%	-14%	-13%	-25%

Although a primary focus at BPNA, small business lending took the sharpest downturn between 1999 and 2001, declining in all the bank's full scope assessment areas. In contrast, aggregate small business lending increased substantially in the same period, with significant increases in all assessment areas except Texas. The bank's home improvement lending also declined sharply, but aggregate home improvement lending declined as well by a similar amount.

Overall, the bank's refinance lending declined substantially from 1999 to 2001, while aggregate refinancings increased substantially during the period. The bank's home purchase lending

decreased slightly from 1999 to 2001, while aggregate home purchase lending increased slightly during the same period.

EXHIBIT 4									
Aggregate Loan Volumes 1999-2001									
Loans Originated Within All Full Scope Assessment Areas									
Loan Type	1999		2000		2001		%	%	%
	#	%	#	%	#	%	Change '99-'00	Change '00-'01	Change '99-'01
Home Purchase	706,901	38%	692,145	40%	715,354	30%	-2%	3%	1%
Refinance	598,112	32%	289,834	17%	949,493	39%	-52%	228%	59%
Home Improvement	92,722	5%	72,219	4%	56,007	2%	-22%	-22%	-40%
Small Business	444,064	24%	669,199	38%	682,144	28%	51%	2%	54%
Multifamily	13,994	1%	11,810	1%	15,157	1%	-16%	28%	8%
TOTALS	1,855,793	100%	1,735,207	100%	2,418,155	100%	-6%	39%	30%

Geographic and Borrower Distribution: The overall geographic distribution of HMDA-related and small business loans reflected excellent loan penetration in LMI geographies, particularly within CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA) and Illinois.

The overall distribution of loans to borrowers of different income levels and businesses of different sizes was good, and reflected excellent performance in Illinois and good performance in the multistate CMSA 5602.

Community Development Lending: BPNA's community development lending performance was good, and reflected excellent performance in Illinois, and good performance in CMSA 5602. However, performance in Texas was very poor. The bank originated 134 community development loans totaling \$83.9 million during the examination period. Most lending occurred in the CMSA 5602 (44 percent) and Illinois (38 percent) assessment areas.

Community development loans were responsive to needs in the various assessment areas. Of total community development loan dollars, 62 percent, or \$51.6 million, were directed to affordable housing activity, while 28 percent (\$23.5 million) were directed toward community services. The remaining \$8.8 million (10 percent) targeted economic development activity.

INVESTMENT TEST

BPNA's investment performance is rated "outstanding," based on outstanding performance in all rated assessment areas. The bank's excellent volume of qualified investments totaled \$18.6 million at this examination, which includes \$2.8 million in new investments made since the previous examination. Approximately 2 percent or \$268 thousand of investment activity were grants made to organizations that promote community development. For details, see the five Table 14s (one for each full scope assessment area) in Appendix D.

Approximately \$15.8 million, or 85 percent of total investments, were carried forward from prior examination periods. Most of the total investments (\$15.5 million or 83 percent) were concentrated in mortgage-backed securities. Loans to LMI borrowers serve as the collateral for these securities. Mortgage-backed securities provide needed liquidity to lending institutions to enable the institutions to fund additional mortgages. Since the previous examination, the bank purchased a mortgage-backed security for \$839 thousand to support mortgage borrowing by LMI individuals in PMSA 0875 (Bergen-Passaic, NJ).

The bank also made an investment of \$1.7 million in a HUD Section 108 Government Guaranteed Participation Certificate (“HUD Section 108 Certificate”). Applicable to all BPNA assessment areas, this investment helps provide communities with a source of financing for economic development, housing rehabilitation, public facilities and large-scale development projects.

Most qualified investments were made in CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA), where activity totaled \$12.8 million or 69 percent of total investments in the combined assessment areas. Investment activity was also substantial in Illinois, totaling \$2.8 million or 15 percent of investments.

BPNA’s investments exhibited excellent responsiveness to the credit and community development needs in the bank’s various assessment areas. Eighty-six percent or \$16 million of investments were directed to agencies that support affordable housing development. Economic development activity represented \$2.3 million or 12 percent of total activity. Activity directed to community service organizations totaled \$307 thousand or 2 percent of total activity.

SERVICE TEST

BPNA’s “outstanding” rating on the service test reflected excellent performance in both CMSA 5602 and Illinois. For details, see the five Table 15s in Appendix D.

Retail Services: The bank’s delivery systems were readily accessible to geographies and individuals of different income levels in its assessment areas. Branches located in non-LMI census tracts but adjacent to LMI geographies were considered in the branch analysis. For details, see individual assessment area discussions.

BPNA’s record of opening and closing branches improved the overall accessibility of the bank’s delivery systems, particularly in LMI geographies. Though the features of some savings and checking accounts differed by region, products and services generally did not vary in a way that inconveniences portions of the assessment areas. Business hours were reasonable and did not vary in a way that inconveniences certain portions of its various assessment areas, particularly LMI geographies. Extended business hours in the evening and on weekends were regularly provided.

BPNA used several alternative delivery systems that enhanced distribution of banking services throughout its assessment areas, including a network of 127 automated teller machines (“ATMs”), 58 percent of which are in LMI areas. Other alternative delivery services included:

- Banking by mail and by phone, as well as an online service called Net Banking, which provides access from home or office to all banking services.
- Special accounts such as a savings club for children and checking/savings accounts for customers over 50.
- The bank's National Call Center provides access to consumer and business products and services for all assessment areas 7:30 a.m. to 10 p.m. Monday through Friday, and 9 a.m. to 4 p.m. on Saturday.

Community Development Services: Overall, BPNA provided a relatively high level of community development services reflecting a high level of performance in CMSA 5602 and an adequate level of services in Illinois. The bank provided most of the services in CMSA 5602.

BPNA sponsored numerous workshops and seminars about first-time home buying, affordable housing, community services and small business loans. A substantial number of events focused on affordable housing issues. Bank employees provided technical assistance to community groups specializing in affordable housing, economic development and small business lending. Officers and employees of the bank served on boards and committees of nonprofit and community development groups.

COMPLIANCE WITH ANTIDISCRIMINATION LAWS

No credit practices were identified that violated the substantive provisions of the anti-discrimination laws and regulations, including the Equal Credit Opportunity Act (Regulation B), the Fair Housing Act, and the Home Mortgage Disclosure Act (Regulation C).

MULTISTATE METROPOLITAN AREA

CRA RATING FOR MULTISTATE CMSA 5602: "SATISFACTORY."

The lending test is rated: Low satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting the rating follow:

- Adequate responsiveness to assessment area credit needs given the bank's size, history, loan volume and performance context issues;
- Excellent geographic distribution of loans in the bank's assessment areas;
- Good distribution of loans among individuals of different income levels and businesses of different sizes;
- A good level of community development loans;
- An excellent level of qualified investments;
- Delivery systems readily accessible to geographies and individuals of different income levels; and
- A high level of community development services.

SCOPE OF EXAMINATION

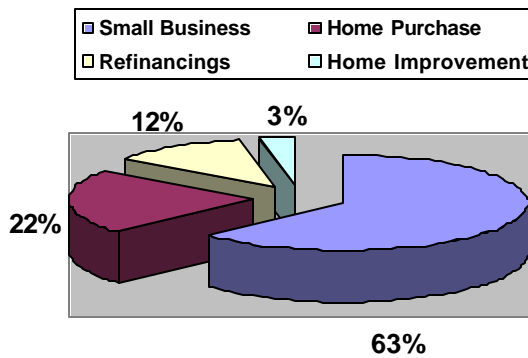
For the multistate rating, a full review of CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA) was conducted. Within the CMSA assessment area, performance in PMSA 5600 (New York, NY) was most significant as it represents 69 percent of the population, 82 percent of deposits, and 73 percent of branches.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN CMSA 5602

Having a significant portion of BPNA's operations, this assessment area is weighted heavily in the bank's overall CRA performance. The bank operated 46 percent of its branches, containing 56 percent of its branch deposits, in CMSA 5602. In addition, of the bank's five assessment areas, BPNA originated its highest level of small business loans, 37 percent, in CMSA 5602. Of total HMDA-related lending, the bank originated 19 percent of its home purchase loans, 28 percent of its refinancings, and 3 percent of its home improvement loans in the CMSA.

Both the New York and New Jersey portions of the CMSA had deposit and loan market shares (by dollar amount) of less than 1 percent. The bank's deposit market share in PMSA 5640 (Newark, NJ) was slightly larger than its deposit market share in PMSA 5600 (New York, NY).

Of all full scope assessment areas reviewed, CMSA 5602 had approximately 25 percent of the bank's lending. In the New York/New Jersey CMSA, the bank strongly emphasized small business lending. Other loan products represented a much smaller volume of lending there. The chart at left depicts the percentage of lending by type of loan product for 2000 and 2001.



BPNA also originated 37 multifamily loans in its CMSA 5602 assessment area, primarily in the New York portion of the CMSA.

The bank opened two new branches in the New Jersey portion of CMSA 5602; one in PMSA 3640 (Jersey City, NJ) and the other in PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ). The bank has expanded its CMSA 5602 assessment area to include part of Middlesex County.

PERFORMANCE CONTEXT

BPNA's assessment area in the CMSA includes portions of southern New York and northeastern New Jersey. According to the 1990 Census, the population of the assessment area totals 10 million, with 7 million residing in New York.

During the 1990s, the CMSA population increased 17 percent. One cause of the growth was immigration. Overall, 24 percent of CMSA residents were born outside the U.S. The 2000 Census shows that 2.1 million people moved to the CMSA between 1990 and 2000. Of those, over 1 million came from Latin America, 583 thousand from Asia, and 373 thousand from Europe.

Recent immigrants have limited or no credit histories, different beliefs about borrowing, and language differences. They also may need financial literacy education. Banks should consider these barriers to credit in their efforts to meet the credit needs of the community.

In addition to a diverse and growing population, the CMSA's large number of LMI families and high poverty rates (particularly in the urban areas) combine with high housing prices and low homeownership rates to create an acute shortage of affordable housing.

Affordable mortgage programs are needed, and rental properties that the LMI population can afford need to be developed. Community contacts also spoke of the need for flexible lending programs and loans for affordable rental housing. They also stated that a lack of Section 8 certificates and other subsidies has made it difficult to build housing LMI families can afford.

The economy of the New York metropolitan area declined following its record expansion in the 1990s. Early in the BPNA examination period, downturns in the dot-com sector and the stock market caused thousands of layoffs. The events of September 11, 2001, intensified the decline, and many lower Manhattan businesses (particularly those in the securities industry) moved to Westchester, New Jersey, Long Island and Connecticut. The impact was distributed throughout the assessment area, as many workers were displaced and job losses began to affect the region. Economic development programs and loans to small businesses and nonprofit groups are needed.

NEW YORK

Demographic Characteristics

The New York portion of CMSA 5602 includes part of PMSA 5600 (New York, NY), which contains Bronx, Kings, New York and Queens Counties as well as the town of New Rochelle in Westchester County. According to the 1990 Census, the population of this assessment area totals over 7 million. Over one third of PMSA 5600 geographies are LMI.

The ethnically diverse PMSA has a large foreign-born population, particularly in New York City. Almost 2.9 million, or 36 percent of the city's population, were born outside the U.S. Flexible underwriting is needed for recent immigrants who may have limited credit histories. They also may be unfamiliar with the credit application process and could use financial literacy education in a language they understand.

Income Characteristics

The 2001 HUD-adjusted median family income for PMSA 5600 (New York, NY) is \$59,100, which represents an increase from \$56,200 the year before. According to the 2000 Census, the New York PMSA has a significantly lower median family income than the CMSA as a whole and a significantly higher proportion of families below the poverty level. The PMSA median income is \$46,471, and 16.6 percent of families subsist below the poverty level. The CMSA has a median family income of \$60,254, and 10.2 percent of families live below the poverty level. Low incomes and poverty are concentrated in the New York City portion of PMSA 5600.

Housing Characteristics

According to the 1990 Census, the New York portion of the assessment area contains 2.9 million housing units, of which 26 percent are owner-occupied. In LMI census tracts, only 10 percent of the housing units are owner-occupied, limiting homeownership opportunities.

Only 33 percent of the 3.7 million housing units in the PMSA are owner-occupied, according to the 2000 Census. Homeownership rates in the New York City counties included in BPNA's assessment area vary from 18 percent in Bronx County to 41 percent in Queens County. Upstate in Westchester County, the homeownership rate is 58 percent. Low numbers of owner-occupied units tend to limit mortgage lending opportunities.

According to the National Association of Realtors, the median sales price of a single-family home in CMSA 5602 is \$258,200 in 2001, up from \$230,200 in 2000. Higher values are found in suburban areas as well as Manhattan. Outside New York County, housing values are lower in the city's other counties. Throughout the assessment area, however, housing prices in relation to incomes are so high LMI families cannot afford to own a home.

Despite September 11th and the 2001 recession, real estate prices in the New York metropolitan area increased in the past year. Most of Manhattan's owner-occupied housing units are co-operatives or condominiums. According to one real estate broker's study, the sales price of a Manhattan co-op increased 7 percent from 2000 to 2001, bringing the average sales price to

\$705,888. The average price of a Manhattan condominium climbed 11.9 percent to \$1,039,586. Prohibitive prices such as these impact even those residents earning significantly more than the median income.

By the end of 2001, Brooklyn co-op prices averaged \$295 thousand for a 28 percent increase since December 31, 2000, according to an area broker. For the same period, the average condominium selling price was \$253 thousand, a 5 percent increase from the prior year. In Queens, according to the Multiple Listing Service of Long Island, the median closing price of a single-family home in December 2001 was approximately \$240 thousand. Outside the city, the median price of a single-family home in Westchester County was \$455 thousand in July 2001, based on a New York Association of Realtors report.

The housing stock in both New York City and the PMSA as a whole tends to be older. The 2000 Census reports that 67.2 percent of housing units in the city, and 65.5 percent in the PMSA, were built in 1940 or earlier. The aging housing stock indicates a need for home improvement financing.

The PMSA also has a shortage of affordable rental housing. According to the 2000 Census, the median monthly rent in PMSA 5600 (New York, NY) is \$715, a gross rent figure amounting to 35 percent or more of the income earned in more than a third of all households. This median figure is lower than the market rent because it includes rent-stabilized apartments. The New York City Rent Guidelines Board has noted that a limited study of brokers' vacant, available units in 2000 places average rents for apartments in lower Manhattan at \$2,984 a month.

The sharp disparity between incomes and housing costs, either owned or rented, indicates a need for affordable mortgage programs and development of rental properties for the LMI population.

Labor, Employment and Economic Characteristics

During the examination period, the New York City economy receded from its historic 1990s expansion. The decline began in the dot-com sector in early 2001 and intensified after September 11th. The city comptroller has reported that New York is in its worst recession since 1991 primarily as a result of the attacks on the World Trade Center ("WTC") rather than national economic woes.

According to the Century Foundation, 14,632 businesses in and around the WTC were destroyed, damaged or significantly disrupted. Bronx, Kings, New York and Queens Counties were declared disaster areas, allowing the U.S. Small Business Administration ("SBA") to offer direct low-interest loans (as low as 4 percent for businesses and nonprofit organizations that do not have credit elsewhere). The number of loans originated was low, however, as many merchants felt that their businesses might not survive, and the prospect of having to repay a loan was too risky. Others lacked either adequate credit history or collateral. The greatest need is for outright grants or loans with deferred repayment terms of more than a year.

The lingering effects of the WTC attacks coupled with the national recession negatively impacted New York City's employment picture at the end of 2001. About 83,700 jobs were lost in finance, insurance, real estate, manufacturing, transportation and public utilities for the 12 months ending November 2001.

Unemployment in the New York City PMSA increased from 5.3 percent in 2000 to 5.6 percent in 2001. By December 2001, the unemployment rate was 6.5 percent. In New York City, the average unemployment rate for 2001 was 6.1 percent, with the rate reaching 7.1 percent in December. The highest rate, 8.3 percent in December 2001, was in Bronx County. Beyond city limits, New Rochelle in Westchester County had the lowest unemployment rate, 4 percent in December 2001.

The nonprofit community has also been hard-hit. New York City budget cutbacks have forced city agencies to reduce funding as much as 15 percent. These measures impact mainly human services organizations. Organizations also face losses from either cancelled or scaled-back fundraisers and fewer donations. All this has occurred as many organizations face increased demand for services, particularly those related to hunger, job placement and retraining. This situation has opened up opportunities for area financial institutions to make community development loans, investments and services.

NEW JERSEY

Demographic Characteristics

The New Jersey portion of the bank's assessment area includes parts of PMSA 0875 (Bergen-Passaic, NJ), PMSA 3640 (Jersey City, NJ), PMSA 5640 (Newark, NJ), and PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ). According to the 1990 Census, the population of this portion of the assessment area is 3 million. Forty-one percent of the New Jersey assessment area population resides in PMSA 0875 (Bergen-Passaic, NJ), 40 percent in PMSA 5640 (Newark, NJ), 18 percent in PMSA 3640 (Jersey City, NJ), and 1 percent in PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ).

Of the six counties included in the assessment area, Middlesex County had the largest population increase (11.7 percent) in the 1990s, while Hudson County's population increased 10.1 percent. Population growth in the other counties was modest, and none of them exceeded the New Jersey growth rate of 8.6 percent.

Income Characteristics

The 2000 HUD median family income ranges from a low of \$53,200 in PMSA 3640 (Jersey City, NJ) to a high of \$80,800 in PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ). The 2001 median family income increased in all the PMSAs, ranging from \$54,800 in PMSA 3640 to \$85,000 in PMSA 5015.

The New Jersey portion of the CMSA contains 27 percent of the assessment area's LMI tracts, of which 60 percent are located in PMSA 5640 (Newark, NJ). Most of the LMI tracts are located in urban areas. The 1990 Census also indicates that 41 percent of the 817 thousand families in the assessment area are LMI. In addition, 7.6 percent of families subsist below the poverty level, less than in the rest of the CMSA.

Low income levels in the urban areas of New Jersey make it difficult for families to afford their own homes and indicate a need for affordable housing, particularly in Jersey City and Newark.

Housing Characteristics

Low numbers of owner-occupied units limit the demand for mortgage loans. Only half of the 1.2 million housing units in the New Jersey assessment area are owner-occupied. In LMI census tracts, only 26 percent of the housing units are owner-occupied. According to the 2000 Census, homeownership rates in the New Jersey counties where BPNA has assessment areas range from 31 percent in Hudson County to 67 percent in Bergen County.

Despite September 11th and the 2001 recession, real estate prices in the New Jersey portion of the New York metropolitan area increased in the past year. The largest proportionate increases were in the suburbs closest to New York City. According to the New Jersey Association of Realtors, the median price of a home in New Jersey increased 7 percent in 2001, from \$186,700 to \$200,000. For the fourth quarter of 2001, the highest average price in the state -- \$307,300 -- was reported in northern New Jersey (where BPNA's assessment areas are located). LMI families would be unable to afford these prices.

Labor, Employment and Economic Characteristics

The nationwide recession and the aftermath of September 11th have negatively affected the northern New Jersey economy. The region lost 17,300 jobs over the first three quarters of 2001, according to the New Jersey Department of Labor. This is the first December to September employment decrease since 1992. The rate of lost jobs in this region (.7 percent) was similar to the state rate (.6 percent). Hudson County is the only northern New Jersey area to gain jobs over the nine-month period, adding 2,300 jobs. Job losses beset the manufacturing industry, where payrolls declined by 16,200. Significant declines also occurred in the trade (wholesale and retail) and transportation, communications and public utilities divisions.

In October 2001, northern New Jersey had a net increase of 8,000 jobs mainly as a result of the relocation (at least temporarily) of several employees from lower Manhattan after the September 11th attacks. All areas of the region, except Passaic County, shared in the gain. Jersey City attracted the largest employment increase, adding 5,100 jobs.

The highest unemployment rates emerged in the Jersey City PMSA; its 2000 jobless rate of 5.7 percent climbed to 6.2 percent in 2001. The Middlesex-Somerset-Hunterdon PMSA's unemployment rates of 2.7 percent in 2000 and 3.2 percent in 2001 were the lowest. Both PMSA 5460 (Newark, NJ) and PMSA 0875 (Bergen-Passaic, NJ) had unemployment rates between 3 and 5 percent for both years. In comparison, New Jersey's unemployment rates are 3.8 percent for 2000 and 4.2 percent for 2001.

Increasing unemployment indicates a need for economic development.

EXHIBIT 5 Assessment Area Demographics CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA)								
INCOME CATEGORIES	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families By Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	396	13.5	330,473	13.3	137,853	41.7	656,155	26.4
Moderate-income	602	20.5	567,898	22.8	109,937	19.4	428,446	17.2
Middle-income	1,078	36.7	954,140	38.3	75,162	7.9	497,419	20.0
Upper-income	739	25.2	637,566	25.6	19,439	3.0	908,057	36.4
NA*	120	4.1	0	0	0	0	0	0
Total Assessment Area	2,935	100.0	2,490,077	100.0	342,391	13.8	2,490,077	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacancy		
		#	%	%	#	%	#	%
Low-income	493,931	31,883	2.4	6.5	432,127	87.5	29,921	6.1
Moderate-income	901,471	167,885	12.5	18.6	681,405	75.6	52,181	5.8
Middle-income	1,518,539	588,736	43.7	38.8	854,127	56.2	75,676	5.0
Upper-income	1,181,626	559,386	41.4	47.3	543,714	46.0	78,526	6.6
NA*	1,055	59	0	5.6	810	76.8	186	17.6
Total Assessment Area	4,096,622	1,347,949	100.0	32.9	2,512,183	61.3	236,490	5.8
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	
Low-income	31,973	7.5	26,121	7.5	3,582	6.8	2,270	9.0
Moderate-income	77,877	18.3	62,957	18.1	9,669	18.3	5,251	20.9
Middle-income	141,180	33.2	117,673	33.8	14,786	28.0	8,721	34.8
Upper-income	165,745	38.9	134,874	38.8	22,423	42.5	8,448	33.7
Tract not reported	8,859	2.1	6,103	1.8	2,350	4.4	406	1.6
Total Assessment Area	425,634	100.0	347,728	100.0	52,810	100.0	25,096	100.0
	Percentage of Total Businesses:			81.7		12.4		5.9

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CMSA 5602
(NEW YORK-NORTHERN NEW JERSEY-LONG ISLAND, NY-NJ-CT-PA)**

LENDING TEST

BPNA's performance on the lending test is rated "low satisfactory." The facts and data used to evaluate the bank's performance in all its assessment areas are shown in the CMSA 5602 tables in Appendix D beginning on page BB70. Lending activity is depicted in Table 1, geographic distribution is depicted in Tables 2-7, and borrower characteristics are depicted in Tables 8-11.

