

PUBLIC DISCLOSURE

January 18, 2005

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**Banco Popular North America
RSSD No. 2736291
9600 West Bryn Mawr
Rosemont, Illinois 60018**

**Federal Reserve Bank of New York
33 Liberty Street
New York, New York 10045**

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

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INSTITUTION RATING

INSTITUTION'S CRA RATING: Banco Popular North America is rated "OUTSTANDING."

The following table indicates the performance level 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	X		
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors supporting the institution's rating include:

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

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, 2003, the end of the review period, the bank had total assets of \$6.3 billion and total domestic deposits of \$5.1 billion. BPNA’s primary lines of business are commercial and retail banking.

BPNA’s domestic deposits are located in 98 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 65 percent of all branches. The bank’s gross loans and leases represent \$4.8 billion or 76 percent of total assets. Its loan portfolio includes commercial and industrial loans of \$1.9 billion and real estate loans of \$2.2 billion, which represent 40 percent and 46 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.

While the BPNA had no banking acquisitions during this evaluation period, the bank remains active in the market. On September 1, 2004, the bank purchased Quaker City Bancorp in California. This acquisition added 27 branches and \$1.9 billion in assets. Another merger with Kislak National Bank, a \$900 million bank with 8 branches in the Miami, Florida became effective on January 5, 2005.

At this examination, BPNA had five state or multistate CMSA rated areas encompassing 19 assessment areas. Details follow:

1. CMSA 5602 (NEW YORK-NORTHERN NEW JERSEY-LONG ISLAND, NY-NJ-CT-PA)

- 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.

2. STATE OF ILLINOIS

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

3. 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.

4. STATE OF FLORIDA

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

5. STATE OF TEXAS

- CMSA 3362 (Houston-Galveston-Brazoria, TX), consisting of:
 - PMSA 1145 (Brazoria, TX), including Brazoria County.
 - PMSA 2920 (Galveston-Texas City, TX), including Galveston County.
 - PMSA 3360 (Houston, TX), including Chambers, Fort Bend, Harris, Liberty, Montgomery and Waller Counties.
- MSA 0840 (Beaumont-Port Arthur, TX), including Jefferson, Orange and Hardin Counties.
- CMSA 1922 (Dallas-Fort Worth-Arlington, TX), consisting of:
 - PMSA 1920 (Dallas, TX), including Dallas County.

- PMSA 2800 (Fort Worth-Arlington, TX) including Tarrant County.

SCOPE OF EXAMINATION

Procedures

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

Products

Loan products evaluated were home purchase, refinance, home improvement, small business and other loans qualifying as community development loans. The home mortgage loans included in the evaluation were reported under HMDA and the small business loans evaluated were reported under CRA. Examiners verified the integrity of HMDA-related and small business loan data reported by the bank and its affiliates in 2002 and 2003.

BPNA also originates multifamily loans which were not evaluated during this examination because the bank's retail product strategies resulted in low volumes that would not affect the overall conclusions. Multifamily loans qualifying as community development loans were considered in the evaluation of community development lending.

Affiliate Lending

At the request of management, a number of 2002 and 2003 HMDA loans originated by Banco Popular National Association, a BPNA affiliate, were evaluated during this examination. These loans were outside of Banco Popular National Association's assessment area and were not considered in Banco Popular National Association's CRA performance evaluation.

Examination Period

HMDA-related and small business loans originated between January 1, 2002, and December 31, 2003, were evaluated. Examiners also reviewed activities pertaining to the service test, community development loans, and qualified investments for the same period.

Lending Distribution Analysis

Because of a change in CRA and HMDA reporting requirements, a separate review of 2002 and 2003 data was conducted in the analysis of geographic and borrower distribution. In accordance with the reporting requirements, loans from January 1, 2002, through December 31, 2002, were reported and evaluated using 1990 census data, and loans originated from January 1, 2003, through December 31, 2003, were reported and analyzed using 2000 census data. Therefore, the analyses and conclusions focused on the more current 2003 activity and all demographic data noted in this performance evaluation is based on the 2000 U.S. census.

To evaluate the geographic distribution of HMDA-related loans, the proportion of loan originations was compared with the proportion of owner-occupied housing units in low- and moderate-income ("LMI") geographies. For small business loans, the analysis compared the proportion of loan originations with the proportion of businesses located in LMI geographies.

In order to analyze the borrower characteristics of HMDA-related loans, the proportion of originations to LMI borrowers was compared with the proportion of LMI families in the assessment areas. U.S. Department of Housing and Urban Development (HUD)-adjusted median family income figures for 2002 were used to categorize borrower income level for 2002 loans and 2003 HUD-adjusted median family income data were used to categorize 2003 loans. The amounts of the business loans were also used as a proxy to identify lending to small businesses with gross annual revenues of \$1 million or less.

HMDA-related and small business lending performance was compared with the aggregate of all lenders in BPNA's assessment areas subject to HMDA or CRA small business loan reporting. For both HMDA-related and small business lending, 2003 lending patterns were compared with the 2003 aggregate. In order to provide a meaningful analysis of the geographic distribution of lending or borrower characteristics, it has been determined that an assessment area needs to have a product type with at least 50 loans. Only loans in BPNA's assessment areas were included in the analysis of geographic and borrower distribution.

Deriving Overall Conclusions

BPNA's performance in Multistate CMSA 5602 and the State of Illinois received the most weight in determining the bank's overall rating because of their concentration of branches, branch deposits, and lending. In particular, 83% of BPNA's branch deposits are located in CMSA 5602 (55%) and the State of Illinois (28%). The remaining states did not have a significant weight on the overall rating. For additional details, see Exhibit 1 on the following page containing a summary of assessment area data for all rated areas. In reaching a conclusion about the bank's overall performance within an individual assessment area, products were weighted based on their volume in that area.

In order to understand community credit needs, examiners conducted 14 interviews with community contacts during the examination. Community contacts were located throughout the bank's assessment areas and included representatives of community-based organizations, municipalities and quasi-government agencies.

**EXHIBIT 1 : Banco Popular North America
Summary of Key Assessment Area Data for All Rated Areas**

	CMSA 5602	Illinois	California	Florida	Texas	TOTALS
Total Population	10,982,351	6,396,455	14,401,155	2,580,675	8,719,779	43,080,415
Population % of AA population	25%	15%	33%	6%	20%	100%
Families	2,614,137	1,541,981	3,295,030	644,201	2,189,878	10,285,227
Families % of AA families	25%	15%	32%	6%	21%	100%
Total Census Tracts	2,858	1,513	3,022	485	1,784	9,662
Tracts % AA tracts	30%	16%	31%	5%	18%	100%
LMI tracts	1,118	658	1,084	171	720	3,751
LMI tracts % all AA LMI tracts	30%	18%	29%	5%	19%	100%
Total Owner-Occupied Units	1,459,729	1,415,174	2,433,146	544,447	1,844,552	7,697,048
Units % of AA units	19%	18%	32%	7%	24%	100%
Business Establishments****	264,153	135,025	379,081	68,893	241,148	1,088,300
Bus. est. % AA bus. est.	24%	12%	35%	6%	22%	100%
Number of Branches ***	44	20	17	10	7	98
Branches % all branches	45%	20%	17%	10%	7%	100%
Branches in LMI tracts	31	13	14	5	5	68
LMI branches % AA LMI branches	46%	19%	21%	7%	7%	100%
Branch Deposits (\$'000s)**	2,717,059	1,381,493	398,513	277,920	141,880	4,916,865
Deposits % AA deposits	55%	28%	8%	6%	3%	100%
Deposit Market Share (%)/ Rank	.56%/20	.76%/16	.14%/57	.34%/32	.09/83	31.56%/1
Home Purchase Originations*	404	206	128	249	2,691	3,678
HP originations % AA orig.	11%	6%	3%	7%	73%	100%
Refinance Originations*	915	332	425	253	108	2,033
Refi orig. % AA orig.	45%	16%	21%	12%	5%	100%
Home Improvement Originations*	147	436	56	65	58	762
HI orig. % AA orig.	19%	57%	7%	9%	8%	100%
Small Business Originations*	1,045	909	686	351	197	3,188
SB orig. % AA orig.	33%	29%	22%	11%	6%	100%
Combined Loan Totals	2,511	1,883	1,295	918	3,054	9,661
% of AA Orig.	26%	19%	13%	10%	32%	100%