* Indicates tracts for which income figures were unavailable.

Lending Activity: BPNA's lending activity showed adequate responsiveness to retail credit needs in CMSA 5602. The following table indicates the volume of deposits the bank holds in CMSA 5602 compared with the volume of lending originated/purchased there:

CMSA 5602		2000	2001
% Full scope assessment area deposits		52%	57%
% Full scope HMDA-related & small business loans		52%	36%

Of the lending activity analyzed in the CMSA 5602 assessment area, 75 percent was in PMSA 5600 (New

York, NY). Total lending activity declined substantially from 1999 to 2000 and 2000 to 2001. BPNA's declines across several product lines most often were sharper than the aggregate declines. For details, see Exhibits 6 and 7 below. The bank's growth in refinance lending far exceeded the aggregate from 2000 to 2001. Refinance lending, generally viewed as depending on interest rates, is targeted to current homeowners who have the equity and expertise to refinance their mortgages.

EXHIBIT 6									
Loan Volumes 1999-2001									
CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	344	22%	228	20%	221	25%	-34%	-3%	-36%
Refinance	360	23%	39	3%	197	22%	-89%	405%	-45%
Home Improvement	153	10%	38	3%	23	3%	-75%	-39%	-85%
Small Business	632	40%	847	73%	433	48%	34%	-49%	-31%
Multifamily	78	5%	17	1%	20	2%	-78%	18%	-74%
TOTALS	1,567	100%	1,169	100%	894	100%	-25%	-24%	-43%

EXHIBIT 7									
Aggregate Loan Volumes 1999-2001									
CMSA 5602 (New York-Northern New Jersey-Long Island, NY-NJ-CT-PA)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	127,125	33%	118,353	32%	119,125	24%	-7%	1%	-6%
Refinance	99,523	26%	47,238	13%	134,913	27%	-53%	186%	36%
Home Improvement	23,015	6%	15,905	4%	14,225	3%	-31%	-11%	-38%
Small Business	134,059	34%	185,168	50%	219,512	45%	38%	19%	64%
Multifamily	5,040	1%	2,926	1%	3,916	1%	-42%	34%	-22%
TOTALS	388,762	100%	369,590	100%	491,691	100%	-5%	33%	26%

Geographic Distribution of Lending: The overall geographic distribution of HMDA-related and small business loans reflected excellent loan penetration in LMI geographies. This conclusion is based primarily on performance in PMSA 5600 (New York, NY).

Home Purchase Loans

Compared with the percentage of owner-occupied housing units in the different geographies, the overall geographic distribution of home purchase loans across geographies of different income levels reflected excellent penetration in LMI areas. Performance was excellent in the LMI areas of PMSA 5600 (New York, NY). In low-income geographies, the aggregate outperformed the bank in PMSA 5600 (New York, NY). In moderate-income areas of PMSA 5600 (New York, NY), BPNA's performance exceeded the aggregate.

Except for moderate-income census tracts in PMSA 0875 (Bergen-Passaic, NJ), where penetration was weak, all other areas had adequate or better performance. However, BPNA did not have enough home purchase lending in PMSA 3640 (Jersey City, NJ), PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ), and PMSA 5640 (Newark, NJ) for a meaningful analysis.

Refinance Loans

The bank's level of refinancings in LMI geographies was excellent. In PMSA 5600 (New York, NY), performance was excellent and the bank outperformed the aggregate in LMI geographies. BPNA did not have enough refinancings in each New Jersey PMSA in CMSA 5602 to conduct a meaningful analysis.

Small Business Loans

Overall, the geographic distribution of small business loans in LMI geographies was excellent. In particular, the bank's performance in the LMI geographies of PMSA 5600 (New York, NY) was excellent and exceeded the aggregate performance. Except for the low-income geographies in PMSA 3640 (Jersey City, NJ), where penetration was very poor, all other PMSAs had adequate or better performance. However, the bank did not have enough small business lending in PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ) for a meaningful analysis.

Multifamily Lending

Of the 37 multifamily loans BPNA originated in this assessment area, 16 or 43 percent were located in LMI tracts in PMSA 5600 (New York, NY), reflecting excellent penetration. In addition, three multifamily loans were originated in moderate-income geographies in the New Jersey portion of CMSA 5602.

Distribution by Borrower Income and Revenue Size of the Business: The overall distribution of loans among borrowers of different income levels and businesses of different sizes was good based on:

- A good level of HMDA-related lending to moderate-income borrowers given the high cost of housing relative to income levels;

- The high cost of housing relative to incomes, which makes homeownership difficult if not improbable for low-income borrowers; and
- An excellent level of lending to businesses with GAR of \$1 million or less.

HMDA-related Lending to Moderate-income Borrowers

Home Purchase Loans

The distribution of home purchase loans to moderate-income borrowers was good when compared with the number of moderate-income families in CMSA 5602. In PMSA 5600 (New York, NY), which has the highest concentration of the bank's lending in the CMSA, the distribution of home purchase loans was good. BPNA's lending performance in this PMSA exceeded the aggregate performance.

All other PMSAs had adequate or better performance. However, BPNA did not extend enough home purchase loans in PMSA 5640 (Newark, NJ), PMSA 3640 (Jersey City, NJ), and PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ) for meaningful analysis.

Home Improvement Loans

In the New York and New Jersey portion of CMSA 5602, lending volumes in all PMSAs were too low for a meaningful analysis of borrower distribution.

Refinance Loans

The distribution of refinancings to moderate-income borrowers was excellent when compared with the number of moderate-income families in the CMSA. Performance in PMSA 5600 (New York, NY) was excellent, and the bank outperformed the aggregate. Lending volume in the New Jersey portion of the assessment area was too low for meaningful analysis.

HMDA-related Lending to Low-income Borrowers

Home Purchase Loans

The distribution of home purchase lending to low-income borrowers was adequate given the large disparity between incomes and housing prices in the CMSA. Both BPNA and the aggregate had similarly weak performances in PMSA 5600 (New York, NY). All other PMSAs had adequate or better performance. However, in the New Jersey portion of CMSA 5602, the bank's volumes in PMSA 3640 (Jersey City, NJ), PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ), and PMSA 5640 (Newark, NJ) were too low for meaningful analysis.

Home Improvement Loans

Home improvement lending to low-income borrowers was adequate given the performance context issues suggesting homeownership is unaffordable to most low-income families in the

CMSA. The bank's performance in PMSA 5600 (New York, NY) was on a par with the aggregate. Lending volumes in the New Jersey portion of the CMSA were too low for meaningful analysis.

Refinance Lending

Refinance lending to low-income borrowers reflected adequate performance given the disproportionately high housing prices relative to incomes in the CMSA. Performance by the bank and the aggregate was similarly low, which reflects the low level of homeownership among low-income families. Low-income families who are homeowners may not be in the market for refinancings, even during a favorable interest rate environment, because such families may already own their home through affordable mortgage products with reduced interest rates.

BPNA's volume of refinancings in the New Jersey portion of the CMSA was too low for meaningful analysis.

Small Business Loans

BPNA's small business lending performance in CMSA 5602 was excellent when compared with the number of businesses with GAR of \$1 million or less and with the performance of the aggregate. This conclusion is based primarily on excellent performance that exceeded the aggregate in PMSA 5600 (New York, NY) where the bank originated most of its small business loans in the CMSA and outperformed the aggregate.

All other PMSAs had adequate or better performance. However, lending volume in PMSA 5015 (Middlesex-Somerset-Hunterdon, NJ) was too low for meaningful analysis.

Of the bank's total number of small business loans in the CMSA, only 39 percent were for \$100 thousand or less, and loan size averaged \$40 thousand.

Community Development Loans: Based on BPNA's presence in the assessment area, the level of community development lending in the CMSA assessment area was good, and the bank's loans targeted activity that was responsive to community needs. The chart at right summarizes the number and dollar amount of community development loans extended during the evaluation period.

Purpose	#	\$('000s)
Affordable Housing	18	19,409
Community Services	33	16,791
Economic Development	2	700
TOTALS	53	36,900

Affordable housing loans, which represent 53 percent of total community development loan dollars, focused on multifamily mortgage loans in LMI neighborhoods financing 533 affordable housing units throughout the assessment area. Many of the units were available to Section 8 participants. The CMSA assessment area contains several major cities including New York and Newark, where most of the housing units in LMI geographies are rentals. Community contacts expressed the need for affordable rental housing in the CMSA assessment area, where owner-occupied housing costs far exceed the incomes of LMI families.

Community service lending focused on loans to nonprofit entities that supply health, housing and educational services to LMI individuals and families. Examples:

- BPNA extended a \$2.5 million loan to a nonprofit organization providing foster care, preventive services, substance abuse counseling and independent living programs in the South Bronx for LMI individuals.
- The bank provided a \$2.6 million loan to another nonprofit in the Bronx that operates a substance abuse treatment center and provides educational and vocational training as well as a career resource center for LMI individuals.
- The bank originated a \$400 thousand loan to a nonprofit in Harlem that provides foster care and adoption services targeted to LMI individuals.

Economic development activity centered on two loans to a financial intermediary operating in New York State. The intermediary provides assistance and loans to small businesses, particularly those that cannot qualify for conventional bank financing.

INVESTMENT TEST

In the CMSA 5602 assessment area, BPNA's high level of qualified investments and grants exhibited excellent responsiveness to credit and community development needs. For details, see Table 14 on page BB79.

At this examination, qualified investments in the CMSA totaled \$12.8 million, or 69 percent of all the bank's qualified investments. Total investments included approximately \$173 thousand in charitable grants and contributions to organizations supporting community development projects and programs.

BPNA's investments displayed excellent responsiveness to the most pressing credit and community development needs in the bank's assessment areas. Approximately 95 percent of investments were directed to agencies that support affordable housing development, a primary credit need in the bank's assessment areas. Three percent of activity was directed toward promoting economic development, and 2 percent to organizations that provide community services to LMI individuals in the CMSA assessment area.

Since the previous examination, the bank purchased a mortgage-backed security for \$839 thousand to support LMI mortgage lending in PMSA 0875 (Bergen-Passaic, NJ). The CMSA also benefited from the \$420 thousand invested on a regional basis from a HUD Section 108 certificate.

Most of BPNA's qualified investments were made in PMSA 5600 (New York, NY) where the bank had most of its branches as well as the greatest number of opportunities for such investments. The level of investment activity in the PMSA was excellent, totaling \$11.3 million. Mortgage-backed securities totaling \$11 million were carried forward from the previous examination period. Loans to LMI borrowers promoting homeownership are used as collateral for the securities. The purchase of mortgage-backed securities provides needed liquidity to their sellers, typically lending institutions. The sale of these securities enables the lending institutions to fund additional mortgages. Deposits with a low-income credit union totaled \$100 thousand and also were carried forward from the previous examination.

SERVICE TEST

Retail Services: Overall, delivery systems were readily accessible to geographies and individuals of different income levels. For details, see Table 15 on page BB79. Of the 44 branches in the CMSA assessment area, 25 (or 57 percent) are located in LMI geographies. This compares very favorably with the population in LMI geographies. In addition, 14 branches in non-LMI geographies are located adjacent to LMI geographies and thus, are potentially accessible to persons and businesses in LMI geographies.

BPNA used alternative delivery systems that enhanced services throughout the CMSA assessment area. The bank maintained 71 ATMs at 98 percent of the branches. Sixty-six percent of the ATMs were located in LMI census tracts. The branches adjacent to LMI geographies maintained 20 ATMs.

Through its Popular Cash Express (“PCE”) division, BPNA also offers special teller services at four branches targeted to meet the needs of unbanked New Yorkers. BPNA management noted that unbanked residents in the bank’s market have historically been reluctant to do business with traditional depository institutions, and as a result do not maintain bank accounts of any kind. The PCE special teller services include:

- Cashing of checks drawn on other financial institutions;
- Money transmittals on behalf of individuals through the Western Union network;
- Acceptance and processing of utility bill payments;
- Sale of money orders; and
- Sale of transit tokens, transportation passes and related items.

PCE services are offered in locations adjoining two branches in New York County and one branch each in Bronx County and Queens County. Each location has separate entrances and signage to distinguish the services offered to the community. The Bronx and Queens County locations opened in March and August of 2000, respectively. All PCE locations offer extended hours. The PCE offices in New York County are located in moderate-income geographies while the Bronx and Queens County offices are in middle-income geographies adjacent to LMI geographies. These PCE locations qualify as “Public Accommodation Offices” under New York State banking law.

The bank’s record of opening and closing branches has improved the accessibility of its delivery systems, particularly in LMI geographies and to LMI individuals. Of the two branches opened during the examination period, one was in a low-income geography. No branches were closed.

Services and branch hours were tailored to the convenience and needs of the community. Approximately 55 percent of the branches provided extended hours on weekdays, with

63 percent of those in LMI census tracts. In addition, 77 percent of the branches were open on Saturdays with 59 percent of those in LMI areas.

Community Development Services: BPNA had a high level of community development services in CMSA 5602. The bank participated in approximately 135 seminars and workshops as well as 3 fairs attended by over 3,000 people. Approximately 35 officers and employees served on boards and committees of community groups addressing the needs of LMI persons, LMI areas and small businesses.

STATE OF ILLINOIS

CRA RATING FOR ILLINOIS: "SATISFACTORY."

The lending test is rated: Low satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting the bank's rating for Illinois follow:

- Total HMDA-related and small business lending volume was low and needs to improve.
- Geographic distribution and the distribution of loans among individuals of different income levels and businesses of different sizes was excellent.
- The level of community development lending was excellent.
- The level of qualified investments was excellent.
- Delivery systems were readily accessible to geographies and individuals of different income levels.
- BPNA provided an adequate level of community development services.

SCOPE OF EXAMINATION

The state of Illinois rating was based on a single assessment area, PMSA 1600 (Chicago, IL), and a full scope analysis of the area was conducted. For details related to examination scope, see the Scope of Examination section on page BB4.

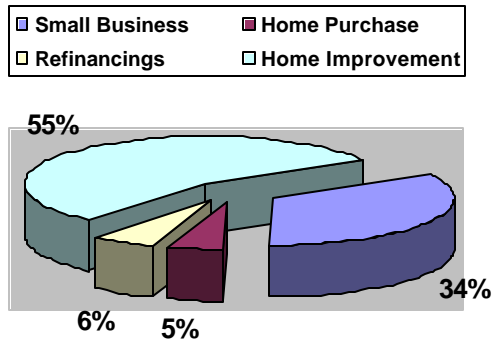
DESCRIPTION OF INSTITUTION'S OPERATIONS IN ILLINOIS

BPNA operated 19 full-service branches in the Illinois assessment area, representing 20 percent of all branches in the bank's combined assessment areas. Of the 19 Illinois branches, 16 or 84 percent are located in Cook County. As of June 30, 2001, the Illinois branches contained over \$1.2 billion in deposits, or 28 percent of the bank's total branch deposits in its combined assessment areas.

BPNA expanded its presence in the Illinois market with the September 2000 acquisition of Aurora National Bank. Reopening the two Aurora branches as BPNA branches, the bank's expanded its assessment area to include portions of Kane County in PMSA 1600 (Chicago, IL). In the Cook County portion of the PMSA, the bank closed two branches during the examination period.

Of all full scope assessment areas reviewed, the Illinois assessment area had approximately 38 percent of total loan activity. BPNA's deposit market share was less than 1 percent in 2001,

and its loan market share was lower, less than .5 percent.



BPNA's business focus in the Illinois assessment area is on home improvement lending. Of the total number of home improvement loans in the Illinois assessment area, 1,433 loans were purchases from third party home improvement contractors. Small business lending also accounted for a large portion of the bank's business, as illustrated in the chart at left.

During the examination period, the bank also originated 122 multifamily loans in its Illinois assessment area.

PERFORMANCE CONTEXT

Demographic Characteristics

BPNA's assessment area in CMSA 1602 (Chicago-Gary-Kenosha, IL-IN-WI) is located entirely within PMSA 1600 (Chicago, IL). It includes two of the six counties in and around the Chicago metropolitan area, Cook and DuPage Counties, as well as the town of Aurora in Kane County.

According to the 1990 Census, the bank's assessment area has a population of almost 6 million, with 85 percent in Cook County (the second largest county in the nation), 13 percent in DuPage County, and 2 percent in Kane County. Cook County is the most populous county in Illinois and DuPage County is the state's second most populous. Also included in the bank's assessment area, Chicago is the third largest city in the U.S. with an estimated population of 2.8 million in 1990, roughly half the population of the assessment area.

According to the 2000 Census, the population of DuPage County increased 15.7 percent since 1990, while Cook County's population increased 5.3 percent. The population of the city of Chicago, which includes parts of Cook and DuPage counties, increased 4 percent from 1990 to 2000. In an analysis of 2000 Census figures, the Northeastern Illinois Planning Commission sees Chicago's population growing and becoming more dispersed as people move out to the suburbs.

Over 17 percent of Chicago PMSA residents were not born in the U.S., and 26.5 percent speak a language other than English at home. Immigrants live mostly in Chicago where 21.7 percent of the city's population is foreign-born. Of this population, 46.4 percent entered the U.S. in the 1990s. A language other than English (predominantly Spanish) is spoken at home by 35.5 percent of the population. Banks need to be flexible when evaluating immigrant applications as the applicants may not have been in the country long enough to establish a credit history. In addition, cultural barriers to borrowing may exist, and bank employees and customers may not speak the same language.

Income Characteristics

Based on HUD estimates, the 2001 median family income in the Chicago PMSA is \$70,500, and the 2000 median is \$67,900. According to the 2000 Census, the lowest incomes are in Chicago, which has a median income of \$42,724. The median family income in Cook County is \$53,784 and in DuPage County, \$79,314.

The 1990 Census shows that Chicago has the greatest number of LMI census tracts, followed by the southern and western suburbs of Cook County. DuPage County has no LMI tracts. In these geographies, the need for community development through loans or investment activities is most acute.

According to the 2000 Census, poverty remains prevalent in Chicago despite a slight decline to 16.6 percent of families below the poverty level. A Northeastern Illinois Planning Commission study concluded that poverty was geographically redistributed during the decade. Poverty increased in northeastern Illinois, and the decrease in the number of people in the city below the poverty line was equal to the increase in suburban Cook County.

According to the 2000 Census, Cook County has 10.6 percent of families below the poverty level, and DuPage County has a relatively lower poverty rate, 2.4 percent of families. In the areas with significant poverty, opportunities for homeownership are limited and economic development is needed.

Housing Characteristics

According to the 2000 Census, homeownership increased somewhat during the decade but is still low in Chicago. In DuPage County, 74 percent of housing units are owner-occupied. The homeownership rate in Cook County is 55 percent, and in Chicago, 40 percent. These rates would affect demand for mortgage loans, particularly in Chicago where more than half of the families rent and almost 8 percent of units are vacant. Homes are also old, possibly requiring home improvement. According to the 2000 Census, 69.4 percent of homes in Chicago were built in 1940 or earlier. Older housing units suggest the need for home improvement loans.

Despite job losses toward the end of the assessment period, existing home sales were strong in 2001, partly as a result of low interest rates. According to the Chicago Association of Realtors, the sales of existing homes in 2001 total 114,500, setting a record, while the median sales price in the metropolitan area rose 14 percent to \$175,000. The National Association of Realtors put the median price of existing single-family homes in the Chicago PMSA at \$198,500 for 2001, representing an increase of nearly 16 percent increase from the 2000 figure of \$171,800.

A Woodstock Institute study found that home buying by all income groups in the Chicago area increased between 1993 and 2000. Purchases by LMI home buyers increased at a much faster rate than home purchases by middle- and upper-income buyers.

Labor, Employment and Economic Characteristics

Chicago is the headquarters for many large businesses, but the city has a significant number of small and mid-sized businesses. Employers located in the assessment area include Fortune 500

companies, government agencies, universities and small businesses.

Unemployment levels in the Chicago PMSA increased from 4.2 percent in 2000 to 5.4 percent in 2001. According to the Illinois Department of Employment Security, unemployment was highest in the city of Chicago. Annual unemployment rates in 2001 were 4.7 percent in Cook County, 2.6 percent in DuPage County, and 6.9 percent in Chicago. Community contacts observed that economic development in the Chicago area has centered on real estate, with little emphasis on retaining industries opting to relocate to suburban areas. This may indicate a need for small business lending, particularly in the urban areas.

According to the 2000 Census, Chicago industries providing the most employment are services (46 percent), manufacturing (13 percent), and finance, insurance, real estate, rental and leasing (9 percent). According to a Crain's Chicago Business report (November 2001), the three largest Chicago-area employers are the U.S. government, the public school system and the city government. The 2000 Census shows that 14.3 percent of workers in the city of Chicago are government workers.

EXHIBIT 8 Assessment Area Demographics PMSA 1600 (Chicago, IL)									
Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income		
	#	%	#	%	#	%	#	%	
Low-income	273	18.3	149,912	10.1	64,337	42.9	323,332	21.6	
Moderate-income	347	23.3	300,069	20.1	49,379	16.5	264,769	17.8	
Middle-income	535	35.9	632,322	42.4	25,657	4.1	350,129	23.5	
Upper-income	313	21.0	409,307	27.4	6,325	1.5	553,380	37.1	
NA*	23	1.5	0	0	0	0	0	0	
Total Assessment Area	1491	100.0	1,491,610	100.0	145,698	9.8	1,491,610	100.0	
	Housing Units by Tract	Housing Types by Tract							
		Owner-occupied			Rental		Vacant		
		#	%	%	#	%	#	%	
Low-income	263,554	45,111	3.5	17.1	175,981	66.8	42,462	16.1	
Moderate-income	495,339	184,242	14.5	37.2	269,405	54.4	41,692	8.4	
Middle-income	964,839	604,980	47.6	62.7	318,826	33.0	41,033	4.3	
Upper-income	626,847	437,712	34.4	69.8	157,140	25.1	31,995	5.1	
NA*	46	5	0.0	10.9	41	89.1	0	0	
Total Assessment Area	2,350,625	1,272,050	100.0	54.1	921,393	39.2	157,182	6.7	
	Total Businesses by Tract	Businesses by Tract & Revenue Size							
				Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#	%
Low-income	11,396	5.2	9,501	5.2	1,298	4.9	597	5.4	
Moderate-income	28,090	12.8	23,317	12.9	3,297	12.5	1,476	13.4	
Middle-income	86,397	39.5	71,345	39.3	10,663	40.4	4,389	39.9	
Upper-income	89,292	40.8	74,449	41.0	10,434	39.5	4,409	40.1	
Tract not reported	3,708	1.7	2,885	1.6	691	2.6	132	1.2	
Total Assessment Area	218,883	100.0	181,497	100.0	26,383	100.0	11,003	100.0	
Percentage of Total Businesses:				82.9		12.1		5.0	

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ILLINOIS

LENDING TEST

The facts and data used to evaluate the bank's performance in all its assessment areas are shown in the Illinois tables in Appendix D beginning on page BB81. Lending activity is depicted in Illinois Table 1, geographic distribution is depicted in Illinois Tables 2-7, and borrower characteristics are depicted in Illinois Tables 8-11.

Lending Activity: BPNA's lending activity showed poor responsiveness to retail credit needs in the Illinois assessment area. The following table illustrates the volume of deposits the bank

* Indicates tracts for which income figures were unavailable.

derives from the Illinois assessment area compared with the volume of its lending originated or purchased:

PMSA 1600 (Chicago, IL)		2000	2001
% Full scope assessment area deposits		35%	29%
% Full scope HMDA-related & small business loans		18%	22%

Overall lending activity was essentially flat from 1999 to 2000 in contrast to the aggregate's decline. The

following year, however, the bank's overall lending declined significantly while the aggregate had significant growth.

Many loan products took downturns of varying intensity from 1999 to 2000 and 2000 and 2001. For example, BPNA's small business lending declined substantially in both periods in contrast to the aggregate's growth in the same periods. For details, see Exhibits 9 and 10 below.

EXHIBIT 9									
Loan Volumes 1999-2001									
PMSA 1600 (Chicago, IL)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	100	6%	67	4%	77	5%	-33%	15%	-23%
Refinance	101	6%	31	2%	143	10%	-69%	361%	42%
Home Improvement	705	40%	1,014	57%	710	49%	44%	-30%	1%
Small Business	807	46%	593	33%	462	32%	-27%	-22%	-43%
Multifamily	41	2%	69	4%	53	4%	68%	-23%	29%
TOTALS	1,754	100%	1,774	100%	1,445	100%	1%	-19%	-18%

EXHIBIT 10									
Aggregate Loan Volumes 1999-2001									
PMSA 1600 (Chicago, IL)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	149,089	37%	144,572	41%	147,300	26%	-3%	2%	-1%
Refinance	158,297	40%	83,290	24%	277,426	50%	-47%	233%	75%
Home Improvement	25,224	6%	19,611	6%	16,701	3%	-22%	-15%	-34%
Small Business	61,754	16%	99,822	28%	110,001	20%	62%	10%	78%
Multifamily	3,413	1%	2,702	1%	4,151	1%	-21%	54%	22%
TOTALS	397,777	100%	349,997	100%	555,579	100%	-12%	59%	40%

Geographic Distribution of Lending: The overall geographic distribution of HMDA-related and small business loans reflected excellent penetration in LMI geographies.

Home Purchase Loans

Given the percentage of owner-occupied housing units, the geographic distribution of home purchase loans across geographies of different income levels reflected excellent penetration in LMI areas. Both BPNA and the aggregate's performance in LMI areas was excellent, and BPNA exceeded the aggregate.

Home Improvement Loans

The overall distribution of home improvement lending was excellent in LMI areas given the percentage of owner-occupied housing units. Both the bank and the aggregate had very strong performance, and the bank exceeded the aggregate in LMI geographies.

Refinance Loans

BPNA's level of refinancings in LMI geographies was excellent compared with the percentage of owner-occupied housing units. Both the bank and the aggregate had very strong performances in LMI geographies and the bank substantially outperformed the aggregate.

Small Business Loans

The overall geographic distribution of small business loans in LMI geographies reflected excellent penetration given the percentage of businesses. The bank's performance far exceeded the aggregate in LMI geographies.

Multifamily Lending

BPNA originated or purchased 122 multifamily loans in this assessment area, of which 97 or 80 percent were located in LMI tracts. These loans financed more than 800 housing units.

Borrower Characteristics: The overall distribution of loans among borrowers of different income levels and businesses of different sizes was excellent based on:

- An excellent level of HMDA-related lending to moderate-income borrowers in light of the high cost of housing relative to income levels;
- The high cost of housing relative to incomes which makes homeownership very difficult if not improbable for low-income borrowers; and
- An excellent level of lending to businesses with GAR of \$1 million or less.

HMDA-related Lending to Moderate-income Borrowers

BPNA's distribution of home purchase, home improvement and refinance loans to moderate-income borrowers was excellent when compared with the number of moderate-income families

in PMSA 1600 (Chicago, IL) and considering the housing affordability issues in the Chicago area. For each HMDA-related product, the bank outperformed the aggregate, which also had excellent performance.

HMDA-related Lending to Low-income Borrowers

Compared with the number of low-income families in the Chicago PMSA and considering the difficulties of low-income families seeking affordable housing in Chicago, home purchase lending performance was adequate. Home improvement lending and the level of refinancings to low-income borrowers were excellent. The bank outperformed the aggregate in each HMDA-related loan category.

Small Business Loans

BPNA's record of lending to businesses of different sizes in PMSA 1600 (Chicago, IL) was excellent when compared with the number of businesses with GAR of \$1 million or less and the performance of the aggregate of all lenders. The bank outperformed the aggregate in the Chicago PMSA when compared with the number of businesses with GAR of \$1 million or less. Approximately 75 percent of the bank's small business loans were for \$100 thousand or less, and loan size averaged \$47 thousand.

Community Development Lending: The bank's level of community development lending was excellent based on activity in PMSA 1600 (Chicago, IL). This lending was responsive to community needs and is detailed in the table at the right.

Purpose	#	\$('000s)
Affordable Housing	52	24,835
Community Services	14	6,635
Economic Development	2	210
TOTALS	68	31,680

Most of the community development lending dollars (78 percent) targeted affordable housing. During the examination period, BPNA originated 52 multifamily housing loans which helped to finance 872 affordable rental housing units in LMI geographies in the bank's Illinois assessment area. Affordable rental housing is a critical need in the assessment area, based on demographic data and community contact input. Examples of community service loans include:

- A \$500 thousand loan to a nonprofit organization operating in several LMI communities in Chicago. The group provides social services, including Head Start and other youth programs, to LMI individuals and families.
- A \$750 thousand loan to a Chicago nonprofit organization providing special education programs for severely emotionally and behaviorally handicapped individuals as well as housing for homeless mothers and their children.
- Multiple loans totaling in excess of \$3 million to a nonprofit organization providing special education, vocational training, job training and residential facilities to mentally handicapped individuals.

INVESTMENT TEST

BPNA's excellent level of qualified investments and grants exhibited strong responsiveness to the community development needs in the Illinois assessment area. The state also benefited from \$364 thousand invested on a regional basis from a HUD Section 108 certificate. For details, see Illinois Table 14.

At this examination, qualified investments totaled \$2.8 million or 15 percent of the bank's total qualified investments. Examples of the bank's investments follow:

- A \$1.8 million investment in a mortgage-backed security providing financing for an apartment building in a low-income census tract;
- A municipal bond totaling \$499 thousand for the financing of economic development in Chicago; and
- A \$116 thousand investment in a small business investment company.

Approximately 64 percent of investments were directed to agencies that support affordable housing development, a need in the bank's assessment areas. Thirty-five percent of activity was directed primarily to economic development and 1 percent was directed to community service organizations.

SERVICE TEST

Retail Services: The bank's delivery systems were readily accessible to geographies and individuals of different income levels. For details, see Illinois Table 15. Of the 19 branches in PMSA 1600 (Chicago, IL), 9 or 47 percent are located in LMI geographies. This high number of branches in LMI geographies compares very favorably with the population in LMI geographies. In addition, seven branches in non-LMI geographies served adjacent LMI geographies.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems in LMI geographies and LMI individuals. Two branches were opened in Kane County; one in a low-income census tract. Two branches in Cook County were closed; one in a moderate-income geography.

BPNA provided a reasonable level of alternative delivery systems. Except for a branch in a moderate-income tract, all branches had at least one ATM available 24 hours a day. Each branch adjacent to LMI tracts maintained at least one ATM. In addition, of three off-site ATMs, one was in a moderate-income area. Fourteen ATMs located off-site in stores and malls were closed during the examination period because of declining revenues; half of them were in LMI geographies.

Products and services did not vary in a way that inconvenienced certain portions of the assessment area, particularly LMI geographies and LMI individuals. Approximately 89 percent of the branches provided extended hours on weekdays, including all LMI branches. All but one branch in an upper-income census tract maintained Saturday hours.

Community Development Services: BPNA maintained an adequate level of community development services, mainly in Cook County. Only two officers and employees provided technical assistance to community organizations. The bank also participated in 17 seminars and workshops, with all but one focusing on affordable housing. The bank also attended six information “fairs” for first-time home buyers.

Chicago branches launched a Spanish version of Money Smart, the FDIC’s financial literacy program. The bank also supports the New Moms Program, a charity for homeless teenage mothers in Chicago’s Humboldt Park area. Bank employees are involved in fundraising and providing technical assistance in computer training and job interviewing. The bank has also donated office furniture to the organization.

STATE OF CALIFORNIA

CRA RATING FOR CALIFORNIA: "SATISFACTORY."

The lending test is rated: Low satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting the California rating follow:

- The total volume of HMDA-related and small business lending was adequate.
- Geographic distribution was excellent and the distribution of loans among individuals of different income levels and businesses of different sizes was adequate.
- Community development lending activity was excellent.
- The level of qualified investments was excellent.
- Delivery systems were readily accessible to geographies and individuals of different income levels.
- BPNA provided a relatively high level of community development services.

SCOPE OF EXAMINATION

For the California rating, a full review was conducted for CMSA 4472 (Los Angeles-Riverside-Orange County, CA) and a limited review was conducted for MSA 7320 (San Diego, CA). The assessment area rating primarily reflects the performance in CMSA 4472 as it contains 90 percent of the population, 94 percent of the bank's branches, and 93 percent of deposits in the combined California assessment areas.

Eighty-four percent of loan activity in the CMSA took place in the assessment area portion of PMSA 4480 (Los Angeles-Long Beach, CA), which includes Los Angeles County. Of the three PMSAs in CMSA 4472, PMSA 4480 (Los Angeles-Long Beach, CA) has the highest percentages of lending, deposits, branches and population. Hence, conclusions for PMSA 4480 (Los Angeles-Long Beach, CA) outweighed those for PMSA 5945 (Orange County, CA) and PMSA 6780 (Riverside-San Bernardino, CA).

As only 20 home improvement loans were made in the California assessment area between January 1, 2000, and December 31, 2001, little emphasis was placed on this type of lending for geographic distribution and borrower characteristics. For details on the overall examination scope, see page BB4.

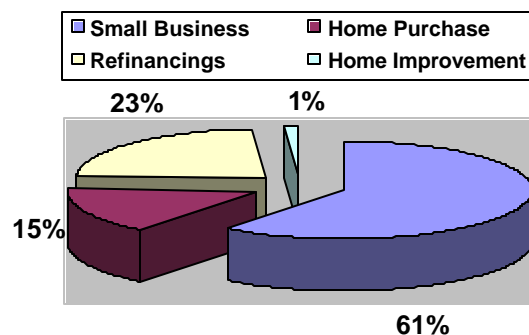
DESCRIPTION OF INSTITUTION'S OPERATIONS IN CALIFORNIA

As of December 31, 1999, BPNA operated 17 branches in the California assessment area. Of the 17 branches, 12 or 71 percent are located in PMSA 4480 (Los Angeles-Long Beach, CA). As of June 30, 2001, the California branches contained approximately \$400 million in deposits, or 9 percent of the bank's total deposits.

The bank opened two branches and closed two during the examination period in the PMSA 4480 (Los Angeles-Long Beach, CA) portion of CMSA 4472.

Of all full scope assessment areas reviewed, CMSA 4472 had approximately 13 percent of total loan activity. BPNA's California assessment area contains 37 percent of the bank's total assessment area population, 30 percent of total assessment area census tracts, and 18 percent of the bank's branches.

In the PMSA 4480 (Los Angeles-Long Beach, CA) portion of CMSA 4472, the bank's deposit and loan market shares were small with less than .25 percent. In CMSA 4472, a substantial focus for the bank was small business lending, with other loan products representing a much smaller volume of lending, as illustrated in the chart at right.



PERFORMANCE CONTEXT

The assessment area portion of California has a population of 13.1 million representing 44 percent of the state's population, according to the 1990 Census. The assessment area is made up of portions of CMSA 4472 (Los Angeles-Riverside-Orange County, CA) and part of San Diego County within MSA 7320. According to the 2000 Census, the population of California increased 13.6 percent since the last census, outpacing the development of affordable housing.

To address this significant credit need, the state government began requiring that agencies set aside 20 percent of all redevelopment bonds for affordable housing. Additional statewide housing assistance includes the California Housing Finance Agency's down payment assistance and below-market rate loans to LMI home buyers.

A significant cause of the population increase is the influx of immigrants into California. According to the 2000 Census and the Immigration and Naturalization Service, California is the nation's largest immigration gateway and has the highest number of newly naturalized citizens. Of the nearly 889 thousand people naturalized nationwide in 2000, more than 300 thousand became U.S. citizens in California. Immigrants may have language barriers, limited credit histories and cultural differences that can affect their relationships with financial institutions.

METROPOLITAN AREA

(FULL REVIEW)

CMSA 4472 (LOS ANGELES-ORANGE-RIVERSIDE, CA)

PERFORMANCE CONTEXT

Demographic Characteristics

The assessment area portion of CMSA 4472 (“the Los Angeles CMSA”) has a population of 11.7 million, approximately 39 percent of the state population and 90 percent of the California assessment area population. In the assessment area, 76 percent of the population resides in PMSA 4480 (Los Angeles-Long Beach, CA), 20 percent in PMSA 5945 (Orange County, CA) and 4 percent in the assessment area portion of PMSA 6780 (Riverside-San Bernardino, CA).

According to the 2000 Census, almost 31 percent of the CMSA population is foreign-born, with 35 percent immigrating during the 1990s. In the city of Los Angeles (“L.A.”), 41 percent of the population was born outside the U.S., with 38 percent immigrating between 1990 and March 2000. Immigrant populations may have limited credit experience and need financial literacy education and first-time home buyer products.

Fifty-eight percent of the Los Angeles population speaks a language other than English. L.A.’s Spanish-speaking population (42 percent) almost equals the English-speaking population. In the CMSA, 47 percent do not speak English at home. Financial institutions need to develop ways to serve the needs of these sizeable non-English-speaking populations.

Income Characteristics

The 2001 HUD-adjusted median family incomes in the assessment areas range from \$49,900 in PMSA 6780 (Riverside-San Bernardino, CA) to \$73,700 in PMSA 5945 (Orange County, CA). The 2001 HUD median for PMSA 4480 (Los Angeles-Long Beach, CA) is \$54,500. The 2000 median incomes were \$52,100 for the Los Angeles PMSA, \$69,600 for the Orange PMSA, and \$47,400 for the San Bernardino PMSA.

The percentage of families subsisting below the poverty level has increased in all counties since 1990. According to the 2000 Census, the poverty level for Los Angeles County is the highest, with 14.4 percent. In L.A., 18.3 percent are below the poverty level. Areas with high levels of poverty are likely to need economic development, and homeownership is likely to be unaffordable.

Housing Characteristics

According to the 2000 Census, owner-occupied housing units in the assessment area range from 46 percent of total housing units in Los Angeles County to 59 percent in Orange County. L.A. has a lower level of ownership, with 37 percent of housing units. In comparison, the 2000

Census shows a statewide homeownership rate of 54 percent. The lower ownership rates, particularly in L.A., could limit the opportunities for mortgage lending.

Older housing is concentrated in the city of Los Angeles. The 2000 Census found that 50 percent of housing units there were built in 1940 or earlier. That figure is 47 percent for Los Angeles County and 35 percent for the CMSA. All the other counties in the assessment area have less than 23 percent of housing units built in 1940 or earlier. Older housing units indicate a need for home improvement financing.

According to the National Association of Realtors, the 2001 median sales price of an existing single-family home in the Los Angeles-Long Beach PMSA is \$241,400, a 12 percent increase over \$215,900 the year before. The 2001 home values in the Riverside-San Bernardino PMSA are \$157,200, representing an increase of 13 percent from \$136,600 in 2000. Prices in the Los Angeles PMSA would be prohibitive for LMI families, thus limiting bank opportunities to extend mortgage loans.

Area governments are attempting to address housing affordability issues. Los Angeles, Orange and San Bernardino Counties have filed consolidated plans with HUD to handle community development needs. In Los Angeles County, city governments in Santa Clarita as well as L.A. have issued their own plans. Services include grants of low-interest home improvement loans for low-income families.

Labor, Employment and Economic Characteristics

According to the U.S. Bureau of Labor Statistics, annual unemployment in the Los Angeles PMSA increased from 5.4 percent in 2000 to 5.7 percent in 2001, exceeding the respective state unemployment rates of 4.9 percent and 5.3 percent. Unemployment rates in all the other PMSA assessment areas were lower than the Los Angeles rate. The Orange County PMSA had the lowest jobless rates with 2.5 percent in 2000 and 3 percent the following year.

The CMSA has a large number of major industries and services companies. In addition to services, the area's diverse economic base includes retail trade, government and manufacturing.

Small businesses employ the largest number of workers in the assessment area. According to the California Employment Development Department, only 805 of the 455,269 private firms operating in the Los Angeles CMSA employ 500 or more persons. This suggests that banks have many opportunities for small business lending.

Community groups cited affordable housing and small business development as major credit needs in the assessment area. The community contacts also emphasized the need for small dollar loans, technical assistance for small businesses, and affordable housing programs and loans. In addition, local organizations expressed a need for community development services and loans.

EXHIBIT 11									
Assessment Area Demographics									
CMSA 4472 (Los Angeles-Riverside-Orange County, CA)									
Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income		
	#	%	#	%	#	%	#	%	
Low-income	161	7.4	171,194	6.3	58,047	33.9	590,690	21.6	
Moderate-income	499	22.9	636,851	23.2	116,990	18.4	470,688	17.2	
Middle-income	777	35.6	992,430	36.2	74,753	7.5	564,334	20.6	
Upper-income	719	33.0	938,819	34.3	26,058	3.1	1,113,582	40.6	
NA*	26	1.1	0	0.0	0	0.0	0	0	
Total Assessment Area	2,182	100.0	2,739,294	100.0	275,848	10.1	2,739,294	100.0	
	Housing Units by Tract	Housing Types by Tract							
		Owner-occupied			Rental		Vacant		
		#	%	%	#	%	#	%	
Low-income	272,336	37,514	1.8	13.8	213,934	78.6	20,888	7.7	
Moderate-income	946,471	293,029	14.4	31.0	600,505	63.4	52,937	5.6	
Middle-income	1,563,571	757,902	37.4	48.5	722,313	46.2	83,356	5.3	
Upper-income	1,409,443	942,836	46.4	66.9	391,171	27.8	75,436	5.4	
NA*	251	7	0.0	2.8	240	95.6	4	1.6	
Total Assessment Area	4,192,072	2,031,288	100.0	48.5	1,928,163	46.0	232,621	5.5	
	Total Businesses by Tract	Businesses by Tract & Revenue Size							
				Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#	%
Low-income	40,828	7.4	32,592	7.1	5,791	10.2	2,445	7.1	
Moderate-income	112,278	20.3	92,328	20.0	13,247	23.3	6,703	19.6	
Middle-income	198,025	35.8	166,554	36.1	19,189	33.8	12,282	35.9	
Upper-income	193,898	35.1	164,295	35.5	17,237	30.3	12,366	36.1	
Tract not reported	8,009	1.4	6,212	1.3	1,339	2.4	458	1.3	
Total Assessment Area	553,038	100.0	461,981	100.0	56,803	100.0	34,254	100.0	
Percentage of Total Businesses:				83.5		10.3		6.2	

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CALIFORNIA AND CMSA 4472 (LOS ANGELES-RIVERSIDE-ORANGE COUNTY, CA)

LENDING TEST

The facts and data used to evaluate lending performance are shown in the California tables in Appendix D starting on page BB89. Lending activity is depicted in California Table 1, geographic distribution is depicted in California Tables 2-6, and borrower characteristics are depicted in California Tables 8-11.