* Originations include originations and loans purchased between January 1, 2002 and December 31, 2003
 ** Source: Federal Deposit Insurance Corporation ("FDIC") Summary of deposit data as of 6/30/2003
 ***Number of branches takes into account branch openings and closings during the 2002-2003 examination period.
 ****Source: 2003 Dun & Bradstreet

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

LENDING TEST

BPNA's record of meeting the credit needs of its assessment areas through its lending activities is rated high satisfactory based on good performance in Multistate CMSA 5602, Illinois, and Florida and adequate performance in California and Texas.

The tables in Appendix D list the data used to evaluate the bank's lending test performance in its various assessment areas. Lending activity is depicted in Table 1, geographic distribution in Tables 2-5, and borrower characteristics are depicted in Tables 6-9.

Lending Activity: BPNA's lending activity showed good responsiveness to retail credit needs in the bank's assessment areas when measured in terms of the number and dollar amount of home purchase, refinance, home improvement, and small business loans originated and purchased in each assessment area.

This conclusion is based on good lending activity in the Multistate CMSA 5602 and adequate performance in the Illinois, California, Florida and Texas.

The bank originated 9,661 home purchase, refinance, home improvement, multifamily loans and small business loans totaling approximately \$1.5 billion during the examination period. The chart below shows the breakdown of the lending by product.

Summary of Lending Activity 2002-2003				
Loan Type	#	%	\$ ('000s)	%
HMDA home purchase	3,678	38	418,090	28
HMDA refinancings	2,033	21	358,758	25
HMDA home improvement	762	8	20,729	1
Total HMDA-related	6,473	67	797,577	54
Total small business	3,188	33	665,929	46
TOTAL LOANS	9,661	100	1,463,506	100

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

Assessment Area Concentration: BPNA originated a majority of its loans in its assessment areas: 76% of the number of loans and 72% of the dollar amount. For details, see Exhibit 2 on the following page.

EXHIBIT 2				
Originations and Purchases Inside and Outside the Assessment Area				
January 1, 2002 – December 31, 2003				
<u>Loan Type</u>	INSIDE		OUTSIDE	
	#	\$('000s)	#	\$('000s)
Home Purchases	2,724 (73%)	252,262 (73%)	1,020 (27%)	91,078 (27%)
Refinancings	136 (69%)	28,506 (69%)	61 (31%)	12,857 (31%)
Home Improvement	762 (91%)	20,729 (85%)	77 (9%)	3,794 (15%)
Total HMDA-related	3,622 (76%)	301,497 (74%)	1,158 (24%)	107,729 (26%)
Total Small Business	3,188 (77%)	665,929 (71%)	951 (23%)	271,346 (29%)
TOTALS	6,810 (76%)	967,426 (72%)	2,109 (24%)	\$379,075 (28%)

Note: Exhibit does not include affiliate loans.

Geographic Distribution:

The overall geographic distribution of HMDA-related, small business reflected excellent penetration in LMI geographies based on excellent penetration in all rated assessment areas.

Distribution by Borrower Income and Revenue Size of the Business:

The overall distribution of loans among borrowers of different income levels and businesses of different sizes was good based on good distribution in Multistate CMSA 5602, excellent distribution in Illinois, Florida and Texas, and adequate distribution in California.

Community Development Lending:

BPNA's community development lending performance was good based on excellent performance in all rated areas except for very poor performance in Texas where there was no community development activity.

As shown in the accompanying table, the bank extended 205 qualified community development loans totaling \$149 million, including new commitments amounting to

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	137	92,906
Revitalize and Stabilize	1	192
Community Services	62	54,165
Economic Development	5	1,940
Totals	205	\$149,203

\$123 million and originated during the examination period. For details, see all lending volume tables numbered 1 in Appendix D.

BPNA’s community development lending was responsive to community needs. Affordable housing initiatives represented 62% of total dollar volume. According to community contacts, financing for affordable housing is an important need in most of the bank’s assessment areas. The bank’s lending to support community services represented 36% of total dollar volume.

INVESTMENT TEST

BPNA’s investment performance is rated outstanding based on excellent performance in all rated assessment areas. As indicated in the table below, the bank’s volume of qualified investments totaled \$27 million, a 42% increase since the previous examination. BPNA made approximately \$14 million in new investments since the prior examination.

Qualified Investments		
Purpose	#	\$('000s)
Affordable Housing	31	25,073
Economic Development	36	1,052
Community Services	121	613
Revitalize and Stabilize	3	172
Totals	191	26,910

BPNA’s investments exhibited excellent responsiveness to credit and community development needs in the bank’s various assessment areas with 93% of investments supporting the development of affordable housing. Most of the investments (\$8.5 million) were in low-income housing tax credits (“LIHTCs”), which help to provide affordable housing

to LMI individuals. For details, see the qualified investments tables numbered 10 in Appendix D.

SERVICE TEST

BPNA’s rating on the service test is outstanding based on excellent performance in all rated assessment areas except for the state of Texas where performance was considered good.

Retail Services: The bank’s branches were readily accessible to all portions of the bank’s assessment areas. Of the bank’s 98 branches throughout its assessment areas, 68 or 69% are located in LMI areas.

Although the bank opened and closed branches and automatic teller machine (“ATM”) locations during the evaluation period, the changes did not adversely affect overall accessibility of the bank’s delivery systems. Extended morning, evening and weekend hours were widely scheduled and tailored to the convenience and needs of the assessment areas, including LMI areas. For details, see the branch information tables numbered 11 in Appendix D.

BPNA slightly enhanced the distribution of banking services with the following alternative delivery systems:

- Six offsite ATMs of which 2 are located in LMI geographies
- The Web-site is available in both English and Spanish speaking languages.
- Toll free telephone and on-line banking for additional banking capability for customers to access account information.

Community Development Services: BPNA is a leader in providing community development services based primarily on performance in all assessment areas. Overall, the bank provided 415 community development services activities. BPNA sponsored and participated in home buyer presentations and mortgage seminars, housing and home shows, and other types of events directly helping LMI individuals, LMI families, and small businesses throughout the assessment areas. These events provided information, technical assistance, and training to LMI individuals, community organizations, small businesses, and housing agencies. Most of the events dealt with affordable housing.

In addition, BPNA staff members serve on boards and key committees of community development organizations, provide financial literacy training to LMI individuals, financial management expertise and assist in organizing and managing fund-raising.

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 CMSA 5602

CRA RATING FOR CMSA 5602: "OUTSTANDING."