Lending Activity: BPNA showed adequate responsiveness to the CMSA's retail credit needs. The following table indicates the volume of deposits the bank derives from the California

* Indicates tracts for which income figures were unavailable.

assessment area compared with the volume of lending originated/purchased there:

CMSA 4472 (LA-Riverside-Orange Cty., CA)	2000	2001
% Full scope assessment area deposits	8%	9%
% Full scope HMDA-related & small business loans	16%	23%

Compared with aggregate lending activity in the CMSA, the bank's overall lending activity declined substantially

from 1999 and 2000 and grew only minimally from 2000 to 2001. In particular, small business lending represented a majority of CMSA lending for both 2000 and 2001, but declined both years as the aggregate increased its small business lending. For details, see Exhibits 12 and 13.

EXHIBIT 12									
Loan Volumes 1999-2001									
CMSA 4472 (Los Angeles-Riverside-Orange County, CA)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	133	17%	96	18%	63	12%	-28%	-34%	-53%
Refinance	223	28%	74	14%	171	31%	-67%	131%	-23%
Home Improvement	21	3%	15	3%	3	1%	-29%	-80%	-86%
Small Business	429	53%	349	65%	308	57%	-19%	-12%	-28%
TOTALS	806	100%	534	100%	545	100%	-34%	2%	-32%

EXHIBIT 13									
Aggregate Loan Volumes 1999-2001									
CMSA 4472 (Los Angeles-Riverside-Orange County, CA)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	269,142	36%	264,539	39%	273,523	26%	-2%	3%	2%
Refinance	274,970	37%	125,868	19%	472,787	44%	-54%	276%	72%
Home Improvement	28,429	4%	22,478	3%	18,351	2%	-21%	-18%	-35%
Small Business	174,595	23%	266,820	39%	293,781	28%	53%	10%	68%
TOTALS	747,136	100%	679,705	100%	1,058,442	100%	-9%	55%	42%

Geographic Distribution of Lending: The overall geographic distribution of retail loans reflected excellent loan penetration in LMI geographies.

Home Purchase Loans

Compared with the level of owner-occupied housing units, the overall geographic distribution of home purchase loans across geographies of different income levels was excellent in LMI areas of PMSA 4480 (Los Angeles-Long Beach, CA). BPNA's performance exceeded the aggregate in

LMI areas of PMSA 4480. The bank did not make enough home purchase loans in PMSA 5945 (Orange County, CA) and PMSA 6780 (Riverside-San Bernardino, CA) for meaningful analysis.

Refinance Loans

The bank's level of refinancings in LMI geographies was excellent. In the LMI geographies of PMSA 4480 (Los Angeles-Long Beach, CA), performance was excellent, and the bank outperformed the aggregate. Refinance loan volume was insufficient in PMSA 5945 (Orange County, CA) and PMSA 6780 (Riverside-San Bernardino, CA) for a meaningful analysis in these portions of the Los Angeles CMSA.

Small Business Loans

The overall geographic distribution of small business loans in LMI geographies was excellent compared with the number of businesses. In the LMI geographies of PMSA 4480 (Los Angeles-Long Beach, CA), performance was excellent and exceeded the aggregate. All other PMSAs had adequate or better performance. However, the bank's volume of small business loans in PMSA 6780 (Riverside-San Bernardino, CA) was insufficient for meaningful analysis.

Borrower Characteristics: The overall distribution of loans among borrowers of different income levels and businesses of different sizes was adequate based on:

- An adequate level of lending to moderate-income borrowers given the high cost of housing relative to income levels;
- The high cost of housing relative to incomes in Orange and Los Angeles Counties, which makes homeownership difficult if not improbable for low-income borrowers; and
- An adequate level of lending to businesses with GAR of \$1 million or less.

HMDA-related Lending to Moderate-income Borrowers

Home Purchase Loans

Performance in PMSA 4480 (Los Angeles-Long Beach, CA) reflected adequate distribution of home purchase loans to moderate-income borrowers when compared with the number of moderate-income families. In addition, the bank underperformed the aggregate. The bank did not have enough volume in other portions of CMSA 4472 for a meaningful analysis by borrower characteristics.

Refinance Loans

The bank's distribution of refinancings to moderate-income borrowers was excellent when compared with the number of moderate-income families. In PMSA 4480 (Los Angeles-Long Beach, CA), performance was excellent, and the bank outperformed the aggregate. BPNA's lending volume in the other assessment area portions of CMSA 4472 was insufficient for meaningful analysis of borrower characteristics.

HMDA-related Lending to Low-income Borrowers

Home Purchase Loans

BPNA's distribution of home purchase loans to low-income borrowers was adequate given the affordable housing challenges all financial institutions face in lending to low-income families in CMSA 4472 (Los Angeles-Riverside-Orange County, CA). The bank and aggregate performance were similar.

Refinance Loans

The bank's distribution of refinancings to low-income borrowers, while weak, was considered adequate given the large disparity between incomes and housing prices in the Los Angeles portion of CMSA 4472. The aggregate performance was also weak. The low level of refinancings to low-income borrowers generally reflects the low level of homeownership among low-income families. Low-income families who are homeowners may not be in the market for refinancings even when interest rates are favorable because such families may already own their home through an affordable mortgage product with a reduced interest rate.

The bank's refinance loan volumes in the other portions of the CMSA were too minimal for meaningful analysis.

Small Business Loans

The distribution of BPNA's small business loans to businesses of different sizes in CMSA 4472 was adequate when compared with the number of businesses with GAR of \$1 million or less and the performance of the aggregate of all lenders. Performance in the Los Angeles PMSA was adequate compared with the number of businesses with GAR of \$1 million or less, but the bank outperformed the aggregate. All other PMSAs had adequate or better performance. However, the bank's small business loan volume in PMSA 6780 (Riverside-San Bernardino, CA) was not substantial enough for meaningful analysis by borrower characteristics.

For the CMSA overall, 68 percent of the bank's small business loans were for \$100 thousand or less. The average size of such loans was \$38 thousand.

Community Development Lending: Considering the bank's presence in the assessment area,

Purpose	#	\$('000s)
Affordable Housing	5	3,370
Community Services	2	110
Economic Development	4	7,859
TOTALS	11	\$11,339

community development lending in California was excellent. As detailed in the table at left, BPNA originated more than \$11 million in community development loans during the examination period in response to assessment area credit needs.

Examples of BPNA's community development loans addressing these needs include:

- A \$3.4 million loan to a small business located in a low-income census tract in L.A. that will provide 90 jobs for LMI individuals.

- A \$1.5 million construction loan for 12 units of affordable housing in the city of Commerce as part of a program to improve residential housing.
- A \$60 thousand term loan to a nonprofit organization that provides child development and family services to the working poor in the Los Angeles area.

INVESTMENT TEST

In the California assessment area, BPNA had an excellent level of qualified investments and grants that exhibited strong responsiveness to credit and community development needs. For details, see California Table 14.

At this examination, qualified investments totaled \$1.3 million or 7 percent of the bank's total qualified investments. BPNA's investments showed excellent responsiveness to the most pressing credit and community development needs in the bank's assessment areas. Approximately 74 percent of investments were directed to agencies that support affordable housing development, a primary credit need in the bank's assessment areas. Twenty-six percent of activity was directed to economic development to help meet small business credit needs, identified as an important need in the California assessment areas.

The bank's qualified investments in support of economic development included \$346 thousand invested on a regional basis from a HUD Section 108 certificate. The Section 108 guarantee will be used to help finance a project in North Hollywood that will include a supermarket, other retail space, restaurants, offices, and child care and health care facilities. The project also will include 450 apartments, 264 artist lofts and 18 live/work units, as well as parking. Twenty percent of the housing units will be designated as affordable housing.

BPNA also invested in a home mortgage revenue bond from the California Housing Finance Authority and made grants to organizations supporting community development.

SERVICE TEST

Retail Services: Delivery systems were readily accessible to geographies and individuals of different income levels in the CMSA given the population in the various geographies. For details, see California Table 15. Of the 16 branches in the assessment area, 11 or 69 percent were located in LMI geographies.

BPNA used alternative delivery systems that enhanced its banking services throughout the CMSA assessment area. The bank maintained 14 ATMs. All but two locations were accessible 24 hours a day. There were no off-site ATMs.

The bank's record of opening and closing branches improved the accessibility of its delivery systems, particularly in LMI geographies and to LMI individuals. During the examination period, the bank closed two branches in a non-LMI area, one of which was consolidated into a branch in a moderate-income census tract. Two branches were opened in moderate-income census tracts.

Branch products and services did not vary in a way that inconvenienced certain portions of the bank's assessment areas, particularly LMI geographies and LMI individuals. Branch hours were tailored to meet the needs of the community. All branches provided extended hours on weekdays and 13 maintained hours on Saturdays, 81 percent of those in LMI areas.

Community Development Services: BPNA provided a relatively high level of community development services in the CMSA. The bank was involved in 23 seminars, with subject matter almost evenly divided between affordable housing and economic development. The seminars were conducted in the bank's branches. Bank personnel provided technical support on five occasions during the review period.

METROPOLITAN AREA

(LIMITED REVIEW)

MSA 7320 (SAN DIEGO, CA)

Facts and data reviewed, including performance and demographic information, can be found in the tables in Appendix D accompanying this report. Conclusions regarding performance, which did not impact the overall state rating, are as follows:

Assessment Area	Lending Test	Investment Test	Service Test
MSA 7320	Consistent	Below	Consistent

STATE OF FLORIDA

CRA RATING FOR FLORIDA: "SATISFACTORY."

The lending test is rated: Low satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting BPNA's Florida rating follow:

- Total HMDA-related and small business lending volume was adequate.
- Geographic distribution was adequate and the distribution of loans among individuals of different income levels and businesses of different sizes was excellent.
- The level of community development lending was excellent.
- BPNA had an excellent level of qualified investments.
- Delivery systems were readily accessible to geographies and individuals of different income levels.
- BPNA provided a relatively high level of community development services.

SCOPE OF EXAMINATION

For the bank's Florida rating, a full review was conducted for MSA 5960 (Orlando, FL) while limited reviews were conducted for MSA 2020 (Daytona, FL) and PMSA 5000 (Miami, FL). The state's overall rating was based primarily on performance in MSA 5960 (Orlando, FL) as this assessment area contains 45 percent of the population, 80 percent of the bank's branches, 84 percent of deposits, and 77 percent of the lending activity in the combined Florida assessment areas.

Only 17 home improvement loans were made in the Florida assessment area between January 1, 2000, and December 31, 2001, de-emphasizing this loan category in the analysis of the geographic distribution of lending and borrower characteristics.

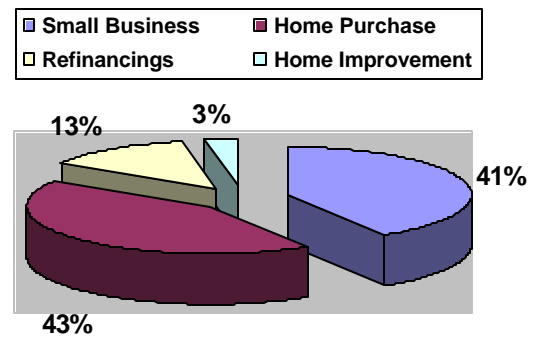
DESCRIPTION OF INSTITUTION'S OPERATIONS IN FLORIDA

As of December 31, 2001, BPNA operated ten branches in the Florida assessment area, representing approximately 10 percent of the bank's total number of branches. The branches in the Florida market accounted for approximately \$183 million in deposits, or 4 percent of the bank's total deposits.

The bank opened two new branches in this assessment area during the examination period, one in MSA 5960 (Orlando, FL) and the other in PMSA 5000 (Miami, FL). The bank increased its

assessment area since the previous examination to include PMSA 5000 (Miami, FL).

Of all full scope areas reviewed, MSA 5960 (Orlando, FL) had approximately 7 percent of BPNA's total loan activity. In dollar volume, both the bank's deposit and loan market shares were less than 1 percent. As shown in the chart at the right, the bank emphasized home purchase and small business lending in the Florida assessment areas.



PERFORMANCE CONTEXT

The bank's assessment areas in Florida include a large part of MSA 5960 (Orlando, FL), eight census tracts in MSA 2020 (Daytona Beach, FL), and part of PMSA 5000 (Miami, FL). According to the 1990 Census, the population of these assessment areas is approximately 1.2 million. The 2000 Census shows a statewide population increase of 23.5 percent. The population of all the counties in the Florida assessment area grew significantly, with the increases ranging from 60 percent in Osceola County to 16 percent in Miami-Dade County.

Immigration is a major factor in the population growth in Florida, which according to the 2000 Census is the nation's third largest state in terms of foreign-born population. The 2.8 million foreign-born residents, or 16.7 percent of the population, are concentrated in larger cities such as Miami.

Foreign-born populations are likely to have limited credit histories. They may also have language barriers and cultural perceptions that affect their relationships with financial institutions. According to the 2000 Census, 23 percent of Floridians speak a language other than English.

The population growth has led to increased demand for housing in Florida. Despite this urgent need, affordable housing is produced in limited quantities. Construction and land costs make it increasingly difficult for builders to construct affordable single-family dwellings for low-income individuals and families.

State and local programs are available to help LMI families become homeowners. The State Housing Initiative Program ("SHIP") allocates funds to Florida counties to use exclusively for down payment assistance, rehabilitation of affordable housing or land purchase to build affordable housing.

Florida unemployment in 2000 was fairly low at 3.6 percent but increased to 4.8 percent during the examination period. Unemployment rates overall are low in the Orlando area and high in Miami. Most industries showed moderate job growth in Florida between 1990 and 2000.

METROPOLITAN AREA

(FULL REVIEW)

MSA 5960 (ORLANDO, FL)

PERFORMANCE CONTEXT

Demographic Characteristics

The 1990 Census shows that the population of the assessment area portion of MSA 5960 (Orlando, FL) is 976,245, which represents 7.5 percent of the state population and 84 percent of BPNA's Florida assessment areas. According to the 2000 Census, the population in all counties in the Orlando MSA's assessment area grew over the decade.

Twelve percent of the Orlando MSA population is foreign-born, and almost 22 percent speak a language other than English (primarily Spanish). Consequently, banks may need to consider non-conventional credit histories and provide bilingual banking services.

Income Characteristics

The HUD-adjusted median family income in the Orlando MSA, which has some of Florida's highest median incomes, rose from \$49,600 in 2000 to \$52,000 in 2001. According to the 2000 Census, median family income increased since 1990, but lower incomes and poverty impacted the city of Orlando.

Housing Characteristics

The National Association of Realtors puts the 2001 median sales price of an existing single-family home in Orlando at \$124,100, representing an increase from \$111,200 the year before. According to 2000 figures from the Orlando Regional Realtor Association, a single-family residence averaged \$145,431 in Orange County, \$152,115 in Seminole County, and \$108,878 in Osceola County. By 2001, these prices increased to \$153,684, \$162,160 and \$124,501, respectively.

Correlating home sales prices with income levels, homeownership is not a viable option for most low-income families and some moderate-income families. In order to help provide affordable housing for LMI families, counties receive SHIP funds from the state, and nonprofit organizations and public-private partnerships such as the Community Partners Program.

Labor, Employment and Economic Characteristics

During the examination period, unemployment rates increased but remained low in the Orlando area. The Bureau of Labor Statistics reported a 2001 unemployment rate of 4 percent in the Orlando MSA, up from 2.6 percent the year before. According to an Associated Press report, Orlando's low unemployment rates can be deceptive as the area's tourism industry pays low

wages, and many workers need two or three jobs to afford even rental housing. The article said that in 2000, one out of eight workers in the Orlando metropolitan area had multiple jobs.

According to the 2000 Census, the services sector employs 47.6 percent of the Orlando MSA labor force. Reflecting the importance of tourism to the area, arts, entertainment, recreation, hotels and food services have the largest concentration of employees. The next largest employment sectors are retail trade and construction. High technology is also a major employer. The large number of service sector companies suggests small business loans would be a credit need.

Representatives of community organizations contacted during the examination agreed that the Orlando metropolitan area economy is stable. Despite the economic slowdown starting in early 2001 and accelerated by the September 11 attacks, local corporations have not significantly downsized. The contacts emphasized that the Orlando area's tourism-driven economy equates to hourly wage employment, and most of these jobs do not enable families to buy their homes.

The community contacts also indicated that the main issue for LMI families is not the supply of affordable housing, but high debt, derogatory credit histories and the lack of innovative and flexible lending programs to address these problems. In addition, the contacts indicated that very few banks advertise their innovative and flexible lending programs, and traditional marketing methods do not reach potential LMI borrowers.

EXHIBIT 14
Assessment Area Demographics
MSA 5960 (Orlando, FL)

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	9	5.0	5,925	2.3	2,245	37.9	42,830	16.9
Moderate-income	35	19.6	32,609	12.8	5,144	15.8	45,766	18.0
Middle-income	89	49.7	144,794	57.0	8,716	6.0	59,888	23.6
Upper-income	45	25.1	70,661	27.9	1,996	2.8	105,505	41.5
NA*	1	.6	0	0	0	0	0	0
Total Assessment Area	179	100.0	253,989	100.0	18,101	7.1	253,989	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	10,552	2,586	1.1	24.5	6,709	63.6	1,257	11.9
Moderate-income	56,786	25,730	11.4	45.3	25,243	44.5	5,813	10.2
Middle-income	240,243	126,850	56.2	52.8	88,685	36.9	24,708	10.3
Upper-income	98,787	70,395	31.3	71.3	20,659	20.9	7,733	7.8
NA*	0	0	0	0	0	0	0	0
Total Assessment Area	406,368	225,561	100.0	55.5	141,296	34.8	39,511	9.7
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	
Low-income	2,355	3.8	1,917	3.6	311	6.4	127	4.0
Moderate-income	9,570	15.5	8,207	15.2	913	18.8	450	14.2
Middle-income	32,596	52.7	28,584	53.2	2,368	48.8	1,644	51.8
Upper-income	17,304	28.0	15,095	28.0	1,257	25.9	952	30.0
Tract not reported	26	0	21	0.0	3	.1	2	0.0
Total Assessment Area	61,851	100.0	53,824	100.0	4,852	100.0	3,175	100.0
	Percentage of Total Businesses:			87.0		7.8		5.1

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN FLORIDA AND MSA 5960 (ORLANDO, FL)

LENDING TEST

The facts and data used to evaluate the bank's performance in all its Florida assessment areas are shown in the Florida tables in Appendix D beginning on page BB99. Lending activity is depicted in Florida Table 1, geographic distribution is depicted in Florida Tables 2-6, and borrower characteristics are depicted in Florida Tables 8-11.

Lending Activity: BPNA's lending activity showed adequate responsiveness to the retail credit needs of MSA 5960 (Orlando, FL). The following table indicates the volume of deposits the

* Indicates tracts for which income figures were unavailable.

bank derives from the Orlando MSA compared with the volume of lending originated or purchased:

MSA 5960 (Orlando, FL)		
	2000	2001
% Full scope assessment area deposits	3%	4%
% Full scope HMDA-related & small business loans	4%	8%

BPNA's lending activity in MSA 5960 (Orlando, FL) was adequate at this examination. The bank's

overall lending from 1999 to 2000 declined while the aggregate had a very small level of growth. From 2000 to 2001, the bank's significant growth in the lending activity exceeded the aggregate performance. Within small business lending, the aggregate increased such lending significantly from 1999 to 2000 while the bank's lending declined significantly. From 2000 to 2001, small business lending by both the bank and the aggregate grew significantly, but BPNA's increase was more than twice the aggregate. For details, see Exhibits 15 and 16 below.

EXHIBIT 15									
Loan Volumes 1999-2001									
MSA 5960 (Orlando, FL)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	84	31%	108	50%	130	39%	29%	20%	55%
Refinance	27	10%	14	6%	55	17%	-48%	293%	104%
Home Improvement	12	5%	7	3%	8	2%	-42%	14%	-33%
Small Business	143	54%	88	41%	139	42%	-38%	58%	-3%
TOTALS	266	100%	217	100%	332	100%	-18%	53%	25%

EXHIBIT 16									
Aggregate Loan Volumes 1999-2001									
MSA 5960 (Orlando, FL)									
Loan Type	1999		2000		2001		% Change '99-'00	% Change '00-'01	% Change '99-'01
	#	%	#	%	#	%			
Home Purchase	38,906	48%	40,444	49%	43,271	36%	4%	7%	11%
Refinance	23,603	29%	11,101	13%	39,612	33%	-53%	257%	68%
Home Improvement	3,131	4%	3,408	4%	2,741	2%	9%	-20%	-12%
Small Business	15,541	19%	28,287	34%	35,092	29%	82%	24%	126%
TOTALS	81,181	100%	83,240	100%	120,716	100%	2%	45%	49%

Geographic Distribution of Lending: In LMI geographies, the overall geographic distribution of HMDA-related and small business loans reflected adequate penetration. Performance was adequate in moderate-income geographies. However, the opportunity for HMDA-related lending

in low-income geographies was limited in MSA 5960 (Orlando, FL), with only 1 percent of the Orlando MSA's owner-occupied units in low-income geographies.

Home Purchase Loans

Compared with the number of owner-occupied housing units and the high cost of housing in relation to incomes, the overall geographic distribution of home purchase loans across geographies of different income levels reflected poor penetration in LMI areas. No home purchase loans were made in low-income geographies as a result of the high cost of housing and limited mortgage opportunities. The aggregate level of lending in low-income geographies was very weak, with less than 1 percent of home purchase loans in such geographies. BPNA's performance in moderate-income census tracts was weak and underperformed the aggregate.