The lending test is rated: High Satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting the rating include:

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

SCOPE OF EXAMINATION

Examiners conducted full-scope review of the following assessment area in CMSA 5602:

- PMSA 5600 (New York, NY)

As shown in Exhibit 3 on page BB12, PMSA 5600 (New York, NY), contains 71% of the bank's loans, 71% of the bank's branches and 78% of the bank's branch deposits in this multi-state CMSA. Accordingly, performance in PMSA 5600 received significant weight in the CMSA 5602 rating. Limited reviews were conducted of the remaining CMSA 5602 assessment areas:

- 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.

See exhibit 3 on following page for additional CMSA 5602 assessment area data.

EXHIBIT 3 Banco Popular North America Summary of Key Assessment Area Data for Multistate CMSA 5602						
	FULL PMSA 5600	Limited PMSA 3640	Limited PMSA 0875	Limited PMSA 5640	Limited PMSA 5015	TOTALS
Total Population	7,636,732	608,975	1,373,167	1,316,174	47,303	10,982,351
Population % of AA population	70%	6%	13%	12%	0%	100%
Families	1,772,825	144,894	356,679	328,794	10,945	2,614,137
Families % of AA families	68%	6%	14%	13%	0%	100%
Total Census Tracts	2,123	158	248	318	11	2,858
Tracts % AA tracts	74%	6%	9%	11%	0%	100%
LMI tracts	821	40	69	177	11	1,118
LMI tracts % all AA LMI tracts	73%	4%	6%	16%	1%	100%
Total Owner-Occupied Units	825,574	70,658	313,408	244,177	5,912	1,459,729
Units % of AA units	57%	5%	21%	17%	0%	100%
Business Establishments****	169,739	12,235	46,134	35,238	807	264,153
Bus. est. % AA bus. est.	64%	5%	17%	13%	0%	100%
Number of Branches ***	32	3	2	7	1	45
Branches % all branches	71%	7%	4%	16%	2%	100%
Branches in LMI tracts	22	1	1	6	1	31
LMI branches % AA LMI branches	71%	3%	3%	19%	3%	100%
Branch Deposits (\$'000s)**	2,106,349	151,753	102,415	319,645	36,897	2,717,059
Deposits % AA deposits	78%	6%	4%	12%	1%	100%
Deposit Market Share (%)/ Rank	.56%/20	.76%/16	.14%/57	.34%/32	.09/83	31.56%/1
Home Purchase Originations*	238	58	50	43	15	404
HP originations % AA orig.	59%	14%	12%	11%	4%	100%
Refinance Originations*	659	85	79	67	25	915
Refi orig. % AA orig.	72%	9%	9%	7%	3%	100%
Home Improvement Originations*	83	17	10	27	10	147
HI orig. % AA orig.	56%	12%	7%	18%	7%	100%
Small Business Originations*	795	50	74	120	6	1,045
SB orig. % AA orig.	76%	5%	7%	11%	1%	100%
Combined Loan Totals*	1,775	210	213	257	56	2,511
% of AA Orig.	71%	8%	8%	10%	2%	100%
* Originations include originations and loans purchased between January 1, 2002 and December 31, 2003						
** Source: Federal Deposit Insurance Corporation ("FDIC") Summary of deposit data as of 6/30/2003						
***Number of branches as of 12/31/03.						
****Source: 2003 Dun & Bradstreet						

METROPOLITAN AREA

(FULL REVIEW)

PMSA 5600 (NEW YORK, NY)

DESCRIPTION OF INSTITUTION'S OPERATIONS

As of December 31, 2003, BPNA operated 32 branches, or 71% of its CMSA 5602 branches in PMSA 5600. As of June 30, 2003, 78% of the bank's CMSA deposits were in PMSA 5600. The area is a highly competitive market, and some of the largest financial institutions in the U.S. have their headquarters here. With a deposit market share of less than 1%, BPNA ranks 20th in deposit market share within its PMSA 5600 assessment area. For additional details, see Exhibit 3 on page BB12.

PERFORMANCE CONTEXT

Demographic Characteristics

BPNA's assessment area in PMSA 5600 (New York, NY) includes New York, Kings, Queens and Bronx counties in New York City as well as the city of New Rochelle in Westchester County. According to the 2000 Census, the population of the bank's assessment area exceeds 7 million. PMSA 5600 contains 70% of the population in the CMSA 5602 assessment area.

A significant proportion of the assessment area population was born outside the U.S. The 2000 Census shows that approximately 30% of the PMSA population is foreign-born. Of the foreign-born population, 42% immigrated during the 1990s.

Recent immigrants may have limited or no credit histories, different beliefs about borrowing, and language barriers. The combination of these factors and the possible need for financial literacy education may hinder the bank from fully meeting the credit needs of the community.

Approximately 45% of the PMSA 5600 assessment area population resides in LMI geographies, and all of the LMI geographies are in New York City, concentrated in the Bronx and Brooklyn.

See page BB14 for additional assessment area demographics.

Income Characteristics

The HUD-adjusted median family income for PMSA 5600 is \$62,800 for 2002 and \$51,900 for 2003. According to the 2000 Census, PMSA 5600 (New York, NY) has a higher proportion of families below the poverty level (19%) than the CMSA overall. The CMSA has poverty level of 10.2%. In Bronx County, the county with the greatest poverty level, 28% of families live below the poverty level.

Exhibit 4 -Assessment Area Demographics

Assessment Area : NY - PMSA 5600 2003

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	276	13.0	254,807	14.4	109,341	42.9	527,311	29.7
Moderate-income	545	25.7	544,874	30.7	137,592	25.3	287,798	16.2
Middle-income	652	30.7	523,147	29.5	67,785	13.0	295,470	16.7
Upper-income	593	27.9	449,997	25.4	23,486	5.2	662,246	37.4
Unknown-income	57	2.7	0	0.0	0	0.0	0	0.0
Total Assessment Area	2,123	100.0	1,772,825	100.0	338,204	19.1	1,772,825	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	385,470	22,438	2.7	5.8	338,026	87.7	25,006	6.5
Moderate-income	857,509	127,752	15.5	14.9	681,280	79.4	48,477	5.7
Middle-income	853,943	283,434	34.3	33.2	531,042	62.2	39,467	4.6
Upper-income	966,843	391,946	47.5	40.5	515,486	53.3	59,411	6.1
Unknown-income	149	4	0.0	2.7	28	18.8	117	78.5
Total Assessment Area	3,063,914	825,574	100.0	26.9	2,065,862	67.4	172,478	5.6
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	18,206	7.0	15,354	7.2	1,636	4.9	1,216	9.5
Moderate-income	50,198	19.4	42,590	20.0	4,456	13.5	3,152	24.7
Middle-income	56,481	21.8	47,856	22.5	5,668	17.1	2,957	23.1
Upper-income	129,395	50.0	103,865	48.8	20,227	61.2	5,303	41.5
Unknown-income	4,312	1.7	3,073	1.4	1,084	3.3	155	1.2
Total Assessment Area	258,592	100.0	212,738	100.0	33,071	100.0	12,783	100.0
	Percentage of Total Businesses:			82.3		12.8		4.9

Based on 2000 Census Information.

Low income and high poverty in New York City combined with high housing costs make it difficult for families to afford homes, indicating the need for economic development and affordable housing. Community contacts cited both affordable housing and small business lending as local credit needs.

Housing Characteristics

Only 27% of the assessment area's housing units are owner-occupied, according to the 2000 Census. Within LMI geographies, just 18% of housing units are owner-occupied, making rentals the largest segment of the housing market. HMDA-related lending opportunities are therefore limited in this assessment area.

During the examination period, housing prices increased significantly despite a recession and the lingering effects of the September 11, 2001, terrorist attacks in New York City. According to the National Association of Realtors, the median sales price for existing single-family homes in the CMSA for 2003 is \$353,000, up from \$309,800 a year earlier. Higher values are found in the suburban areas of the assessment area and in Manhattan (New York County).