Refinance Loans

Compared with the number of owner-occupied housing units, the overall geographic distribution of refinancings across geographies of different income levels displayed poor penetration in LMI areas. No loans were made in low-income geographies, which reflects the assessment area's high housing costs and very small level of owner-occupied housing. BPNA's performance in moderate-income census tracts was weak and less than that of the aggregate.

Small Business Loans

The overall geographic distribution of small business loans in LMI geographies was excellent based on excellent penetration in moderate-income tracts and very good penetration in low-income tracts. BPNA's level of small business loans in LMI census tracts exhibited very strong performance compared with the aggregate.

Borrower Characteristics: The overall distribution of loans among borrowers of different income levels and businesses of different sizes was good based on:

- An excellent level of lending to moderate-income borrowers given the high housing costs relative to incomes;
- An excellent level of lending to low-income borrowers given the high cost of housing relative to incomes in Orlando, which makes homeownership difficult for low-income borrowers; and
- An excellent level of lending to businesses with GAR of \$1 million or less.

HMDA-related Lending to Moderate-income Borrowers

BPNA's distribution of home purchase loans and refinancings to moderate-income borrowers was excellent when compared with the number of moderate-income families in MSA 5960 (Orlando, FL). The bank outperformed the aggregate for both HMDA-related products in the Orlando MSA.

HMDA-related Lending to Low-income Borrowers

The distribution of the bank's home purchase loans to low-income borrowers was excellent when compared with the number of low-income families in the Orlando MSA, with the bank exceeding aggregate performance. BPNA's distribution of refinancings to low-income borrowers was good when compared with the number of low-income borrowers. The bank exceeded the aggregate performance.

Small Business Loans

The bank's record of lending to businesses of different sizes in the Orlando MSA was excellent when compared with the number of businesses with GAR of \$1 million or less and the aggregate performance. BPNA outperformed the aggregate when compared with the number of businesses with GAR of \$1 million or less. In addition, 67 percent of all small business loans were for \$100 thousand or less, and the amount of such loans averaged \$38 thousand.

Community Development Lending: BPNA's community development lending in Florida was excellent, based on performance in the Orlando MSA. The bank originated two loans totaling \$4 million to a regional nonprofit organization that creates affordable rental housing in the Orlando area. Affordable rental housing is a primary need in the assessment area because of high housing costs in relation to low incomes.

INVESTMENT TEST

In the state of Florida assessment area, BPNA had an excellent level of qualified investments that exhibited strong responsiveness to community development needs. For details, see Florida Table 14.

At this examination, qualified investments totaled \$972 thousand, or 5 percent of the bank's total qualified investments. The majority of these investments were made in MSA 5960 (Orlando, FL). This included a \$180 thousand investment in a mortgage-backed security promoting homeownership for LMI individuals.

BPNA's investments exhibited excellent responsiveness to credit and community development needs in the bank's assessment areas. Approximately 63 percent of investments were directed to agencies that support affordable housing development, a primary credit need in the bank's assessment areas. Thirty-five percent of activity was directed to economic development, and 2 percent of activity was directed to community services organizations.

SERVICE TEST

Retail Services: In MSA 5960 (Orlando, FL), BPNA's branch delivery systems were readily accessible to all portions of the assessment area when compared with the population in LMI geographies. For details, see Florida Table 15. Two or 25 percent of the bank's branches were located in moderate-income geographies. In addition, three branches in non-LMI geographies were adjacent LMI geographies.

BPNA provided alternative delivery systems to serve the needs of the MSA. Seven of the eight branches maintained at least one ATM.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems, particularly in LMI geographies and to LMI individuals. No branches were closed, and one branch was opened in an upper-income geography.

Products and services did not vary in a way that inconveniences certain portions of the assessment area, particularly in LMI geographies and to LMI individuals. All branches provided extended business hours on a weekday while seven branches provided hours on Saturdays, one in a moderate-income area.

Community Development Services: BPNA provided a relatively high level of community development services in the MSA. The bank conducted eight seminars, mostly concerning loan product education. Bank employees provided technical support on five occasions.

METROPOLITAN AREAS

(LIMITED REVIEW)

MSA 2020 (DAYTONA, FL)

PMSA 5000 (MIAMI, FL)

Facts and data reviewed, including performance and demographic information, can be found in the tables in Appendix D. Conclusions regarding performance, which did not impact the overall state rating, are as follows:

Assessment Area	Lending Test	Investment Test	Service Test
MSA 2020	Consistent	Below	Below
PMSA 5000	Consistent	Consistent	Below

STATE OF TEXAS

CRA RATING FOR TEXAS: "SATISFACTORY."

The lending test is rated: Low satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting BPNA's rating for this state follow:

- The total volume of HMDA-related and small business lending was adequate.
- Geographic distribution and the distribution of loans among individuals of different income levels and businesses of different sizes were excellent.
- Community development lending activity was very poor, with no community development loans extended during the examination period.
- The level of qualified investments was excellent.
- Delivery systems were readily accessible to geographies and individuals of different income levels.
- BPNA provided a relatively high level of community development services, which enhanced the Texas rating.

SCOPE OF EXAMINATION

For the Texas rating, a full review was conducted for CMSA 3362 (Houston-Galveston-Brazoria, TX), and a limited review was conducted for MSA 0840 (Beaumont-Port Arthur, TX). Primary reliance was placed on performance in CMSA 3362 as it contains most of the population and lending and all the bank's branches and deposits in the combined Texas assessment area.

Ninety-one percent of loan activity in Texas assessment area CMSA 3362 took place in the assessment area portion of PMSA 3360 (Houston, TX), which includes the city of Houston. Of the three PMSAs in CMSA 3362, PMSA 3360 (Houston, TX) has the highest population. Hence, conclusions for this PMSA outweighed those for PMSA 2920 (Galveston-Texas City, TX) and PMSA 1145 (Brazoria, TX).

DESCRIPTION OF INSTITUTION'S OPERATIONS IN TEXAS

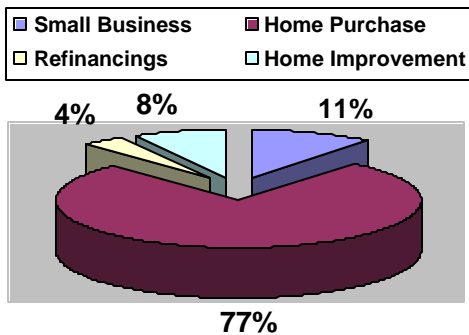
BPNA operated six retail branches in the Texas assessment area, representing 6 percent of the bank's retail branches in its combined assessment areas. The Texas branches contain \$104 million in deposits, or 2 percent of the bank's total branch deposits in its combined assessment areas.

The bank also maintains a loan production office in PMSA 1920 (Dallas, TX) focusing on SBA

lending. Its 2000-2001 loan activity was outside the bank's assessment area and not included in the analysis.

Of full scope areas reviewed, approximately 17 percent of total loan activity analyzed at this examination occurred in CMSA 3362. BPNA's 2001 deposit market share is less than .25 percent for the PMSA 3360 (Houston, TX) portion of the CMSA. The bank's corresponding loan market share is just over .25 percent.

The bank opened one branch during the examination period in the PMSA 3360 (Houston, TX) portion of CMSA 3362. BPNA's assessment area expanded for this examination period to include CMSA 3362 and MSA 0840 (Beaumont-Port Arthur, TX). The bank has branches in the PMSA 3360 (Houston, TX) portion of the CMSA only.



As shown in the chart at left, BPNA focused on home purchase lending in CMSA 3362, while other loan products represented a much smaller volume of lending.

BPNA's home purchase lending consists mostly of a broker-referred, non-conforming fixed-rate product with higher-than-market interest rates. This non-conforming mortgage product is underwritten and offered only in Texas. In both CMSA 3362 and MSA 0840 (Beaumont-Port Arthur, TX), the bank originated 1,280 home purchase loans, of which 93 percent were the non-conforming fixed-rate product with a higher-than-market interest rate.

PERFORMANCE CONTEXT

BPNA's assessment area in Texas consists of CMSA 3362 (Houston-Galveston-Brazoria, TX) and MSA 0840 (Beaumont-Port Arthur, TX). According to the 1990 Census, the Houston CMSA and the Beaumont MSA account for 22 percent and 2 percent of the state's population, respectively.

In the 1990s, the population of Texas expanded and became increasingly urban. The population increased almost 23 percent during the decade primarily as a result of an influx of Hispanic and Asian immigrants. Many of the new residents work in a cash economy, resulting in undocumented income and credit histories that present obstacles to obtaining credit from bank lenders. In addition, almost a third of Texas residents have a language barrier; 31 percent of the population speaks a language other than English.

According to the Business and Industry Data Center (a Census Bureau initiative with local government participants), Texas' economic growth has paralleled the U.S. business cycle in the 1990s, contrasting sharply with earlier decades when the state's economy depended on energy prices and ran counter-cyclical to the national economy.

Increased demand resulting from population growth and rising housing costs make homeownership unaffordable to many LMI families in the state, particularly in Houston and other cities.

Affordable housing programs offered through the Texas Department of Housing and Community Affairs allow a limited number of LMI families to purchase homes, even in the newer suburban growth areas. Examples of these programs include the Texas First-Time Homebuyer Program, which offers mortgages with below-market interest rates, and the Down Payment Assistance Program. However, in some LMI communities, this assistance falls short of enabling LMI families' homeownership because of high housing costs. As a result, many LMI families have resorted to acquiring a home through the private contract-for-deed process. Unlike buyers with a mortgage who gain equity with each payment, contract-for-deed provides buyers no equity in their homes until the last payment is made.

The contract-for-deed financing method has been commonly used in unincorporated settlements in south Texas, which are not included in BPNA's assessment area. Government sources said that during recent flood relief efforts, the practice spread to the LMI areas of major cities. Community contacts have confirmed that the practice is also prevalent in some LMI areas in Houston. Contract-for-deed transactions limit HMDA-related lending in LMI areas and lending to LMI borrowers. Also, the popularity of this financing method indicates a need for educational programs about conventional mortgage financing.

During most of the examination period, the economy was strong, led by the business services and energy sectors, as well as retail and construction. The Texas unemployment rates of 4.2 percent in 2000 and 4.9 percent in 2001 approximate the national unemployment rates of 4 percent and 4.8 percent, respectively.

Several major corporations are based in the state, which has become a center for telecommunications, transportation, electronics manufacturing and data processing. Still, most businesses operating in the state have fewer than 50 employees, creating a demand for small business lending opportunities. These opportunities are particularly important in urban LMI communities in need of revitalization.

METROPOLITAN AREA

(FULL REVIEW)

CMSA 3362 (HOUSTON-GALVESTON-BRAZORIA, TX)

PERFORMANCE CONTEXT

Demographic Characteristics

The Houston CMSA's population is 3.7 million, according to the 1990 Census. The CMSA includes Harris County, the largest county in Texas, as well as Houston, the largest city in the state and fourth largest in the nation. Harris County is also the largest of the six counties that make up the CMSA, with 76 percent of the CMSA population. The CMSA population increased almost 26 percent in the 1990s, while Houston's population grew 20 percent.

One reason for the population growth is the influx of immigrants into the Houston area. Over 19 percent of the CMSA population is foreign-born, and over 48 percent of the foreign-born population entered the U.S. in the 1990s. Of this population, 69 percent came from Latin America and 21 percent from Asia.

Many immigrants settle in the city of Houston where 26.4 percent of the population is foreign-born and 52.2 percent arrived in the U.S. between 1990 and 2000. Over 41 percent of the city's population speaks a language other than English. One-third of the population speaks Spanish, suggesting that local financial institutions need to have Spanish-speaking services. In addition, recent immigrants lack traditional credit histories, requiring flexible underwriting.

Income Characteristics

The 2001 HUD-adjusted median family incomes for the PMSAs that make up the Houston CMSA are \$58,500 for PMSA 3360 (Houston, TX), \$57,100 for PMSA 1145 (Brazoria, TX) and \$52,500 for PMSA 2920 (Galveston-Texas City, TX). This represented an increase in all cases from the 2000 medians of \$56,700 for Houston, \$56,100 for Brazoria, and \$52,100 for Galveston.

Housing Characteristics

According to the 2000 Census, the proportion of owner-occupied units increased and vacant units decreased since the 1990 Census. In the Houston CMSA, 56 percent of housing units are owner-occupied, 36 percent are rentals and 8 percent are vacant. In the city of Houston, the proportion of vacant units is also 8 percent. Rental units make up almost half of all housing units. Only 42 percent of all housing units are owner-occupied.

Population growth has increased the demand for housing, but rising housing costs make homeownership in Houston unaffordable to many LMI families. Building efforts generally take

place in the suburbs where land is less expensive and demand is high because of the proximity to expanding job opportunities.

According to the National Association of Realtors, the 2001 median sales price for an existing single-family home in the Houston PMSA is \$122,400, which represents a 5 percent increase from \$116,100 the year before.

In an attempt to address affordable housing needs, the city has instituted programs such as the Houston Hometown Program to increase homeownership. Community contacts indicated that community development corporations (“CDCs”) and other housing development organizations have proliferated in LMI neighborhoods.

The *City of Houston’s 2000 Consolidated Plan* reports that the city’s LMI residents face a shortage of affordable rental housing. Families with incomes below 30 percent of median family income have the greatest difficulty obtaining affordable rents. The situation worsened at the end of 2001 when, according to a HUD report, Tropical Storm Allison forced hundreds of homeowners and renters with flood-damaged dwellings into apartments. Houston’s apartment occupancy rose slightly, and average rents continued to increase.

Labor, Employment and Economic Characteristics

The 2000 unemployment rates in the Houston CMSA ranged from 4.1 percent in the Houston PMSA to 6.2 percent in the Brazoria PMSA. In 2001, the jobless rates range from a low of 4.3 percent in the Houston PMSA to 6 percent in the Galveston-Texas City PMSA.

A 20-square-mile area including Houston’s central business district has been designated an Enhanced Enterprise Community. This federal designation provides access to new economic development financing programs for micro-enterprise and small business loans, opening up lending and investments opportunities for local financial institutions. A community contact cited the need for small business loans, particularly small dollar lines of credit.

EXHIBIT 17								
Assessment Area Demographics								
CMSA 3362 (Houston-Galveston-Brazoria, TX)								
Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	86	10.5	63,768	6.7	24,663	38.7	213,364	22.4
Moderate-income	231	28.2	236,805	24.8	47,361	20.0	159,884	16.8
Middle-income	275	33.6	351,106	36.9	30,767	8.8	196,525	20.6
Upper-income	202	24.7	301,435	31.6	9,452	3.1	383,341	40.2
NA*	25	3.0	0	0	0	0	0	0
Total Assessment Area	819	100.0	953,114	100.0	112,243	11.8	953,114	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	124,145	34,292	4.6	27.6	62,719	50.5	27,134	21.9
Moderate-income	417,350	161,829	21.5	38.8	184,187	44.1	71,334	17.1
Middle-income	552,246	280,873	37.3	50.9	209,005	37.8	62,368	11.3
Upper-income	444,094	275,179	36.6	62.0	130,691	29.4	38,224	8.6
NA*	2	0.0	0.0	0.0	0.0	0.0	2	100
Total Assessment Area	1,537,837	752,173	100.0	48.9	586,602	38.1	199,062	12.9
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	
Low-income	11,616	5.8	9,868	5.8	1,104	6.3	644	5.7
Moderate-income	48,726	24.5	41,093	24.2	5,039	28.6	2,594	22.8
Middle-income	67,788	34.1	57,937	34.1	5,798	32.9	4,043	35.6
Upper-income	70,462	35.4	60,842	35.8	5,557	31.6	4,063	35.8
Tract not reported	393	.2	285	.1	103	.6	15	.1
Total Assessment Area	198,985	100.0	170,025	100.0	17,601	100.0	11,359	100.0
Percentage of Total Businesses:				85.4			8.8	5.7

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TEXAS AND CMSA 3362 (HOUSTON-GALVESTON-BRAZORIA, TX)

LENDING TEST

The facts and data used to evaluate the bank's lending test performance in all its Texas assessment areas are shown in the Appendix D Texas tables, which begin on page BB109. Lending activity is depicted in Texas Table 1, geographic distribution is depicted in Texas Tables 2-6, and borrower characteristics are depicted in Texas Tables 8-11.

Lending Activity: BPNA's lending activity showed adequate responsiveness to retail credit needs in CMSA 3362 (Houston-Galveston-Brazoria, TX). The following table indicates the

* Indicates tracts for which income figures were unavailable.

volume of deposits the bank has in the CMSA 3362 assessment area compared with the volume of lending originated or purchased there:

CMSA 3362 (Houston, TX)	2000	2001
% Full scope assessment area deposits	2%	2%
% Full scope HMDA-related & small business loans	10%	11%

BPNA's lending performance in Texas at this examination is adequate. Exhibits 18 and 19 below compare the bank's

lending with the aggregate performance. Overall, the bank's lending activity was generally consistent with or better than the aggregate's performance trends. Home purchase lending is the primary retail product line in this assessment area. However, home purchase lending is largely limited to a single, higher-cost home purchase product, which is not considered responsive to credit needs in the entire assessment area.

EXHIBIT 18									
Loan Volumes 1999-2001									
CMSA 3362 (Houston-Galveston-Brazoria TX)									
Loan Type	1999		2000		2001		%	%	%
	#	%	#	%	#	%	Change '99-'00	Change '00-'01	Change '99-'01
Home Purchase	396	52%	573	76%	523	79%	45%	-9%	32%
Refinance	13	2%	19	3%	37	6%	46%	95%	185%
Home Improvement	256	34%	76	10%	35	5%	-70%	-54%	-86%
Small Business	90	12%	82	11%	68	10%	-9%	-17%	-24%
TOTALS	755	100%	750	100%	663	100%	-1%	-12%	-12%

EXHIBIT 19									
Aggregate Loan Volumes 1999-2001									
CMSA 3362 (Houston-Galveston-Brazoria TX)									
Loan Type	1999		2000		2001		%	%	%
	#	%	#	%	#	%	Change '99-'00	Change '00-'01	Change '99-'01
Home Purchase	122,639	52%	124,237	51%	132,135	72%	1%	6%	8%
Refinance	41,719	18%	22,337	9%	24,755	13%	-46%	11%	-41%
Home Improvement	12,923	5%	10,817	4%	3,989	2%	-16%	-63%	-69%
Small Business	58,115	25%	89,102	36%	23,758	13%	53%	-73%	-59%
TOTALS	235,396	100%	246,493	100%	184,637	100%	5%	-25%	-22%

Geographic Distribution of Lending: The overall geographic distribution of HMDA-related and small business loans reflected excellent penetration in LMI geographies. Performance was good in low-income geographies and excellent in moderate-income geographies.

Home Purchase Loans

Compared with the number of owner-occupied housing units, the overall distribution of home purchase loans across geographies of different income levels reflected excellent penetration, based on good performance in low-income geographies and excellent penetration in moderate-income geographies in PMSA 3360 (Houston, TX). In addition, BPNA significantly exceeded the aggregate in LMI geographies in PMSA 3360 (Houston, TX).

Performance in PMSA 2920 (Galveston-Texas City, TX) was good in LMI geographies, based on very good penetration in moderate-income geographies but weak penetration in low-income geographies. The bank far exceeded the aggregate performance in moderate-income geographies. Although the bank's performance was lower than the aggregate, both the bank and the aggregate had weak home purchase loan penetration in low-income geographies.

BPNA's home purchase loan volume in PMSA 1145 (Brazoria, TX) was insufficient for a meaningful analysis.

Home Improvement Loans

The overall distribution of home improvement lending was excellent in LMI areas, based on the bank's excellent LMI penetration in PMSA 3360 (Houston, TX). The bank exceeded the aggregate in LMI geographies in this PMSA. The bank's home improvement lending volumes in PMSA 1145 (Brazoria, TX) and PMSA 2920 (Galveston-Texas City, TX) were insufficient for meaningful analysis.

Refinance Loans

The bank's level of refinancings in LMI geographies was good based on excellent penetration in moderate-income geographies and poor penetration in low-income geographies. Based primarily on performance in PMSA 3360 (Houston, TX), the bank's excellent performance in moderate-income geographies exceeded the aggregate performance. Although the bank's performance exceeded the aggregate, both the bank and aggregate had poor performance in low-income geographies.

Bank levels of refinancings in PMSA 1145 (Brazoria, TX) and PMSA 2920 (Galveston-Texas City, TX) were insufficient for meaningful analysis.

Small Business Loans

The overall geographic distribution of small business loans in LMI geographies was excellent. BPNA's excellent level of small business lending in LMI geographies exceeded the aggregate performance in PMSA 3360 (Houston, TX). In PMSA 1145 (Brazoria, TX) and PMSA 2920 (Galveston-Texas City, TX), the bank did not have enough small business loan volume for meaningful analysis.

Borrower Characteristics: The overall distribution of loans among borrowers of different income levels and businesses of different sizes was excellent based on:

- An excellent level of lending to moderate-income borrowers;
- The difficulty Houston LMI families face in finding affordable housing given the increased housing demand and the rise in housing costs; and
- An adequate level of lending to businesses with GAR of \$1 million or less.

HMDA-related Lending to Moderate-income Borrowers

The distribution of the bank's home purchase, home improvement and refinance loans to moderate-income borrowers represented excellent performance when compared with the level of moderate-income families in the Houston PMSA portion of CMSA 3362. For all three HMDA-related products, the bank significantly outperformed the aggregate when compared with the level of moderate-income families.

Performance was similarly excellent in the PMSA 2920 (Galveston-Texas City, TX) portion of CMSA 3362, which had enough home purchase lending for analysis, but little or no refinance and home improvement loan volume for meaningful analysis. Similarly, the PMSA 1145 (Brazoria, TX) portion of CMSA 3362 did not have enough HMDA-related volume to conduct a meaningful analysis based on borrower characteristics.

HMDA-related Lending to Low-income Borrowers

The distribution of the bank's home purchase, home improvement and refinance loans to low-income borrowers represented excellent performance when compared with the level of low-income families, based primarily on performance in the Houston PMSA portion of CMSA 3362. The bank's performance exceeded the aggregate's for each HMDA-related loan product in PMSA 3360 (Houston, TX).

As stated in the analysis of HMDA-related lending to moderate-income borrowers, only home purchase loans in PMSA 2920 (Galveston-Texas City, TX) had enough volume for a meaningful analysis based on borrower characteristics, and performance was good and compared very favorably with the aggregate. PMSA 1145 (Brazoria, TX) did not have enough HMDA-related volume for analysis.

Small Business Loans

BPNA's record of lending to businesses of different sizes in PMSA 3360 was good when compared with the number of businesses with GAR of \$1 million or less and exceeded the aggregate performance. Lending volume in PMSA 2920 (Galveston-Texas City, TX) was insufficient for a meaningful analysis. The bank had no small business loans in PMSA 1145 (Brazoria, TX).

Of total small business loans in CMSA 3362, 50 percent were for \$100 thousand or less, with loan size averaging \$38 thousand.

Community Development Lending: Considering BPNA's size, capacity and available opportunities, community development lending in Texas was very poor. The bank made no such loans here during the examination period.

INVESTMENT TEST

In the Texas assessment area, BPNA had an excellent level of qualified community development investments and grants that exhibited strong responsiveness to credit and community development needs. For details, see Texas Table 14.

At this examination, qualified investments totaled \$730 thousand or 4 percent of the bank's total qualified investments. This included a \$475 thousand investment, carried over from the previous examination period, in a mortgage-backed security targeted for homeownership by LMI individuals. The state also benefited from \$228 thousand invested on a regional basis via a HUD Section 108 certificate.

BPNA's investments exhibited an excellent response to the credit and community development needs in the bank's assessment areas. Approximately 65 percent of investments were directed to agencies that support affordable housing development, a primary credit need in the bank's assessment areas. Thirty-three percent of activity was directed to economic development, and 2 percent of activity was directed to organizations that promote community services.

HUD Section 108 funds will assist in the acquisition, rehabilitation and redevelopment of the former 22-story Post Dispatch building, an historic commercial building in the central business district (and part of the city's Enhanced Enterprise Community). The 255 thousand-square-foot building will be converted into the 314-room Magnolia Hotel. Houston's city government made a commitment to create 285 jobs through this project.

SERVICE TEST

Retail Services: Delivery systems were readily accessible to geographies and individuals of different income levels in CMSA 3362 (Houston-Galveston-Brazoria, TX). Of the six branches in the CMSA assessment area, five or 83 percent are located in LMI geographies. This compares very favorably with the level of businesses and population in LMI geographies. All branches are located in PMSA 3360 (Houston, TX). For details, see Texas Table 15.

BPNA used alternative delivery systems to enhance distribution of banking services throughout the assessment area. The bank maintained six ATMs, one in each branch. All ATMs were accessible 24 hours a day.

The bank's record of opening and closing branches improved the accessibility of its delivery systems. The bank opened one branch in a moderate-income tract during the examination period. No branches were closed.

Branch products and services did not vary in a way that inconvenienced certain portions of the bank's assessment areas, particularly LMI geographies and LMI individuals. Branch hours were

tailored to the needs of the community. All branches provided extended hours on weekdays and Saturdays.

Community Development Services: BPNA provided a relatively high level of community development services in CMSA 3362. The bank had 27 seminars and workshops, mainly about economic development. The bank also participated in two economic development fairs attended by over 6,500 people. BPNA employees provided Spanish translation for a financial literacy program sponsored by the Credit Coalition of Houston. Sixteen officers and employees worked on the boards and committees of community groups serving the needs of small businesses and LMI persons and areas. The bank participated in seven radio presentations on the merits of U.S. Savings Bonds and how to obtain them.

METROPOLITAN AREA

(LIMITED REVIEW)

MSA 0840 (BEAUMONT-PORT ARTHUR, TX)

Facts and data reviewed, including performance and demographic information, can be found in the Appendix D tables accompanying this report. Conclusions regarding performance, which did not impact the overall state rating, are as follows:

Assessment Area	Lending Test	Investment Test	Service Test
MSA 0840	Consistent	Below	Below

CRA APPENDIX A
SCOPE OF EXAMINATION

BANCO POPULAR NORTH AMERICA		
TIME PERIOD REVIEWED	1/1/00 to 10/28/02	
FINANCIAL INSTITUTION: Banco Popular North America New York, NY		PRODUCTS REVIEWED: <ul style="list-style-type: none"> • Home purchase • Refinancings • Home improvement • Small business • Multifamily • Community development
AFFILIATE(S): Banco Popular, N.A., Florida	AFFILIATE RELATIONSHIP: Holding company subsidiary	PRODUCTS REVIEWED: <ul style="list-style-type: none"> • Home purchase • Refinancings • Home improvement
LIST OF ASSESSMENT AREAS AND TYPE OF EXAMINATION		
ASSESSMENT AREA	TYPE OF EXAM	BRANCHES VISITED
CMSA 5602	On-site	
State of Illinois PMSA 1600 (Chicago, IL)	Off-site	
State of California CMSA 4472 MSA 7320 (San Diego, CA)	Off-site Off-site	
State of Florida MSA 5960 (Orlando, FL) MSA 2020 (Daytona Beach, FL) PMSA 5000 (Miami, FL)	On-site Off-site Off-site	430 North Semoran Blvd. 450 East Altamonte Drive
State of Texas CMSA 3362 MSA 0840 (Beaumont-Port Arthur, TX)	Off-site Off-site	

CRA APPENDIX B
SUMMARY OF RATINGS

BANCO POPULAR NORTH AMERICA				
	Lending Test	Investment Test	Service Test	Overall Rating
CMSA 5602 (NY/NJ)	Low Satisfactory	Outstanding	Outstanding	Satisfactory
Illinois	Low Satisfactory	Outstanding	Outstanding	Satisfactory
California	Low Satisfactory	Outstanding	Outstanding	Satisfactory
Florida	Low Satisfactory	Outstanding	Outstanding	Satisfactory
Texas	Low Satisfactory	Outstanding	Outstanding	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 lenders in the metropolitan area/assessment area.

Block numbering area (“BNA”): A statistical subdivision of a county for grouping and numbering blocks in nonmetropolitan counties where local census statistical area committees have not established census tracts. A BNA does not cross county lines.

Census tract: A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan statistical areas. They usually have between 2,500 and 8,000 persons, and their physical size varies widely depending on population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

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.

Consumer loan(s): A loan(s) to one or more individuals for household, family or other personal expenditures. A consumer loan does not include a home mortgage, small business or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage or adoption. The number of family households always equals the number of families; however, a family household may also include nonrelatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into “male householder” (a family with a male householder and no wife present) or “female householder” (a family with a female householder and no husband present).

Full review: Performance under the lending, investment and service tests is analyzed considering performance context, quantitative factors (for example, geographic distribution, borrower distribution, and total number and dollar amount of investments) and qualitative factors (for example, innovativeness, complexity and responsiveness).

Geography: A census tract or a block numbering area delineated by the U.S. 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 information such as race, gender and income of applicants, amount of loan requested, and disposition of the application (for example, approved, denied and withdrawn).

Home mortgage loans: Include 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: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

Limited Review: Performance under the lending, investment and service tests is analyzed using only quantitative factors (for example, geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

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

Market share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the metropolitan area/assessment area.

Metropolitan area (“MA”): Any primary metropolitan statistical area (“PMSA”), metropolitan statistical area (“MSA”), or consolidated metropolitan statistical area (“CMSA”), as defined by the Office of Management and Budget, with a population of 250 thousand or more, and any other area designated as such by the appropriate federal financial supervisory agency.

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

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

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

Other Products: Includes any unreported optional category of loans for which the institution collects and maintains data for consideration during a CRA examination. Example of such

activity include consumer loans and other loan data an institution may provide concerning its lending performance.

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: 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 non-mortgage, commercial loans.

Small loan(s) to farm(s): A loan included in "loans to small farms" as defined in the instructions for preparation of the Call Report. These loans have original amounts of \$500 thousand or less and are either secured by farmland or classified as loans to finance agricultural production and other loans to farmers.

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

CRA APPENDIX D

CRA CORE TABLES

Table 1. Lending Volume

LENDING VOLUME		Geography: CMSA 5602 NY/NJ						Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001				
Metropolitan Area/ Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:												
PMSA 0875 NJ	7.56	92	14,066	68	13,773	0	0	0	0	160	27,839	2
PMSA 3640 NJ	6.81	89	14,755	52	7,864	0	0	3	715	144	23,334	4
PMSA 5015 NJ	.90	15	1,572	4	855	0	0	0	0	19	2,427	1
PMSA 5600 NY	75.28	516	134,132	1,033	223,238	0	0	44	34,513.4	1,593	391,883	82
PMSA 5640 NJ	9.45	71	11,131	123	24,210	0	0	6	1,672	200	37,013	11
CMSA 5602 NY/NJ	100.00	783	175,656	1,280	269,940	0	0	53	36,900.4	2,116	482,496. 4	100.00

* Loan data as of December 31, 2001. Rated area refers to either the state or multistate metropolitan area rating area.

** The evaluation period for community development loans is from April 1, 2000, to December 31, 2001.

*** Deposit data as of June 30, 2001. Rated area refers to either the state, multistate metropolitan area or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE ("HP")		Geography: CMSA 5602 NY/NJ								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001				
Metropolitan Area/ Assessment Area	Total H P Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 0875 NJ	62	13.82	0.79	4.84	11.01	4.84	56.56	72.58	31.64	17.74	1.42	13.75	55.69	29.11
PMSA 3640 NJ	45	10.02	0.60	0.00	10.42	17.78	59.59	60.00	29.40	22.22	0.97	13.43	60.42	25.08
PMSA 5015 NJ	5	1.11	7.08	20.00	92.92	80.00	0.00	0.00	0.00	0.00	11.66	88.34	0.00	0.00
PMSA 5600 NY	299	66.59	2.79	3.34	10.88	22.41	38.64	45.48	47.68	28.76	5.52	12.41	37.16	44.72
PMSA 5640 NJ	38	8.46	3.39	13.16	17.68	50.00	39.83	21.05	39.10	15.79	6.69	21.71	37.82	33.74
CMSA 5602 NY/NJ	449	100.00	2.37	4.23	12.45	22.49	43.68	48.11	41.50	25.17	4.62	14.75	42.36	38.13

* Based on 2001 Peer Mortgage Data: Northeast Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT ("HI") DECEMBER 31, 2001		Geography: CMSA 5602 NY/NJ										Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001			
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 0875 NJ	6	9.84	0.79	0.00	11.01	0.00	56.56	66.67	31.64	33.33	1.13	10.63	55.77	32.47	
PMSA 3640 NJ	4	6.56	0.60	0.00	10.42	25.00	59.59	25.00	29.40	50.00	0.48	10.18	58.80	30.45	
PMSA 5015 NJ	0	0.00	7.08	0.00	92.92	0.00	0.00	0.00	0.00	0.00	10.23	89.77	0.00	0.00	
PMSA 5600 NY	42	68.85	2.79	21.43	10.88	14.29	38.64	42.86	47.68	21.43	6.29	16.98	42.45	33.99	
PMSA 5640 NJ	9	14.75	3.39	22.22	17.68	11.11	39.83	22.22	39.10	44.44	5.44	20.21	40.18	34.17	
CMSA 5602 NY/NJ	61	100.00	2.37	18.03	12.45	13.11	43.68	40.98	41.50	27.87	3.99	15.56	47.28	33.05	

* Based on 2001 Peer Mortgage Data: Northeast Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE LOANS ("Refis") 1, 2000, TO DECEMBER 31, 2001		Geography: CMSA 5602 NY/NJ										Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001			
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total**	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 0875 NJ	24	10.17	0.79	4.17	11.01	29.17	56.56	66.67	31.64	0.00	0.79	9.90	55.31	33.93	
PMSA 3640 NJ	39	16.53	0.60	0.00	10.42	17.95	59.59	64.10	29.40	17.95	0.94	12.34	59.26	27.17	
PMSA 5015 NJ	10	4.24	7.08	30.00	92.92	70.00	0.00	0.00	0.00	0.00	10.46	89.54	0.00	0.00	
PMSA 5600 NY	143	60.59	2.79	6.29	10.88	20.28	38.64	38.46	47.68	34.97	3.66	12.30	37.63	46.27	
PMSA 5640 NJ	20	8.47	3.39	15.00	17.68	40.00	39.83	35.00	39.10	10.00	3.21	15.23	37.79	43.73	

Banco Popular North America
New York, NY

CRA Public Evaluation
October 28, 2002

CMSA 5602 NY/NJ	236	100.0 0	2.37	6.78	12.45	24.58	43.68	43.64	41.50	25.00	2.61	12.59	43.88	40.81
-----------------	-----	------------	------	------	-------	-------	-------	-------	-------	-------	------	-------	-------	-------

* Based on 2001 Peer Mortgage Data: Northeast Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY ("MF") DECEMBER 31, 2001		Geography: CMSA 5602 NY/NJ								Evaluation Period: JANUARY 1, 2000, TO					
Metropolitan Area/ Assessment Area	Total MF Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% of MF Units***	% Bank Loans	% MF Units***	% Bank Loans	% MF Units***	% Bank Loans	% MF Units***	% Bank Loans	% MF Units***	% Bank Loans	Low	Mod	Mid
Full Review:															
PMSA 5640 NJ	4	10.81	28.35	0.00	37.66	50.00	24.21	50.00	9.74	0.00	21.49	47.16	24.78	6.57	
PMSA 5600 NY	32	86.49	18.56	31.25	23.53	18.75	26.61	31.25	31.26	18.75	16.25	31.07	31.20	21.31	
PMSA 5015 NJ	0	0.00	7.28	0.00	92.72	0.00	0.00	0.00	0.00	0.00	25.00	75.00	0.00	0.00	
PMSA 3640 NJ	1	2.70	3.74	0.00	20.74	100.00	56.29	0.00	19.24	0.00	2.66	30.68	57.73	8.94	
PMSA 0875 NJ	0	0.00	8.65	0.00	24.09	0.00	57.19	0.00	10.07	0.00	15.31	49.76	28.23	6.70	
CMSA 5602 NY/NJ	37	100.00	18.04	27.03	24.39	24.32	29.06	32.43	28.48	16.22	15.25	33.58	33.17	17.88	

* Based on 2001 Peer Mortgage Data: Northeast Region.

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

*** Percentage of multifamily units is the number of multifamily housing units in a particular geography divided by number of multifamily housing units in the area based on 1990 Census.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES ("SB") TO DECEMBER 31, 2001		Geography: CMSA 5602 NY/NJ								Evaluation Period: JANUARY 1, 2000,					
Metropolitan Area/ Assessment Area	Total SB Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*				
	#	% of Total**	% of Businesses***	% Bank Loans	% of Businesses**	% Bank Loans	% of Businesses***	% Bank Loans	% of Businesses**	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 0875 NJ	68	5.31	3.16	8.82	14.84	26.47	53.16	50.00	28.74	14.71	2.50	15.52	54.57	27.41	
PMSA 3640 NJ	52	4.06	1.21	0.00	17.44	34.62	56.78	46.15	24.17	19.23	0.81	16.29	57.33	25.57	
PMSA 5015 NJ	4	.31	8.74	25.00	91.26	75.00	0.00	0.00	0.00	0.00	2.96	11.31	72.61	13.13	
PMSA 5600 NY	1,033	80.71	7.95	10.48	19.10	33.20	26.42	37.32	43.68	19.00	6.27	16.48	26.44	50.81	
PMSA 5640 NJ	123	9.61	11.60	16.26	19.05	39.02	35.55	39.02	33.74	5.69	9.31	18.15	36.65	35.89	
CMSA 5602 NY/NJ	1,280	100.00	7.41	10.57	18.62	33.60	32.20	38.41	39.70	17.43	5.65	16.17	35.63	42.56	

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Source data - Dun and Bradstreet (2002).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE ("HP") DECEMBER 31, 2001		Geography: CMSA 5602 NY/NJ								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total HP Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total*	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															
PMSA 0875 NJ	62	13.82	18.58	1.61	18.93	27.42	23.58	22.58	38.91	48.39	3.80	16.34	30.68	49.18	
PMSA 3640 NJ	45	10.02	22.91	0.00	16.23	25.00	21.11	29.55	39.75	45.45	1.50	9.16	25.29	64.05	
PMSA 5015 NJ	5	1.11	40.92	20.00	28.26	60.00	18.75	0.00	12.07	20.00	27.57	47.69	19.11	5.63	
PMSA 5600 NY	299	66.59	28.43	2.37	16.55	15.25	18.68	27.80	36.33	54.58	2.17	11.82	25.83	60.18	
PMSA 5640 NJ	38	8.46	24.83	10.53	18.80	47.37	22.40	23.68	33.96	18.42	5.54	23.59	29.24	41.63	
CMSA 5602 NY/NJ	449	100.00	26.35	2.93	17.21	21.17	19.98	26.58	36.47	49.32	3.21	14.88	27.39	54.51	

* Based on 2001 Peer Mortgage Data: Northeast Region.

** As a percentage of loans with borrower income information available. No information was available for 1.11% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT ("HI") DECEMBER 31, 2001		Geography: CMSA 5602 NY/NJ								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total**	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															
PMSA 0875 NJ	6	9.84	18.58	0.00	18.93	0.00	23.58	50.00	38.91	50.00	6.49	16.88	29.33	47.30	
PMSA 3640 NJ	4	6.56	22.91	25.00	16.23	0.00	21.11	50.00	39.75	25.00	5.91	14.17	30.22	49.70	
PMSA 5015 NJ	0	0.00	40.92	0.00	28.26	0.00	18.75	0.00	12.07	0.00	21.69	53.01	14.46	10.84	
PMSA 5600 NY	42	68.85	28.43	9.52	16.55	23.81	18.68	23.81	36.33	42.86	8.51	19.56	30.84	41.09	
PMSA 5640 NJ	9	14.75	24.83	0.00	18.80	33.33	22.40	11.11	33.96	55.56	8.37	23.28	30.26	38.09	
CMSA 5602 NY/NJ	61	100.00	26.35	8.20	17.21	21.31	19.98	26.23	36.47	44.26	7.68	19.29	30.04	42.98	

* Based on 2001 Peer Mortgage Data: Northeast Region.

** As a percentage of loans with borrower income information available.

*** Percentage of families is based on the 1990 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE ("Refis")		Geography: CMSA 5602 NY/NJ		Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001										
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% Bank Loans****	% Families*	% Bank Loans****	% Families*	% Bank Loans****	% Families*	% Bank Loans****	Low	Mod	Mid	Upper
Full Review:														
PMSA 0875 NJ	24	10.17	18.58	4.17	18.93	25.00	23.58	33.33	38.91	37.50	3.95	15.09	29.11	51.84
PMSA 3640 NJ	39	16.53	22.91	2.56	16.23	17.95	21.11	28.21	39.75	51.28	2.58	10.36	25.24	61.81
PMSA 5015 NJ	10	4.24	40.92	50.00	28.26	40.00	18.75	10.00	12.07	0.00	26.27	45.39	21.66	6.68
PMSA 5600 NY	143	60.59	28.43	5.67	16.55	17.73	18.68	32.62	36.33	43.97	3.22	12.78	26.67	57.33
PMSA 5640 NJ	20	8.47	24.83	15.00	18.80	60.00	22.40	10.00	33.96	15.00	5.23	18.19	26.72	49.86
CMSA 5602 NY/NJ	236	100.00	26.35	7.69	17.21	23.08	19.98	29.06	36.47	40.17	3.91	14.58	27.28	54.23

* Based on 2001 Peer Mortgage Data: Northeast Region.

** As a percentage of loans with borrower income information available. No information was available for 0.85% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: CMSA 5602 NY/NJ		Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001							
Metropolitan Area/ Assessment Area	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*			
	#	% of Total**	% of Businesses***	% Bank Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Revenues \$ 1 Million or Less		
Full Review:											
PMSA 0875 NJ	68	5.31	77.58	44.12	48.53	23.53	27.94	36,967	14,168		
PMSA 3640 NJ	52	4.06	78.40	46.15	50.00	34.62	15.38	9,456	3,566		
PMSA 5015 NJ	4	.31	80.45	0.00	50.00	0.00	50.00	17,731	6,417		
PMSA 5600 NY	1,033	80.72	64.69	65.25	38.82	24.59	36.59	173,434	79,138		
PMSA 5640 NJ	123	9.61	78.82	78.86	29.27	56.91	13.82	27,719	10,137		

Banco Popular North America
New York, NY

CRA Public Evaluation
October 28, 2002

CMSA 5602 NY/NJ	1,280	100.00	68.53	64.45	38.91	27.97	33.13	265,307	113,426
-----------------	-------	--------	-------	-------	-------	-------	-------	---------	---------

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source: Dun & Bradstreet - 2002).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 23.44% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS OCTOBER 28, 2002		State: MULTISTATE CMSA 5602				Evaluation Period: JULY 1, 2000, through			
Metropolitan Area/ Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$'s	#	\$ (000's)
Full-Review:									
PMSA 0875 NJ	2	256	5	840	7	1,096	8.57		
PMSA 3640 NJ	0	0	8	4	8	4	0.03		
PMSA 5015 NJ	0	0	0	0	0	0	0.0		
PMSA 5600 NY	13	11,103	140	166	153	11,269	88.11		
PMSA 5640 NJ	0	0	0	0	0	0	0		
CMSA 5602 NY/NJ	15	11,359	153	1010	168	12,369	96.72		
REGIONAL AREA	0	0	1	420	1	420	3.28		

* "Prior Period Investments" means investments made in a previous evaluation period that are outstanding as of the examination date.