Many owner occupied units in New York City are in the form of cooperative apartments which are not captured in the median sales prices. One local realtor reported an average sales price of Manhattan co-ops of \$700 thousand or more both years in the examination period and an average sales price for condos of over \$1 million in both years. The same realtor reported average rentals exceeding \$3,100 a month for both 2002 and 2003.

Many families throughout the assessment area, particularly LMI families, cannot afford to own a home because of the sharp disparity between incomes and housing costs, both rental and owner. This indicates the need to provide affordable mortgage programs and to develop affordable rental and owner-occupied properties for LMI individuals. Community contacts stated that flexible lending programs and loans for affordable rental housing are needed. They added that building affordable housing for LMI families without Section 8 certificates and other subsidies is difficult.

Labor, Employment and Economic Characteristics

During the examination period, the New York City economy continued to recede from its historic 1990s expansion although positive signals of a recovery appeared in late 2003. The declining dot-com sector and stock market caused thousands of layoffs, which intensified after 9/11. Many lower Manhattan businesses, particularly those in the securities industry, moved to Westchester County, Long Island, New Jersey, and Connecticut.

Unemployment rates for the PMSA as well as specific parts or the assessment area are listed in the following chart. As shown in the accompanying chart, unemployment rates are high in New York City.

Average Annual Unemployment Rates		
Area	2002	2003
PMSA 5600 (New York, NY)	7.3%	7.7%
New York City	7.9%	8.4%

Because of job losses, particularly in New York City, community contacts have noted a need to focus on creating more business opportunities, and therefore more jobs, in LMI areas. Financial and technical assistance is also needed for both small businesses and LMI families who are considering homeownership for the first time.

In the nonprofit community, 9/11 also caused serious lingering consequences. City budget cutbacks led to decreased funding from city agencies, which predominantly impacts organizations providing human services. Organizations also lost aid from fundraisers that were cancelled or scaled back. At the same time, many organizations face an increased demand for services, particularly those offering food supplies, job placement and retraining. These conditions present community development loan and investment opportunities for area financial institutions.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN PMSA 5600 (NEW YORK, NY)

LENDING TEST

BPNA’s performance under the lending test in PMSA 5600 was good. The data used to evaluate the bank’s performance in the PMSA 5600 assessment area appears in the CMSA 5602 section of the Appendix D tables. Lending activity is depicted in CMSA 5602 Table 1, geographic distribution in CMSA 5602 Tables 2-5, and borrower characteristics are depicted in CMSA 5602 Tables 6-9.

Lending Activity:

Lending Activity Loan Volumes 2001-2003 Loans Originated Within PMSA 5600 (New York, NY)									
Loan Type	2001		2002		2003		%	%	%
	#	%	#	%	#	%	Change '01-'02	Change '02-'03	Change '01-'03
Home Purchase	126	21%	110	14%	128	12%	-13%	16%	2%
Refinance	118	19%	218	28%	441	43%	85%	102%	274%
Home Improvement	20	3%	33	4%	50	5%	65%	52%	150%
Small Business	331	54%	396	52%	399	39%	20%	1%	21%
Multifamily	19	3%	9	1%	8	1%	-53%	-11%	-58%
TOTALS	614	100%	766	100%	1,026	100%	25%	34%	67%

BPNA’s responsiveness to retail credit needs in PMSA 5600 was good. Lending increases were noted in most loans products during the review period. BPNA’s overall lending activity comparing year 2001 and year 2003 increased 67% in number, while the aggregate’s overall activity increased 65%. BPNA’s lending volumes were also generally consistent with similarly

situated peer banks in the assessment area. In 2003, the bank’s branches had a 0.53% deposit market share in PMSA 5600, ranking 21st in the market, while the HMDA market share was 0.26%, ranking 59th. Small business market share was 0.22%, ranking 19th in the market. See the table on the previous page for additional loan volume details.

Geographic Distribution:

Overall, the geographic distribution of HMDA-related and small business loans resulted in excellent loan penetration when compared with the aggregate performance and numbers of owner-occupied housing units and small business establishments. The following table summarizes the bank’s performance with respect to each loan product.

Lending in Low- and Moderate-Income Census Tracts PMSA 5600 (New York, NY)				
Product	Low-Income Census Tracts	Aggregate Comparison	Moderate - Income Census Tracts	Aggregate Comparison
Home Purchase	Excellent	Slightly Below	Excellent	Significantly Above
Refinance	Good	Slightly Below	Excellent	Above
Home Improvement	Excellent	Significantly Above	Excellent	Significantly Above
Small Business	Excellent	Slightly Above	Excellent	Above

Distribution by Borrower Income and Revenue Size of the Business:

Overall distribution by borrower income and revenue size of the business performance in the PMSA 5600 was good based on adequate lending to low-income borrowers, good levels of lending to moderate-income borrowers and outstanding lending to small businesses.

The adequate conclusion for lending to low-income borrowers considers the difficulty of extending home purchase and refinance loans to low-income borrowers as noted in the Performance Context section and supported by market aggregate performance. The following table summarizes BPNA’s performance in HMDA-related lending to low- and moderate-income borrowers with respect to each product.

Lending to Low- and Moderate-Income Borrowers PMSA 5600 (New York, NY)				
Product	Lending to Low-Income Borrowers	Aggregate Comparison	Lending to Moderate-Income Borrowers	Aggregate Comparison
Home Purchase	Adequate	Significantly Above	Excellent	Significantly Above
Refinance	Adequate	Above	Good	Significantly Above
Home Improvement	Good	Significantly Above	Excellent	Significantly Above

Overall distribution of small business loans was excellent in comparison to the percentage of business with gross revenues of \$1 million or less. BPNA’s performance in lending to small businesses with gross annual revenues of \$1 million or less was significantly above the aggregate performance.

Community Development Lending:

BPNA’s community development lending performance was excellent in PMSA 5600 (New York, New York). As shown in the accompanying table, the bank extended 64 qualified community development loans totaling \$ 65 million. BPNA’s community development lending was responsive to community needs. Lending to support community development services and affordable housing initiatives represented 52% and 46% of total activity, respectively. According to community contacts, these types of financing were important needs in all the bank’s assessment areas.

Community Development Lending		
Purpose	#	\$(’000s)
Affordable Housing	18	30,216
Community Services	44	33,761
Economic Development	2	1,450
Totals	64	\$65,427

Examples of community development loans are:

- A loan to renovate and lease a building located in low-income census tract which will house a 200 bed transitional homeless shelter for women.
- A construction loan for 28 affordable two-family homes in Queens County.
- A line of credit to a community development organization providing services to elderly indigent or incapacitated low- or moderate-income individuals in need of care outside of the hospital. The working capital covers timing gaps in receiving reimbursement from City of New York Department of Social Services.

INVESTMENT TEST

BPNA's investment performance in PMSA 5600 (New York, NY) was excellent. The volume of qualified investments totaled \$13 million or 89% of the CMSA 5602 activity. The bank's qualified investment activity exhibited excellent responsiveness to assessment area affordable housing needs, as detailed in the accompanying table. The qualified investments primarily represented low-income housing tax credits and mortgage-backed securities targeted to low- and moderate individuals and census tracts.

Qualified Investments		
Purpose	#	\$(000)
Affordable Housing	12	12,753
Community Service	48	444
Economic Development	14	24
Revitalize & Stabilize	1	3
Total	75	13,224

SERVICE TEST

Performance under the service test was outstanding based primarily on BPNA's excellent branch distribution in the assessment area.

Retail Services: The bank's delivery systems were readily accessible to all portions of the bank's assessment area, including LMI areas. Overall, BPNA has 32 branches in PMSA 5600 (New York, NY), of which 22 or 69% are located in LMI areas. This compares very favorably with 45% of the PMSA population residing in LMI areas.

Changes in branch locations during the evaluation period did not adversely impact the accessibility of the bank's delivery systems. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. Of the 32 branches in the PMSA, 21 had extended early morning or late evening hours and 20 had weekend hours.

Community Development Services: The bank was a leader in providing community development services in PMSA 5600. The bank performed 100 financial education-related seminars and officers and employees participated with community development organizations in 25 financially-related technical assistance roles during the evaluation period. For example, two BPNA officers were board members of qualified community development organizations, and ten bank employees were members of various financial committees for community development organizations. Most of the 100 seminars covered mortgage education topics.

STATE OF ILLINOIS

CRA RATING FOR ILLINOIS: "OUTSTANDING."

The lending test is rated: High Satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting the rating include:

- Total overall volume of HMDA-related and small business loans demonstrated 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 excellent.
- The level of community development lending and qualified investments was excellent.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank's assessment areas.

SCOPE OF EXAMINATION

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

- PMSA 1600 (Chicago, IL)

PMSA 1600 (Chicago, IL) is the only bank assessment area in the state of Illinois and therefore represents the bank's performance in the state. See Exhibit 1 on page BB 6 for key assessment area data in Illinois.

METROPOLITAN AREA

(FULL REVIEW)

PMSA 1600 (CHICAGO, IL)

DESCRIPTION OF INSTITUTION'S OPERATIONS

Although 28% of the bank's deposits are in PMSA 1600, BPNA has a deposit market share of less than 1% as of June 30, 2004. The bank's operations include 20 branches which correspond to 20% of the bank's total branch network in all assessment areas. The majority of the bank's offices and deposits are located in Cook County. Cook County contains 87% of the deposits and 17 of the branches in the assessment area. The remaining deposits and offices are split between DuPage County (1 branch) and Kane County (2 branches).

PERFORMANCE CONTEXT

Demographic Characteristics

According to 2000 Census data, the population in the bank's assessment area increased nearly 7% over the previous ten years. Cook County comprises the largest portion of the bank's assessment area and is the primary driver of the demographic characteristics for this assessment area. Additional demographic data can be found in Exhibit 1 located on page BB 6.

Income Characteristics

The HUD estimates for median family income during the examination period were \$75,400 in 2002 and 68,700 in 2003. Incomes within the bank's assessment area vary greatly, and are lowest in Cook County, as reported by the 2000 Census. Similarly, poverty levels are highest in Cook County.

Housing Characteristics

According to the 2000 Census, the number of owner-occupied housing units in the assessment area increased almost 6% since 1990. This increase was seen across all counties in the assessment area.

Based on residential building permits, real estate activity in the PMSA grew steadily during the review period. In 2002 total residential real estate permits increased over 4% from the previous year while in 2003 similar permits increased more than 5%. The increased real estate activity was attributed to development in Cook County, which compensated for the decrease in building permits over same time period in DuPage and Kane Counties.

Even though owner-occupied housing units increased during the review period, the amount of HMDA-related lending opportunities is limited. One reason is the overall low percentage of

owner-occupied units, especially in Cook County. Only 57% of housing units in Cook County are owner-occupied and over 5% of units are vacant. Owner-occupied housing units in both DuPage and Kane Counties account for more than 73% of the housing stock while vacancy rates in both counties are less than 4%.

Housing costs are unaffordable to many LMI families and represent an additional impediment to lending. The median home sales prices during the review period as reported by the National Association of Realtors were \$221 thousand in 2002 and \$239 thousand in 2003.

Labor, Employment and Economic Characteristics

Within PMSA 1600, the employment landscape over the review period remained generally constant from 6.7% in 2002 to 6.8% in 2003. Cook County accounted for the highest unemployment rate over the two year review period at 7.3%.

Exhibit 5 -Assessment Area Demographics

Assessment Area: IL -PMSA 1600 2003

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	237	15.7	130,580	8.5	47,698	36.5	358,154	23.2
Moderate-income	421	27.8	394,922	25.6	59,725	15.1	282,906	18.3
Middle-income	493	32.6	601,036	39.0	27,388	4.6	333,539	21.6
Upper-income	346	22.9	415,443	26.9	8,208	2.0	567,382	36.8
Unknown-income	16	1.1	0	0.0	0	0.0	0	0.0
Total Assessment Area	1,513	100.0	1,541,981	100.0	143,019	9.3	1,541,981	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	221,473	45,960	3.2	20.8	143,215	64.7	32,298	14.6
Moderate-income	632,443	264,854	18.7	41.9	323,398	51.1	44,191	7.0
Middle-income	941,900	628,731	44.4	66.8	281,164	29.9	32,005	3.4
Upper-income	674,609	476,302	33.6	70.6	173,213	25.7	25,094	3.7
Unknown-income	72	27	0.0	37.5	36	50.0	9	12.5
Total Assessment Area	2,470,497	1,415,874	100.0	57.3	921,026	37.3	133,597	5.4
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	7,875	3.9	6,661	4.0	805	3.1	409	4.9
Moderate-income	32,396	16.2	27,044	16.2	3,713	14.5	1,639	19.6
Middle-income	75,749	37.8	62,563	37.6	10,019	39.1	3,167	37.9
Upper-income	83,910	41.9	69,877	42.0	10,918	42.6	3,115	37.3
Unknown-income	512	0.3	326	0.2	161	0.6	25	0.3
Total Assessment Area	200,442	100.0	166,471	100.0	25,616	100.0	8,355	100.0
	Percentage of Total Businesses:			83.1		12.8		4.2

Based on 2000 Census Information.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ILLINOIS

LENDING TEST

BPNA’s lending test performance is rated high satisfactory based on good performance in PMSA 1600 (Chicago, IL). The data used to evaluate the bank’s performance in the PMSA 1600 assessment area appears in the Illinois section of the Appendix D tables. Lending activity is depicted in Table 1, geographic distribution Tables 2-5, and borrower characteristics are depicted in Tables 6-9.

Lending Activity:

Lending Activity Loan Volumes 2001-2003 Loans Originated Within PMSA 1600 (Chicago, IL)									
Loan Type	2001		2002		2003		% Change '01-'02	% Change '02-'03	% Change '01-'03
	#	%	#	%	#	%			
Home Purchase	77	5%	89	9%	117	12%	16%	31%	52%
Refinance	143	10%	137	14%	195	20%	-4%	42%	36%
Home Improvement	710	49%	245	25%	191	19%	-65%	-22%	-73%
Small Business	462	32%	468	47%	441	44%	1%	-6%	-5%
Multifamily	53	4%	48	5%	54	5%	-9%	13%	2%
TOTALS	1,445	100%	987	100%	998	100%	-32%	1%	-31%

BPNA’s responsiveness to retail credit needs in PMSA 1600 was adequate. Lending increases were noted in some loans products during the review period. BPNA’s overall lending activity comparing year 2001 and year 2003 decreased 31% in number, while the aggregate’s overall activity increased 84%. However, BPNA’s lending volumes in number remained consistent between 2002 and 2003. BPNA’s 2003 lending volumes were also somewhat consistent with similarly situated peer banks in the assessment area. In 2003, the bank’s branches had a 0.76% deposit market share in PMSA 1600, ranking 16th in the market, while the HMDA market share was 0.08%, and ranking 150th. Small business market share was 0.30%, ranking 33rd in the market.