** "Unfunded Commitments" means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS										Geography: NEW YORK/NEW JERSEY				Evaluation			
Period: JANUARY 1, 2000, TO OCTOBER 28, 2002																	
Metropolitan Area/ Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location Of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upper			Low	Mod	Mid	Upper	Low	Mod	Mid	Upper
Full Review:																	
PMSA 0875 NJ	2	2	5	50.00	50.00	0.00	0.00	0	0	0	0	0	0	4.18	18.73	52.23	24.82
PMSA 3640 NJ	4	4	59	0.00	0.00	75.00	25.00	1	0	0	0	1	0	2.38	17.09	60.77	19.74
PMSA 5015 NJ	1	1	12	100.00	0.00	0.00	0.00	1	0	1	0	0	0	8.85	91.15	0.00	0.00
PMSA 5600 NY	82	32	3673	21.88	34.38	34.38	9.38	0	0	0	0	0	0	17.16	23.14	33.26	26.04

**Banco Popular North America
New York, NY**

**CRA Public Evaluation
October 28, 2002**

PMSA 5640 NJ	11	5	6	20.00	60.00	20.00	0.00	0	0	0	0	0	0	13.11	30.02	31.88	24.92
CMSA 5602 NY/NJ	100	44	100	22.73	34.09	34.09	9.09	2	0	1	0	1	0	14.18	23.40	36.83	25.29

Table 1. Lending Volume

LENDING VOLUME 2001		Geography: ILLINOIS						Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31,					
Metropolitan Area/ Assessment Area	% of Rated Area Loans (#) in MA/AA	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***	
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)		
Full Review:													
PMSA 1600	100.00	2,164	106,762	1,055	116,073	0	0	68	31,680	3,287	254,516	0.00	

* Loan data as of December 31, 2001. Rated area refers to either the state or multistate metropolitan area rating area.

** The evaluation period for community development loans is from April 1, 2000, to December 31, 2001.

*** Deposit data as of June 30, 2001. Rated Area refers to either the state, multistate metropolitan area or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE ("HP") 31, 2001		Geography: ILLINOIS						Evaluation Period: JANUARY 1, 2000, TO DECEMBER						
Metropolitan Area/ Assessment Area	Total H P Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 1600	144	100.00	3.55	7.64	14.48	22.92	47.56	50.00	34.41	19.44	5.70	14.41	44.84	34.76

* Based on 2001 Peer Mortgage Data: Central Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT ("HI") 31, 2001		Geography: ILLINOIS						Evaluation Period: JANUARY 1, 2000, TO DECEMBER						
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	Low	Mod	Mid	Upper

Full Review:

PMSA 1600	1,724	100.0 0	3.55	13.34	14.48	37.01	47.56	44.03	34.41	5.63	6.69	18.63	47.24	27.36
-----------	-------	------------	------	-------	-------	-------	-------	-------	-------	------	------	-------	-------	-------

* Based on 2001 Peer Mortgage Data: Central Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE ("Refis")				Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2000, TO				DECEMBER 31, 2001			
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total**	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1600	174	100.00	3.55	13.22	14.48	34.48	47.56	41.38	34.41	10.92	4.13	13.49	42.45	39.81	

* Based on 2001 Peer Mortgage Data: Central Region.

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

*** Percentage of owner-occupied Units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY (MF)				Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2000, TO				DECEMBER 31, 2001			
Metropolitan Area/ Assessment Area	Total MF Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% of MF Units***	% Bank Loans	% MF Units***	% Bank Loans	% MF Units***	% Bank Loans	% MF Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1600	122	100.00	16.43	32.79	21.71	46.72	36.25	13.11	25.60	6.56	15.56	35.77	38.76	9.76	

* Based on 2001 Peer Mortgage Data: Central Region.

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

*** Percentage of multifamily units is the number of multifamily housing units in a particular geography divided by number of multifamily housing units in the area based on 1990 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES("SB")				Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2000, TO				DECEMBER 31, 2001			
Metropolitan Area/ Assessment Area	Total SB Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*				
	#	% of Total**	% of Businesses***	% Bank Loans	% of Businesses**	% Bank Loans	% of Businesses***	% Bank Loans	% of Businesses**	% Bank Loans	Low	Mod	Mid	Upper	

Full Review:

PMSA 1600	1,055	100.00	5.17	8.87	12.49	36.16	38.56	41.22	42.11	13.74	4.27	12.29	42.29	41.15
-----------	-------	--------	------	------	-------	-------	-------	-------	-------	-------	------	-------	-------	-------

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Source Data - Dun and Bradstreet (2002).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE ("HP") 2001		Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total HP Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total*	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1600	144	100.00	21.68	11.19	17.75	40.56	23.47	25.17	37.10	23.08	9.92	27.69	28.09	34.31	

* Based on 2001 Peer Mortgage Data: Central Region.

** As a percentage of loans with borrower income information available. No information was available for 0.69% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT ("HI") 31, 2001		Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total**	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1600	1,724	100.00	21.68	21.53	17.75	36.22	23.47	29.66	37.10	12.59	15.28	27.94	27.09	29.69	

* Based on 2001 Peer Mortgage Data: Central Region.

** As a percentage of loans with borrower income information available. No information was available for 0.06% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE ("Refis") DECEMBER 31, 2001		Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total**	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															

Banco Popular North America
New York, NY

CRA Public Evaluation
October 28, 2002

PMSA 1600	174	100.00	21.68	24.12	17.75	25.88	23.47	32.35	37.10	17.65	8.49	23.05	28.39	40.06
-----------	-----	--------	-------	-------	-------	-------	-------	-------	-------	-------	------	-------	-------	-------

* Based on 2001 Peer Mortgage Data: Central Region.

** As a percentage of loans with borrower income information available. No information was available for 2.30% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

**Banco Popular North America
New York, NY**

**CRA Public Evaluation
October 28, 2002**

				Low	Mod	Mid	Upper			Low	Mod	Mid	Upper	Low	Mod	Mid	Upper
Full Review:																	
PMSA 1600	100.00	19	100	26.32	21.05	36.84	15.79	2	2	1	- 1	0	0	11.61	21.92	40.44	25.99

Table 1. Lending Volume

LENDING VOLUME 31, 2001		Geography: CALIFORNIA						Evaluation Period: JANUARY 1, 2000, TO DECEMBER				
Metropolitan Area/ Assessment Area	% of Rated Area Loans (#) in MA/AA	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:												
PMSA 4480	78.04	349	69,878	558	70,920	0	0	0	10,085	907	150,883	85
PMSA 5945	12.68	63	16,997	86	13,210	0	0	0	0	149	30,207	7
PMSA 6780	2.04	10	1,408	13	2,231	0	0	1	1,254	24	4,893	1
CMSA 4472	92.76	412	88,283	657	86,361	0	0	11	11,339	1,090	185,983	93
Limited Review:												
PMSA 7320	7.24	39	8,091	46	4,247	0	0	0	0	85	12,338	7

* Loan data as of December 31, 2001. Rated area refers to either the state or multistate metropolitan area rating area.

** The evaluation period for community development loans is from April 1, 2000, to December 31, 2001.

*** Deposit data as of June 30, 2001. Rated Area refers to either the state, multistate metropolitan area or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE ("HP") 31, 2001		Geography: CALIFORNIA						Evaluation Period: JANUARY 1, 2000, TO DECEMBER						
Metropolitan Area/ Assessment Area	Total H P Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	% Owner- Occupie d Units***	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 4480	130	77.38	2.34	3.85	14.25	26.15	34.73	30.00	48.68	40.00	3.09	14.22	34.83	47.85
PMSA 5945	26	15.48	0.77	0.00	17.19	19.23	45.08	30.77	36.96	50.00	1.39	14.54	41.11	42.75
PMSA 6780	3	1.79	0.00	0.00	2.42	0.00	35.84	100.00	61.74	0.00	0.00	2.12	31.91	65.89
CMSA 4472	159	94.64	2.37	3.57	14.79	24.40	37.31	30.95	44.02	41.67	2.58	14.32	36.74	46.30
Limited Review:														
PMSA 7320	9	5.36	3.82	11.11	17.98	22.22	55.44	22.22	22.73	44.44	4.94	17.24	55.83	21.99

* Based on 2001 Peer Mortgage Data: Western Region 2.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT ("HI") DECEMBER 31, 2001		Geography: CALIFORNIA								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 4480	15	75.00	2.34	0.00	14.25	26.67	34.73	33.33	48.68	40.00	2.31	12.81	32.77	52.10	
PMSA 5945	2	10.00	0.77	0.00	17.19	0.00	45.08	50.00	36.96	50.00	0.70	11.51	43.43	44.26	
PMSA 6780	1	5.00	0.00	0.00	2.42	100.00	35.84	0.00	61.74	0.00	0.00	1.79	25.53	72.53	
CMSA 4472	18	90.00	2.34	0.00	14.79	27.78	37.31	33.33	46.42	38.89	1.85	12.44	35.85	49.84	
Limited Review:															
PMSA 7320	2	10.00	3.82	0.00	17.98	50.00	55.44	0.00	22.73	50.00	4.69	16.11	56.57	22.55	

* Based on 2001 Peer Mortgage Data: Western Region 2.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2001		Geography: CALIFORNIA								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total**	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 4480	204	74.73	2.34	2.94	14.25	22.55	34.73	45.10	48.68	29.41	1.96	11.55	33.17	53.31	
PMSA 5945	35	12.82	0.77	5.71	17.19	11.43	45.08	37.14	36.96	45.71	0.91	11.86	43.29	43.88	
PMSA 6780	6	2.20	0.00	0.00	2.42	16.67	35.84	16.67	61.74	66.67	0.00	1.50	25.42	73.06	
CMSA 4472	245	89.74	1.85	3.27	14.43	20.92	37.31	43.27	46.42	32.65	1.61	11.65	36.61	50.11	
Limited Review:															
PMSA 7320	28	10.26	3.82	10.71	17.98	3.57	55.44	46.43	22.73	39.29	3.72	15.07	56.70	24.50	

* Based on 2001 Peer Mortgage Data: Western Region 2.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2001		Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					Aggregate Lending (%) by Tract Income*			
Metropolitan Area/ Assessment Area	Total SB Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upper
	#	% of Total**	% of Businesses ***	% Bank Loans	% of Businesses* **	% Bank Loans	% of Businesses ***	% Bank Loans	% of Businesses* **	% Bank Loans				
Full Review:														
PMSA 4480	558	79.37	8.60	17.03	17.31	42.83	31.99	28.49	41.83	11.65	8.11	16.62	33.44	41.83
PMSA 5945	86	12.23	3.65	11.90	24.87	39.29	37.42	42.86	28.64	5.95	3.98	25.16	39.67	31.19
PMSA 6780	13	1.85	0.00	0.00	7.08	7.69	52.69	61.54	40.12	30.77	2.34	18.57	49.77	29.32
CMSA 4472	657	93.46	7.24	15.98	20.30	41.55	36.79	30.44	35.06	11.24	7.00	18.91	35.12	38.98
Limited Review														
PMSA 7320	46	6.54	6.45	13.04	32.93	52.17	45.59	23.91	14.67	10.87	2.97	19.87	45.98	31.18

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Source Data - Dun and Bradstreet (2002).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE ("HP") 31, 2001		Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					Aggregate Lending Data*			
Metropolitan Area/ Assessment Area	Total HP Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upper
	#	% of Total*	% Families* **	% Bank Loans****	% Families** *	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****				
Full Review:														
PMSA 4480	130	77.38	22.82	1.55	16.85	9.30	19.70	25.58	40.63	63.57	1.94	12.07	25.50	60.49
PMSA 5945	26	15.48	18.65	8.00	19.00	8.00	23.57	16.00	38.77	68.00	3.50	16.31	28.74	51.45
PMSA 6780	3	1.79	14.08	0.00	13.73	0.00	21.30	100.00	50.89	0.00	1.30	10.17	26.52	62.01
CMSA 4472	159	94.64	21.56	2.41	17.18	8.92	20.60	24.03	40.65	63.06	2.42	13.38	26.51	57.70
Limited Review:														
PMSA 7320	9	5.36	24.29	0.00	20.82	0.00	22.66	11.11	32.23	88.89	2.05	13.72	28.15	56.08

* Based on 2001 Peer Mortgage Data: Western Region 2.

** As a percentage of loans with borrower income information available. No information was available for 1.23% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 2001		Geography: CALIFORNIA						Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31,						
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	Low	Mod	Mid	Upper
Full Review:														
PMSA 4480	15	75.00	22.82	20.00	16.85	0.00	19.70	13.33	40.63	66.67	5.00	10.70	21.47	62.83
PMSA 5945	2	10.00	18.65	0.00	19.00	50.00	23.57	50.00	38.77	0.00	5.99	13.22	23.95	56.84
PMSA 6780	1	5.00	14.08	100.00	13.73	0.00	21.30	0.00	50.89	0.00	3.35	7.59	19.24	69.81
CMSA 4472	18	90.0045 .95	21.56	22.22	17.18	5.56	20.60	16.67	40.65	55.56	5.29	11.43	22.19	61.10
Limited Review:														
PMSA 7320	2	10.00	24.29	0.00	20.82	0.00	22.66	50.00	32.23	50.00	5.88	14.68	25.45	53.99

* Based on 2001 Peer Mortgage Data: Western Region 2.

** As a percentage of loans with borrower income information available.

*** Percentage of families is based on the 1990 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE ("Refis") DECEMBER 31, 2001		Geography: CALIFORNIA						Evaluation Period: JANUARY 1, 2000, TO						
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families* **	% Bank Loans*** *	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	Low	Mod	Mid	Upper
Full Review:														
PMSA 4480	204	74.73	22.82	6.86	16.85	19.61	19.70	28.43	40.63	45.10	2.74	10.68	22.31	64.27
PMSA 5945	35	12.82	18.65	2.86	19.00	25.71	23.57	22.86	38.77	48.57	4.25	16.17	27.67	51.91
PMSA 6780	6	2.20	14.08	16.67	13.73	0.00	21.30	50.00	50.89	33.33	1.69	7.65	20.83	69.83
CMSA 4472	245	89.74	21.56	6.53	17.18	20.50	20.60	28.16	40.65	45.61	3.27	12.61	24.19	59.94
Limited Review:														
PMSA 7320	28	10.26	24.29	10.71	20.82	17.86	22.66	17.86	32.23	53.57	3.62	14.60	28.60	53.18

* Based on 2001 Peer Mortgage Data: Western Region 2.

** As a percentage of loans with borrower income information available.

*** Percentage of families is based on the 1990 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: CALIFORNIA			Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001	
Metropolitan Area/ Assessment Area	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% Bank Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Revenues \$ 1 Million or Less
Full Review:									
PMSA 4480	558	79.37	65.69	43.37	69.18	16.67	14.16	218,966	91,212
PMSA 5945	86	12.23	65.44	46.51	62.79	15.12	22.09	83,528	34,671
PMSA 6780	13	1.85	69.20	30.77	53.85	30.77	15.38	27,723	10,061
CMSA 4472	657	93.46	65.63	43.53	68.04	16.74	15.22	302,494	125,883
Limited Review:									
PMSA 7320	46	6.54	69.63	54.35	80.43	10.87	8.70	71,036	29,181

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source: Dun & Bradstreet - 2002).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.89% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		State: CALIFORNIA				Evaluation Period: JULY 1, 2000, through OCTOBER 28, 2002				
Metropolitan Area/ Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**		
	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$'s	#	\$ (000's)	
Full-Review:										
PMSA 4480	1	444	17	4	18	448	33.38			
PMSA 5945	0	0	0	0	0	0	0.00			
PMSA 6780	0	0	0	0	0	0	0.00			
CMSA 4472	1	444	17	4	18	448	33.38			
STATEWIDE AREA	1	548	0	0	1	548	40.83			
REGIONAL AREA	0	0	1	346	1	346	25.78			
Limited-Review:										

PMSA 7320	0	0	0	0	0	0	0		
-----------	---	---	---	---	---	---	---	--	--

* "Prior Period Investments" means investments made in a previous evaluation period that are outstanding as of the examination date.

** "Unfunded Commitments" means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2000, TO OCTOBER 28, 2002									
Metropolitan Area/ Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location Of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upper			Low	Mod	Mid	Upper	Low	Mod	Mid	Upper
Full Review:																	
PMSA 4480	85	12	3870	8.33	58.33	33.33	0.00	2	2	0	2	- 2	0	9.02	26.69	33.93	30.17
PMSA 5945	7	3	9	0.00	66.67	33.33	0.00	0	0	0	0	0	0	3.61	26.73	42.01	27.64
PMSA 6780	1	1	36	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	5.82	41.35	51.07
CMSA 4472	93	16	94	6.25	62.50	31.25	0.00	2	2	0	2	- 2	0	7.55	25.89	35.88	30.47
Limited Review:																	
PMSA 7320	7	0	0	0.00	100	0.00	0.00	0	0	0	0	0	0	10.84	28.91	45.22	14.12

Table 1. Lending Volume

LENDING VOLUME		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	% of Rated Area Loans (#) in MA/AA	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***	
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)		
Full Review:													
PMSA 5960	77.32	322	29,370	227	26,127	0	0	0	4,000	551	55,497	84	
Limited Review:													
PMSA 2020	7.18	45	3,016	6	864	0	0	0	0	51	3,880	10	
PMSA 5000	15.49	50	7,452	60	8,365	0	0	0	0	110	15,817	6	

* Loan data as of December 31, 2001. Rated area refers to either the state or multistate metropolitan area rating area.

** The evaluation period for community development loans is from April 1, 2000, to December 31, 2001.

*** Deposit data as of June 30, 2001. Rated area refers to either the state, multistate metropolitan area or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE ("HP") 31, 2001		Geography: FLORIDA								Evaluation Period: JANUARY 1, 2000, TO DECEMBER					
Metropolitan Area/ Assessment Area	Total H P Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total**	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 5960	238	77.78	1.15	0.00	11.41	3.78	56.24	81.93	31.21	14.29	0.40	6.60	63.69	29.31	
Limited Review:															
PMSA 2020	29	9.48	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	100.00	0.00	
PMSA 5000	39	12.75	5.50	0.00	22.90	10.26	46.92	43.59	24.68	46.15	5.55	22.35	44.38	27.72	

* Based on 2001 Peer Mortgage Data: Southeast Region 1.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT ("HI") 31, 2001		Geography: FLORIDA								Evaluation Period: JANUARY 1, 2000, TO DECEMBER					
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 5960	15	88.24	1.15	0.00	11.41	0.00	56.24	80.00	31.21	20.00	0.80	6.13	57.35	35.72	
Limited Review:															
PMSA 2020	1	5.88	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	100.00	0.00	
PMSA 5000	1	5.88	5.50	0.00	22.90	0.00	46.92	0.00	24.68	100.00	6.59	21.00	46.67	25.74	

* Based on 2001 Peer Mortgage Data: Southeast Region 1.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE ("Refis")		Geography: FLORIDA		Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001										
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 5960	69	73.40	1.15	0.00	11.41	4.35	56.24	76.81	31.21	18.84	0.58	6.50	57.56	35.37
Limited Review:														
PMSA 2020	15	15.96	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	100.00	0.00
PMSA 5000	10	10.64	5.50	0.00	22.90	20.00	46.92	50.00	24.68	30.00	4.51	21.35	44.80	29.34

* Based on 2001 Peer Mortgage Data: Southeast Region 1.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES ("SB")		Geography: FLORIDA		Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001										
Metropolitan Area/ Assessment Area	Total SB Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Businesses***	% Bank Loans	% of Businesses**	% Bank Loans	% of Businesses***	% Bank Loans	% of Businesses**	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 5960	227	77.47	3.77	3.52	14.40	22.91	52.62	50.22	29.19	23.35	2.55	13.90	53.70	29.86
Limited Review:														
PMSA 2020	6	2.05	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	3.46	16.03	66.74	13.77
PMSA 5000	60	20.48	14.62	16.67	26.08	40.00	38.82	21.67	20.48	21.67	7.53	18.54	28.10	45.83

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Source Data - Dun and Bradstreet (2002).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE ("HP")		Geography: FLORIDA								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001				
Metropolitan Area/ Assessment Area	Total HP Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	Low	Mod	Mid	Upper
Full Review:														
PMSA 5960	238	77.78	16.86	20.52	18.02	24.89	23.58	27.07	41.54	27.51	7.15	23.75	27.15	41.95
Limited Review:														
PMSA 2020	29	9.48	13.90	17.86	20.02	25.00	26.88	25.00	39.20	32.14	7.34	27.35	32.34	32.97
PMSA 5000	39	12.75	29.25	5.26	18.90	21.05	19.39	21.05	32.45	52.63	3.44	15.78	27.25	53.53

* Based on 2001 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 3.59% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT ("HI")		Geography: FLORIDA								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001				
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	% Families**	% Bank Loans****	Low	Mod	Mid	Upper
Full Review:														
PMSA 5960	15	88.24	16.86	26.67	18.02	26.67	23.58	26.67	41.54	20.00	8.13	16.06	25.66	50.15
Limited Review:														
PMSA 2020	1	5.88	13.90	0.00	20.02	0.00	26.88	100.00	39.20	0.00	5.33	18.67	24.67	51.33
PMSA 5000	1	5.88	29.25	0.00	18.90	0.00	19.39	0.00	32.45	100.00	10.10	18.15	23.55	48.20

* Based on 2001 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available.

*** Percentage of families is based on the 1990 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE ("Refis")		Geography: FLORIDA		Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001										
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families* **	% Bank Loans*** *	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	Low	Mod	Mid	Upper
Full Review:														
PMSA 5960	69	73.40	16.86	14.49	18.02	33.33	23.58	30.43	41.54	21.74	6.20	18.36	26.07	49.36
Limited Review:														
PMSA 2020	15	15.96	13.90	33.33	20.02	53.33	26.88	6.67	39.20	6.67	7.18	18.42	30.82	43.58
PMSA 5000	10	10.64	29.25	10.00	18.90	30.00	19.39	20.00	32.45	40.00	5.03	16.79	25.82	52.37

* Based on 2001 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available.