Some of BPNA’s lending activity performance within PMSA 1600 was affected by strategic decisions to reduce the bank’s home improvement broker loan channels and to place less emphasis on taxi medallion lending due to some credit related issues. See table above for additional loan volume details.

Geographic Distribution: Overall, the geographic distribution of HMDA-related and small business loans reflected excellent loan penetration when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments

in low- and moderate-income census tracts. The following table summarizes the bank's performance with respect to each loan product.

Lending in Low- and Moderate-Income Census Tracts PMSA 1600 (Chicago, IL)				
Product	Low-Income Census Tracts	Aggregate Comparison	Moderate - Income Census Tracts	Aggregate Comparison
Home Purchase	Excellent	Similar To	Excellent	Significantly Above
Refinance	Excellent	Significantly Above	Excellent	Significantly Above
Home Improvement	Excellent	Significantly Above	Excellent	Significantly Above
Small Business	Excellent	Significantly Above	Excellent	Significantly Above

Distribution by Borrower Income and Revenue Size of the Business:

The overall borrower distribution performance in the PMSA 1600 was excellent based on excellent lending to low- and moderate- income borrowers and a good level of lending to small businesses. These conclusions consider the bank's strong performance in comparison to the aggregate and the challenges of originating loans to low-income individuals due to high housing costs. The following table summarizes BPNA's performance in HMDA-related lending to low- and moderate-income borrowers with respect to each product.

Lending to Low- and Moderate-Income Borrowers PMSA 1600 (Chicago, IL)				
Product	Lending to Low-Income Borrowers	Aggregate Comparison	Lending to Moderate-Income Borrowers	Aggregate Comparison
Home Purchase	Good	Significantly Above	Excellent	Significantly Above
Refinance	Excellent	Significantly Above	Excellent	Significantly Above
Home Improvement	Excellent	Significantly Above	Excellent	Slightly Above

Overall distribution of small business loans was good in comparison to the percentage of business with gross revenues of \$1 million or less. BPNA's performance in lending to small businesses with gross annual revenues of \$1 million or less was significantly above the aggregate performance.

Community Development Lending:

The community development lending performance in the PMSA 1600 (Chicago, IL) assessment area was excellent and totaled \$48.1 million. A breakdown of total community development loans by purpose is noted in accompanying chart below.

The majority of the community development loans targeted affordable housing, which is a primary community credit need as noted by community contacts in the assessment area.

Examples of community development loans include:

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	66	32,854
Community Services	7	14,530
Economic Development	3	490
Revitalize/Stabilize	1	192
Totals	77	\$48,066

- A loan to purchase a three story multi-family building with 38 apartments providing affordable rental housing.
- A loan to purchase four residential apartment buildings with 60 units providing affordable rental housing in a LMI area of Chicago.
- A loan to construction and maintain an assisted living facility for low-income senior citizens.
- A loan to finance a commercial mortgage for a community development organization that provides special education, training, job placement and residential facilities to mentally handicapped residents.

INVESTMENT TEST

In the PMSA 1600 assessment area, BPNA had an excellent level of qualified community development investments that exhibited excellent responsiveness to credit and community development needs. Qualified investments totaled \$6 million. This total includes \$3 million in a Low Income Housing Tax Credit and \$2 million in mortgage-backed securities, targeting homeownership and affordable housing for LMI individuals, a primary credit need in the bank's assessment area.

SERVICE TEST

Performance under the service test was excellent based excellent branch distribution throughout the assessment area and an excellent level of community development services.

Retail Services: The bank's delivery systems were readily accessible to all portions of the bank's assessment area, including LMI areas. Overall, BPNA has 20 branches in PMSA 1600, of which 13 or 65% are located in LMI areas. The percentage compares very favorably with the percentage of population residing in LMI census tracts. According to the 2000 U.S. Census data, a total of 37 % of the PMSA's population reside in LMI areas. For details, see Illinois Table 11 in Appendix D.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. The bank closed two branches in the PMSA in 2002. Of the two closed branches, one was located in a moderate-income census tract.

The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All 19 branches in the PMSA have either early morning or late evening hours, and 18 have Saturday hours. There was one off-site ATM in the assessment area located in a moderate-income census tract.

Community Development Services:

BPNA is a leader in providing community development services in PMSA 1600. The bank participated in approximately 10 seminars, workshops and/or fairs in 2002. In 2003, the bank increased its participation in these community development services to 45. The majority of these qualified community development services were focused on mortgage loan products and affordable housing options through the bank's "Mortgage Days" program offered at most branch locations. In 2002, approximately 3 officers and/or employees served on the board of directors and committees of 4 community development organizations. In 2003, approximately 12 officers served on the board or committees of 16 community development organizations.

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 rating include:

- Total overall volume of HMDA-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 adequate.
- The level of community development lending and qualified investments was excellent.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank's assessment areas.

SCOPE OF EXAMINATION

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

- CMSA 4472 (Los Angeles-Riverside-Orange County, CA), consisting of:
 - PMSA 4480 (Los Angeles-Long Beach, CA), including Los Angeles County.

Limited reviews were conducted of the remaining assessment areas:

- CMSA 4472 (Los Angeles-Riverside-Orange County, CA), consisting of:
 - 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.

As shown in Exhibit 6 on page BB29, PMSA 4480 (Los Angeles-Long Beach, CA), contains 76% of the bank's loans, 71% of the bank's branches and 82% of the bank's branch deposits in California. Accordingly, performance in PMSA 4480 received significant weight in the California state rating. See exhibit 6 on following page for additional assessment area data.

EXHIBIT 6 : Banco Popular North America Summary of Key Assessment Area Data for the State of California					
	Full PMSA 4480	Limited PMSA 5945	Limited PMSA 6780	Limited PMSA 7320	TOTALS
Total Population	9,519,338	2,846,289	566,234	1,469,289	14,401,150
Population % of AA population	66%	20%	4%	10%	100%
Families	2,154,311	673,912	134,035	332,772	3,295,030
Families % of AA families	65%	20%	4%	10%	100%
Total Census Tracts	2,054	577	61	330	3,022
Tracts % AA tracts	68%	19%	2%	11%	100%
LMI tracts	758	178	10	138	1,084
LMI tracts % all AA LMI tracts	70%	16%	1%	13%	100%
Total Owner-Occupied Units	1,499,694	574,193	112,142	247,117	2,433,146
Units % of AA units	62%	24%	5%	10%	100%
Business Establishments****	236,831	92,448	13,295	36,507	379,081
Bus. est. % AA bus. est.	62%	24%	4%	10%	100%
Number of Branches ***	12	3	1	1	17
Branches % all branches	71%	18%	6%	6%	100%
Branches in LMI tracts	9	2	1	1	13
LMI branches % AA LMI branches	69%	15%	8%	8%	100%
Branch Deposits (\$'000s)**	325,339	29,235	8,690	35,249	398,513
Deposits % AA deposits	82%	7%	2%	9%	100%
Deposit Market Share (%)/ Rank	.56%/20	.76%/16	.14%/57	.34%/32	31.56%/1
Home Purchase Originations*	87	18	6	17	128
HP originations % AA orig.	68%	14%	5%	13%	100%
Refinance Originations*	338	55	9	23	425
Refi orig. % AA orig.	80%	13%	2%	5%	100%
Home Improvement Originations*	37	10	0	9	56
HI orig. % AA orig.	66%	18%	0%	16%	100%
Small Business Originations*	524	98	14	50	686
SB orig. % AA orig.	76%	14%	2%	7%	100%
Combined Loan Totals	986	181	29	99	1,295
% of AA Orig.	76%	14%	2%	8%	100%
<p>* Includes originations and loans purchased between January 1, 2002 and December 31, 2003 ** Source: Federal Deposit Insurance Corporation ("FDIC") Summary of deposit data as of 6/30/2003 ***Number of branches as of 12/31/03 ****Source: 2003 Dun & Bradstreet</p>					

METROPOLITAN AREA

(FULL REVIEW)

PMSA 4480 (LOS ANGELES-LONG BEACH, CA)

DESCRIPTION OF INSTITUTION'S OPERATIONS

As of December 31, 2003, BPNA operated 12 branches, representing 12% of its total number of branches, in all assessment areas. These branches held \$325 million in deposits, or 82% of the bank's total branch deposits in California. The bank's Los Angeles presence accounted for 71% of the number of BPNA's branches and 82% of the dollar amount of the bank's deposits in California.