*** Percentage of families is based on the 1990 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: FLORIDA		Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001									
Metropolitan Area/ Assessment Area	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*					
	#	% of Total**	% of Businesses***	% Bank Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Revenues \$ 1 Million or Less				
Full Review:													
PMSA 5960	227	77.47	63.41	62.56	67.40	19.38	13.22	41,700	16,348				
Limited Review:													
PMSA 2020	6	2.05	69.24	83.33	50.00	33.33	16.67	11,131	4,476				
PMSA 5000	60	20.48	56.24	60.00	65.00	11.67	23.33	65,556	26,455				

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source: Dun & Bradstreet - 2002).

*** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 17.06% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		State: FLORIDA				Evaluation Period: JULY 1, 2000, through OCTOBER 28, 2002			
Metropolitan Area/ Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$'s	#	\$ (000's)
Full-Review:									
PMSA 5960	2	434	55	44	57	478	49.18		
STATEWIDE AREA	1	180	0	0	1	180	18.52		
REGIONAL AREA	0	0	1	311	1	311	31.99		
Limited-Review:									
PMSA 2020	0	0	0	0	0	0	0		
PMSA 5000	0	0	1	3	1	3	0.31		

* "Prior Period Investments" means investments made in a previous evaluation period that are outstanding as of the examination date.

** "Unfunded Commitments" means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: FLORIDA				Evaluation Period: JANUARY 1, 2000, TO OCTOBER 28, 2002					
Metropolitan Area/ Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location Of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upper			Low	Mod	Mid	Upper	Low	Mod	Mid	Upper
Full Review:																	
PMSA 5960	84	8	80	0.00	25.00	62.50	12.50	1	0	0	0	0	1	2.71	13.99	56.59	25.76
Limited Review:																	
PMSA 2020	10	1	10	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00

**Banco Popular North America
New York, NY**

**CRA Public Evaluation
October 28, 2002**

PMSA 5000	6	1	10	0.00	0.00	100.0 0	0.00	1	0	0	0	1	0	14.52	28.78	41.30	15.40
-----------	---	---	----	------	------	------------	------	---	---	---	---	---	---	-------	-------	-------	-------

Table 1. Lending Volume

LENDING VOLUME		Geography: TEXAS				Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001						
Metropolitan Area/ Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:												
PMSA 1145	2.44	39	1,954	0	0	0	0	0	0	39	1,954	0.00
PMSA 2920	5.64	87	5,278	3	968	0	0	0	0	90	6,246	0.00
PMSA 3360	80.4	1,137	57,671	147	27,488	0	0	0	0	1,284	85,159	0.00
CMSA 3362	88.48	1,263	64,903	150	28,456	0	0	0	0	1,413	93,359	100.00*
Limited Review:												
PMSA 0840	11.52	184	7,742	0	0	0	0	0	0	184	7,742	0.00

* Loan data as of December 31, 2001. Rated area refers to either the state or multistate metropolitan area rating area.

** The evaluation period for community development loans is from April 1, 2000, to December 31, 2001.

*** Deposit data as of June 30, 2001, for five branches. Rated area refers to either the state, multistate metropolitan area or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE ("HP")		Geography: TEXAS				Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001								
Metropolitan Area/ Assessment Area	Total H P Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 1145	38	2.97	0.00	0.00	16.55	18.42	69.80	73.68	13.64	7.89	0.00	6.88	79.47	13.65
PMSA 2920	86	6.72	4.78	1.16	18.37	17.44	49.51	66.28	27.33	15.12	1.85	8.94	33.57	55.63
PMSA 3360	972	75.94	4.85	3.81	22.09	29.73	34.22	42.80	38.84	23.66	1.47	10.13	35.16	53.23
CMSA 3362	1,096	85.63	4.56	3.47	21.51	28.38	37.34	45.71	36.58	22.45	1.41	9.89	37.40	51.30
Limited Review:														
PMSA 0840	184	14.38	6.09	9.78	17.18	30.43	51.34	39.67	25.39	20.11	1.08	8.44	50.31	40.13

* Based on 2001 Peer Mortgage Data: Southwest Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT ("HI") 2001		Geography: TEXAS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001				
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 1145	1	.90	0.00	0.00	16.55	100.00	69.80	0.00	13.64	0.00	0.00	13.14	76.14	10.71
PMSA 2920	0	0.00	4.78	0.00	18.37	0.00	49.51	0.00	27.33	0.00	3.24	14.20	47.57	34.99
PMSA 3360	110	99.10	4.85	10.00	22.09	66.36	34.22	18.18	38.84	5.45	3.54	17.84	32.44	46.18
CMSA 3362	111	100.00	4.56	9.91	21.51	66.67	37.34	18.02	36.58	5.41	3.29	17.27	36.38	43.06
Limited Review:														
PMSA 0840	0	0.00	6.09	0.00	17.18	0.00	51.34	0.00	25.39	0.00	4.32	11.87	53.60	30.10

* Based on 2001 Peer Mortgage Data: Southwest Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE ("Refis") DECEMBER 31, 2001		Geography: TEXAS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001				
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	% Owner-Occupied Units***	% Bank Loans	Low	Mod	Mid	Upper
Full Review:														
PMSA 1145	0	0.00	0.00	0.00	16.55	0.00	69.80	0.00	13.64	0.00	0.00	7.97	76.86	15.14
PMSA 2920	1	1.79	4.78	0.00	18.37	0.00	49.51	100.00	27.33	0.00	2.27	9.28	35.15	53.29
PMSA 3360	55	98.21	4.85	1.82	22.09	49.09	34.22	34.55	38.84	14.55	1.41	10.81	32.85	54.92
CMSA 3362	56	100.00	4.56	1.79	21.51	48.21	37.34	35.71	36.58	14.29	1.39	10.60	34.98	53.02
Limited Review:														

Banco Popular North America
New York, NY

CRA Public Evaluation
October 28, 2002

PMSA 0840	0	0.00	6.09	0.00	17.18	0.00	51.34	0.00	25.39	0.00	3.16	10.10	50.24	36.50
-----------	---	------	------	------	-------	------	-------	------	-------	------	------	-------	-------	-------

* Based on 2001 Peer Mortgage Data: Southwest Region.

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

*** Percentage of owner-occupied units is the number of owner-occupied housing units in a particular geography divided by number of owner-occupied housing units in the area based on 1990 Census.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES ("SB") DECEMBER 31, 2001		Geography: TEXAS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total SB Loans		Low-Income Geographies		Mod-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*				
	#	% of Total**	% of Businesses ***	% Bank Loans	% of Businesses* **	% Bank Loans	% of Businesses ***	% Bank Loans	% of Businesses* **	% Bank Loans	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1145	0	0.00	0.00	0.00	20.43	0.00	20.43	0.00	67.76	0.00	0.00	13.88	72.40	13.70	
PMSA 2920	3	1.00	12.15	33.33	13.90	0.00	41.25	66.67	32.69	0.00	12.27	11.86	35.15	40.72	
PMSA 3360	147	98.00	5.34	12.93	23.53	27.89	31.27	27.89	39.63	31.29	4.50	21.87	35.90	37.73	
CMSA 3362	150	100.00	5.46	13.33	22.84	27.33	33.32	28.67	38.17	30.67	4.66	21.20	37.09	37.05	
Limited Review:															
PMSA 0840	0	0.00	6.68	0.00	18.69	0.00	46.68	0.00	26.34	0.00	0.00	16.11	48.50	28.22	

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Source Data - Dun and Bradstreet (2002).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE ("HP") 2001		Geography: TEXAS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total HP Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total*	% Families* **	% Bank Loans****	% Families** *	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1145	38	2.97	19.19	26.32	18.98	57.89	24.59	7.89	37.25	7.89	5.36	14.84	28.03	51.77	
PMSA 2920	86	6.72	23.46	16.46	16.77	35.44	19.77	27.85	39.99	20.25	4.03	12.84	23.86	59.27	
PMSA 3360	972	75.94	22.50	28.52	16.64	42.50	20.44	18.79	40.42	10.19	7.40	19.89	26.09	46.61	
CMSA 3362	1,096	85.63	22.39	27.47	16.77	42.53	20.62	19.09	40.22	10.91	7.09	19.19	26.06	47.66	
Limited Review:															
PMSA 0840	184	14.38	23.17	25.14	16.60	44.26	20.01	20.77	40.22	9.84	5.96	20.35	28.78	44.91	

* Based on 2001 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 8.96% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT ("HI") 2001		Geography: TEXAS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total HI Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total**	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1145	1	.90	19.19	0.00	18.98	100.00	24.59	0.00	37.25	0.00	10.92	16.93	24.68	47.47	
PMSA 2920	0	0.00	23.46	0.00	16.77	0.00	19.77	0.00	39.99	0.00	10.29	10.29	23.70	55.73	
PMSA 3360	110	99.10	22.50	38.89	16.64	33.33	20.44	24.07	40.42	3.70	12.06	16.84	21.35	49.75	
CMSA 3362	111	50.00	22.39	38.53	16.77	33.94	20.62	23.85	40.22	3.67	11.86	16.36	21.72	50.05	
Limited Review:															
PMSA 0840	0	0.00	23.17	0.00	16.60	0.00	20.01	0.00	40.22	0.00	11.53	21.12	23.42	43.93	

* Based on 2001 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 1.8% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE ("Refis") DECEMBER 31, 2001		Geography: TEXAS								Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001					
Metropolitan Area/ Assessment Area	Total Refis		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*				
	#	% of Total**	% Families* **	% Bank Loans*** *	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	% Families* **	% Bank Loans****	Low	Mod	Mid	Upper	
Full Review:															
PMSA 1145	0	0.00	19.19	0.00	18.98	0.00	24.59	0.00	37.25	0.00	3.49	12.54	23.90	60.07	
PMSA 2920	1	1.79	23.46	0.00	16.77	0.00	19.77	0.00	39.99	100.00	3.42	10.11	20.41	66.06	
PMSA 3360	55	98.21	22.50	27.08	16.64	54.17	20.44	10.42	40.42	8.33	5.54	14.92	23.21	56.34	
CMSA 3362	56	100.00	22.39	26.53	16.77	53.06	20.62	10.20	40.22	10.20	5.33	14.54	23.08	57.05	
Limited Review:															
PMSA 0840	0	0.00	23.17	0.00	16.60	0.00	20.01	0.00	40.22	0.00	5.44	14.43	26.35	53.79	

* Based on 2001 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 12.5% of loans originated and purchased by the bank.

*** Percentage of families is based on the 1990 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2001					Geography: TEXAS			Evaluation Period: JANUARY 1, 2000, TO DECEMBER 31, 2001	
Metropolitan Area/ Assessment Area	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% Bank Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Revenues \$ 1 Million or Less
Full Review:									
PMSA 1145	0	0.00	87.80	0.00	0.00	0.00	0.00	3,472	0
PMSA 2920	3	1.00	72.37	100.00	0.00	33.33	66.67	4,494	1,749
PMSA 3360	147	49.00	66.84	56.46	51.02	25.17	23.81	100,176	41,695
CMSA 3362	150	50.00	67.32	57.33	50.00	25.33	24.67	108,417	44,843
Limited Review:									
PMSA 0840	0	0.00	0.00	0.00	0.00	0.00	0.00	6,903	3,653

* Based on 2001 Peer Small Business Data: U.S. & PR.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source: Dun & Bradstreet - 2002).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 17.33% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS OCTOBER 28, 2002		State: TEXAS				Evaluation Period: JULY 1, 2000, through			
Metropolitan Area/ Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$'s	#	\$ (000's)
Full-Review:									
PMSA 1145	0	0	0	0	0	0	0.0		
PMSA 2920	0	0	0	0	0	0	0.0		
PMSA 3360	0	0	27	27	27	27	3.70		
CMSA 3362	0	0	27	27	27	27	3.70		
STATEWIDE AREA	1	475	0	0	1	475	65.07		
REGIONAL AREA	0	0	1	228	1	228	31.23		

Limited-Review:									
PMSA 0840	0	0	0	0	0	0	0		

* "Prior Period Investments" means investments made in a previous evaluation period that are outstanding as of the examination date.

** "Unfunded Commitments" means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

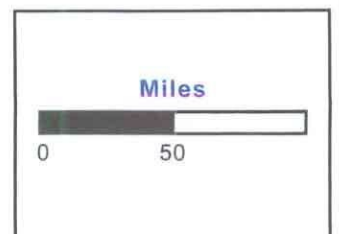
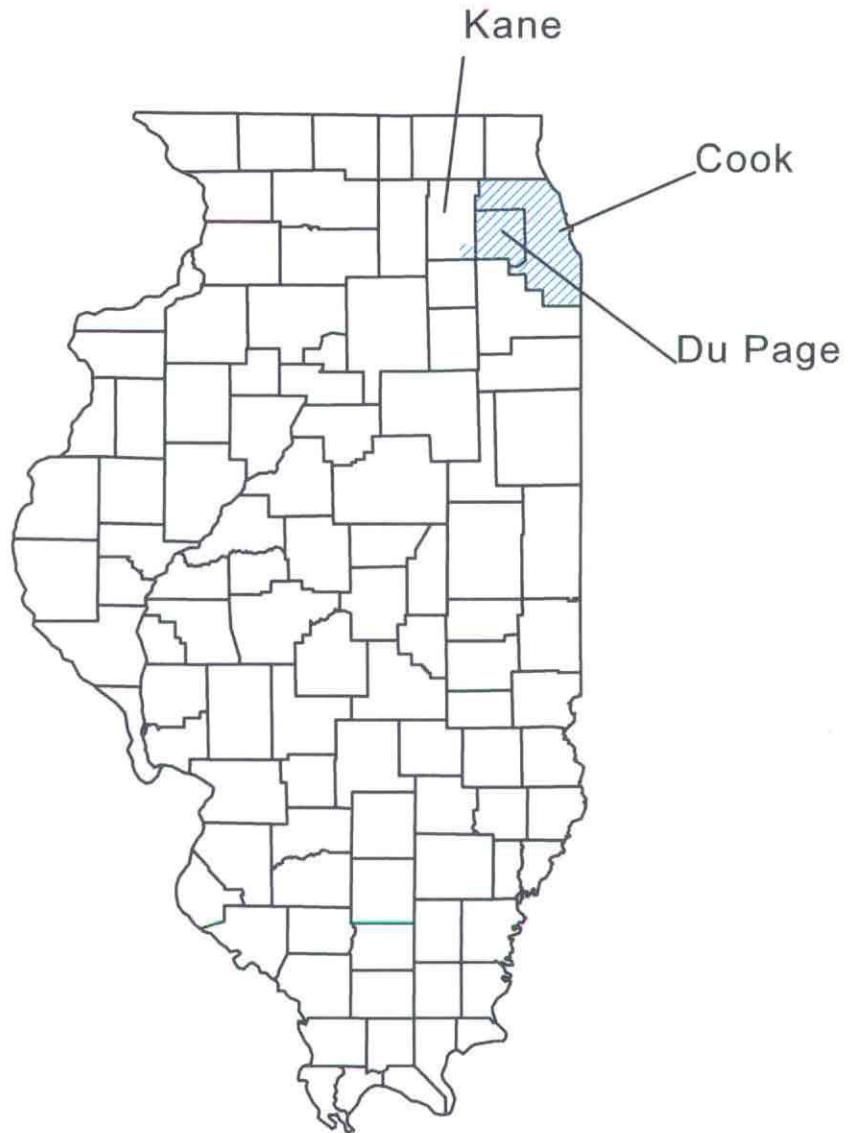
DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: TEXAS				Evaluation Period: JANUARY 1, 2000, TO OCTOBER 28, 2002									
Metropolitan Area/ Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location Of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upper			Low	Mod	Mid	Upper	Low	Mod	Mid	Upper
Full Review:																	
CMSA 3362	100*	6	100	0.00	83.33	0.00	16.67	1	0	0	1	0	0	7.57	26.66	36.40	29.37
PMSA 1145	0.00	0	0	0.00	0.00	0.00	0.00	0	0	0	0	0	0	0.00	19.51	67.60	12.89
PMSA 2920	0.00	0	0	0.00	0.00	0.00	0.00	0	0	0	0	0	0	8.34	19.52	48.62	23.45
PMSA 3360	0.00	0	100	0.00	0.00	0.00	0.00	01	0	0	0	0	0	7.95	27.54	33.80	30.71
Limited Review:																	
PMSA 0840	0.00	0	0	0.00	83.33	0.00	16.67	0	0	0	0	0	0	7.93	19.90	48.03	23.87

* Deposits as of June 30, 2001, for 5 branches

Banco Popular, North America

Assessment Area - Illinois

January 1, 2000 through December 31, 2001



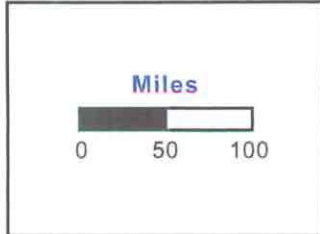
Banco Popular, North America

Assessment Area - California

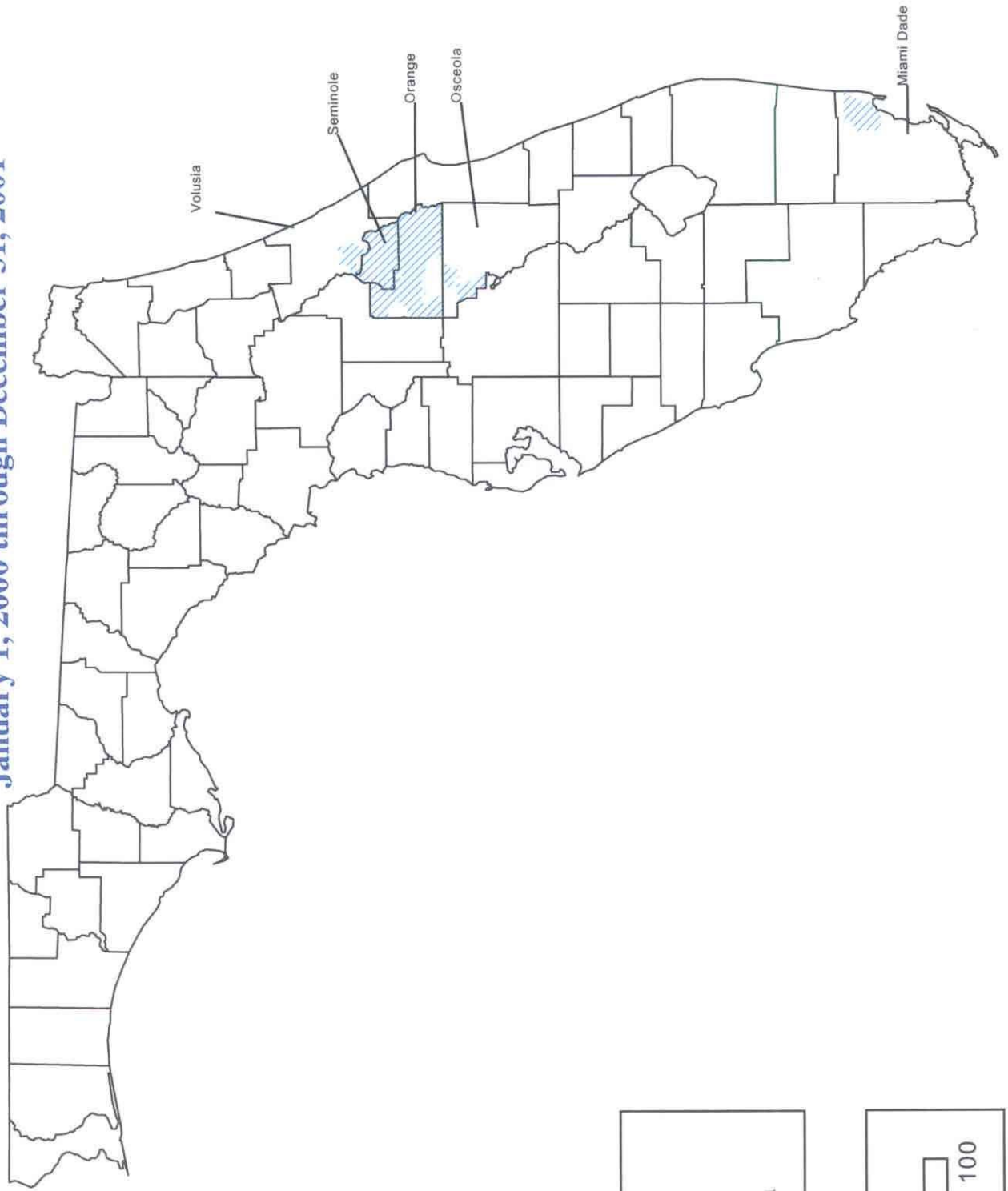
January 1, 2000 through December 31, 2001

Legend

- Counties
- ▨ Assessment Area

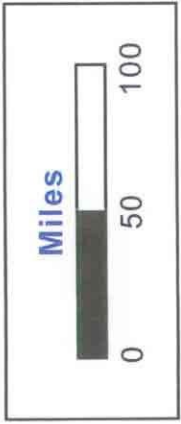


Banco Popular, North America Assessment Area - Florida January 1, 2000 through December 31, 2001



Legend

- Counties
- ▨ Assessment Area



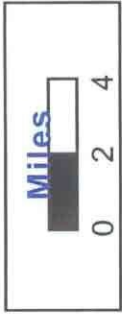
Banco Popular, National Association

Assessment Area - Florida

January 1, 2000 through December 31, 2001

Legend

- County
- Assessment Area



Orange



Banco Popular, North America

Assessment Area - Texas

January 1, 2000 - December 31, 2001