Competition for the provision of financial services in Los Angeles is intense. There are 133 FDIC-insured depository institutions, with BPNA holding 0.17% of total deposits in the county and ranking 49th in deposit share. A high level of competition also exists for small business and mortgage loans, with 250 lenders reporting small business loans in the assessment area and 975 mortgage lenders for 2003. For the year, Banco Popular ranked 31st by dollar and 40th by number in small business lending and 260th and 263rd respectively in mortgage lending.

PERFORMANCE CONTEXT

Demographic Characteristics

Banco Popular North America's assessment area includes Los Angeles County in its entirety. Los Angeles County covers over 4,000 square miles in Southern California and includes the cities of Los Angeles, Long Beach, Glendale, San Clemente and Santa Catalina Islands. The county is the most populous county in the nation with about 9.9 million residents. According to the 2000 Census, the county's population increased more than 7% over the last ten years. This was significantly slower than California's overall growth rate of nearly 14%.

Income Characteristics

The HUD estimates for median family income in PMSA 4480 was \$55,100 in 2002 and \$50,300 in 2003. Increased unemployment rates, as detailed later, along with the large increase in population, many of whom have taken low-paying and/or non-reported income jobs, have contributed to the decrease in income and the high poverty rate.

Housing Characteristics

The housing market in Los Angeles is quite strong. According to the California Association of Realtors, there was a 29% increase in home prices from 2002 (\$295,150) to 2003 (\$382,190). This price increase coupled with the decrease in median family income and the rapid population growth has created a need for affordable housing. Housing costs in relation to family incomes

may limit opportunities for home purchase lending, particularly for LMI individuals. According to the 2000 Census 50% of the housing units in the assessment area are rental and the vacancy rate is 4%. The greatest obstacles to affordable housing construction are limited government subsidies necessary to make the developments viable, the expiration of contracts that maintained affordability, and neighborhood opposition to proposed sites. Competition for the limited financing opportunities that do arise is vigorous.

A report issued by the California Budget Project states that California suffers from a lack of housing that is affordable by even middle-class standards. The high cost of housing leaves families with less income to spend on necessities. Low-income families are more severely impacted as many are forced to forgo basic necessities or live in substandard or overcrowded conditions in order to afford shelter.

Labor, Employment and Economic Characteristics

Los Angeles County relies on the service sector for the bulk of its employment base. Interviews with community representatives, along with demographic and economic information, suggest small business financing remains an area of credit need. Of particular importance are loans in small dollar amounts. Dun & Bradstreet reports that businesses with gross annual revenue of \$1 million or less accounted for 82% of assessment area businesses.

These small businesses require loans in small dollar amounts. Many banks compete to serve this market niche, however, community contacts state that banks, in general, are unwilling to make the extremely small dollar amount loans. Jobless rates increased slightly during the examination period. The average unemployment rate in PMSA 4480 was 6.8% in 2002 and rose to 7.0% in 2003, indicating the need for economic development.

Exhibit 7 Assessment Area Demographics

Assessment Area: CA - PMSA 4480 - 2003

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	179	8.7	152,357	7.1	60,274	39.6	514,260	23.9
Moderate-income	579	28.2	589,670	27.4	143,009	24.3	355,173	16.5
Middle-income	575	28.0	651,301	30.2	75,306	11.6	374,949	17.4
Upper-income	705	34.3	760,983	35.3	32,637	4.3	909,929	42.2
Unknown-income	16	0.8	0	0.0	0	0.0	0	0.0
Total Assessment Area	2,054	100.0	2,154,311	100.0	311,226	14.4	2,154,311	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	237,505	28,678	1.9	12.1	192,342	81.0	16,485	6.9
Moderate-income	840,702	230,687	15.4	27.4	569,733	67.8	40,282	4.8
Middle-income	979,794	467,741	31.2	47.7	475,576	48.5	36,477	3.7
Upper-income	1,212,882	772,588	51.5	63.7	396,408	32.7	43,886	3.6
Unknown-income	26	0	0.0	0.0	21	80.8	5	19.2
Total Assessment Area	3,270,909	1,499,694	100.0	45.8	1,634,080	50.0	137,135	4.2
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million			Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#
Low-income	30,811	8.2	25,358	7.9	3,761	9.6	1,692	10.1
Moderate-income	81,599	21.7	68,807	21.5	8,802	22.4	3,990	23.9
Middle-income	102,545	27.3	87,144	27.2	10,837	27.6	4,564	27.3
Upper-income	158,539	42.2	137,041	42.8	15,231	38.8	6,267	37.5
Unknown-income	2,505	0.7	1,673	0.5	650	1.7	182	1.1
Total Assessment Area	375,999	100.0	320,023	100.0	39,281	100.0	16,695	100.0
Percentage of Total Businesses:				85.1		10.4		4.4

Based on 2000 Census Information.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CALIFORNIA
LENDING TEST**

BPNA’s lending test performance in California is rated low satisfactory primarily based on adequate performance in PMSA 4480 (Los Angeles – Long Beach, CA). The data used to evaluate the bank’s performance in the California assessment areas appears in the California sections of the Appendix D tables. Lending activity is depicted in Table 1, geographic distribution in Tables 2-5, and borrower characteristics are in Tables 6-9.

Lending Activity:

BPNA’s responsiveness to retail credit needs in PMSA 4480 was adequate. Lending increases were noted in some loans products during the review period. BPNA’s overall lending activity comparing year 2001 and year 2003 increased 15% in number, while the aggregate’s overall activity increased 107%. BPNA’s lending volumes also increased moderately in number between 2002 and 2003. BPNA’s 2003 lending volumes were somewhat consistent with similarly situated peer banks in the assessment area. However, overall volumes of home purchase and home improvement originations were low. In 2003, the bank’s branches had a 0.17% deposit market share in PMSA 4480, ranking 49th in the market, while the HMDA market share was 0.03%, and ranking 238th. Small business market share was 0.08%, ranking 40th in the market. See the table below for additional loan volume details.

Lending Activity Loan Volumes 2001-2003 Loans Originated Within PMSA 4480 (Los Angeles-Long Beach, CA)									
Loan Type	2001		2002		2003		%	%	%
	#	%	#	%	#	%	Change '01-'02	Change '02-'03	Change '01-'03
Home Purchase	51	11%	50	11%	37	7%	-2%	-26%	-27%
Refinance	137	30%	143	30%	195	37%	4%	36%	42%
Home Improvement	3	1%	8	2%	29	6%	167%	263%	867%
Small Business	261	58%	266	56%	258	49%	2%	-3%	-1%
Multifamily	0	0%	5	1%	3	1%	NA	-40%	NA
TOTALS	452	100%	472	100%	522	100%	4%	11%	15%

Geographic Distribution:

Overall, the geographic distribution of HMDA-related and small business loans reflected excellent loan penetration when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments in low- and moderate-income census tracts. Performance with home purchase and home improvement lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful geographic distribution analysis. The table on the next page summarizes the bank’s performance with respect to each loan product analyzed.

Lending in Low- and Moderate-Income Census Tracts PMSA 4480 (Los Angeles – Long Beach, CA)				
Product	Low-Income Census Tracts	Aggregate Comparison	Moderate - Income Census Tracts	Aggregate Comparison
Refinance	Adequate	Below	Excellent	Significantly Above
Small Business	Excellent	Significantly Above	Excellent	Significantly Above

Distribution by Borrower Income and Revenue Size of the Business:

The overall borrower distribution performance in the PMSA 4480 was adequate based on adequate refinance lending to low-income borrowers and small businesses and a good level of refinance lending to moderate-income borrowers. Performance with home purchase and home improvement lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful borrower distribution analysis.

The refinance lending distribution conclusions consider the bank’s strong performance in comparison to the aggregate and the challenges of originating loans to low-income individuals due to high housing costs. BPNA’s lending to low- and moderate-income borrowers was significantly above the performance of the aggregate.

Overall distribution of small business loans was adequate in comparison to the percentage of business with gross revenues of \$1 million or less. BPNA’s performance in lending to small businesses with gross annual revenues of \$1 million or less was slightly above the aggregate performance.

Community Development Lending:

The community development lending performance in the PMSA 4480 (Los Angeles – Long Beach, CA) assessment area was excellent and totaled \$13.9 million. A breakdown of total community development loans by purpose is noted in the chart below.

The majority of the community development loans targeted affordable housing, which is a primary community credit need as noted by community contacts in the assessment area.

Examples of community development loans include:

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	13	9,631
Community Services	7	4,285
Economic Development	0	0
Revitalize/Stabilize	0	0
Totals	20	\$13,916

- A construction loan for a 32-unit multi-family building with rents affordable to low- and moderate-income individuals.
- A refinance of a permanent multi-family loan with a majority of the units providing affordable rental housing to low- and moderate-income individuals.
- A line of credit for working capital to a community development organization serving the needs of homeless and disadvantaged men, women and children.

INVESTMENT TEST

In the PMSA 4480 assessment area, BPNA had an excellent level of qualified investments that exhibited excellent responsiveness to credit and community development needs. Qualified investments totaled \$2.1 million. The majority of this total targeted homeownership and affordable housing for LMI individuals, a primary credit need in the assessment area. For example, the bank committed \$1.2 million as part of an overall geographically dispersed Low-Income Housing Tax Credit program.

SERVICE TEST

Performance under the service test was excellent based on excellent branch distribution throughout the assessment area and an adequate level of community development services.

Retail Services:

The bank's delivery systems were readily accessible to all portions of the bank's assessment area, including LMI areas. The bank has 12 branches in PMSA 4480 (Los Angeles-Long Beach, CA), of which 10 or 83% are located in LMI areas. This compares very favorably with the PMSA population residing in LMI areas. According to the 2000 U.S. Census data, 37% of the assessment area population resides in LMI areas.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. The bank did not open or close any branches in the assessment area during the evaluation period. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All 12 branches in the PMSA have either early morning or late evening hours, 9 have Saturday hours, and one branch has both Saturday and Sunday hours.

Community Development Services:

BPNA provided an adequate level of community development services in PMSA 4480 through its active participation in 22 seminars and workshops focused on first time home buyers and small business financing options. The bank did not participate in any qualified services through memberships on boards or committees of community development organizations.

STATE OF FLORIDA

CRA RATING FOR FLORIDA: "OUTSTANDING."

The lending test is rated: High Satisfactory.

The investment test is rated: Outstanding.

The service test is rated: Outstanding.

The major factors supporting the rating include:

- Total overall volume of HMDA-related and small business loans demonstrated 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 excellent.
- The level of community development lending and qualified investments was excellent.
- Retail delivery systems were readily accessible to geographies and individuals of different income levels in the bank's assessment areas.

SCOPE OF EXAMINATION

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

- MSA 5960 (Orlando, FL), including Seminole County, Orange County and portions of Osceola County.

Limited reviews were conducted of the remaining assessment areas:

- MSA 2020 (Daytona Beach, FL), including portions of Volusia County.
- PMSA 5000 (Miami, FL), including portions of Miami-Dade County.

As shown in Exhibit 8 on page BB37, MSA 5960 (Orlando, FL), contains 79% of the bank's loans, 80% of the bank's branches and 84% of the bank's branch deposits in Florida. Accordingly, performance in MSA 5960 received significant weight in the Florida state rating. See exhibit 8 on following page for additional assessment area data.

EXHIBIT 8 : Banco Popular North America Summary of Key Assessment Area Data for the State of Florida				
	FULL MSA 5960	Limited MSA 5000	Limited MSA 2020	TOTALS
Total Population	1,379,311	1,107,211	94,153	2,580,675
Population % of AA population	53%	43%	4%	100%
Families	350,687	266,685	26,829	644,201
Families % of AA families	54%	41%	4%	100%
Total Census Tracts	287	187	11	485
Tracts % AA tracts	59%	39%	2%	100%
LMI tracts	74	97	0	171
LMI tracts % all AA LMI tracts	43%	57%	0%	100%
Total Owner-Occupied Units	326,859	186,885	30,703	544,447
Units % of AA units	60%	34%	6%	100%
Business Establishments****	36,001	31,283	1,609	68,893
Bus. est. % AA bus. est.	52%	45%	2%	100%
Number of Branches ***	8	1	1	10
Branches % all branches	80%	10%	10%	100%
Branches in LMI tracts	4	1	0	5
LMI branches % AA LMI branches	80%	20%	0%	100%
Branch Deposits (\$'000s)**	232,573	18,703	26,644	277,920
Deposits % AA deposits	84%	7%	10%	100%
Deposit Market Share (%)/ Rank	.56%/20	.76%/16	.14%/57	31.56%/1
Home Purchase Originations*	201	21	27	249
HP originations % AA orig.	81%	8%	11%	100%
Refinance Originations*	193	26	34	253
Refi orig. % AA orig.	76%	10%	13%	100%
Home Improvement Originations*	54	3	8	65
HI orig. % AA orig.	83%	5%	12%	100%
Small Business Originations*	281	63	7	351
SB orig. % AA orig.	80%	18%	2%	100%
Combined Loan Totals*	729	113	76	918
% of AA Orig.	79%	12%	8%	100%

* Includes originations and loans purchased between January 1, 2002 and December 31, 2003
** FDIC Summary of Deposit Data 6/30/2003
***Number of branches as of 12/31/03
****Source: 2003 Dun & Bradstreet

METROPOLITAN AREA

(FULL REVIEW)

MSA 5960 (ORLANDO, FL)

DESCRIPTION OF INSTITUTION'S OPERATIONS

As of December 31, 2003, BPNA operated 8 of the 10 branches in Florida in MSA5960. These branches held \$233 million in deposits, and represent the vast majority of the bank's deposits in the state of Florida as of June 30, 2003.

PERFORMANCE CONTEXT

Demographic Characteristics

According to U.S. Census data, all counties in the Orlando MSA continue to experience population growth. Osceola County experienced the largest gain in the assessment area with a 19.3 percent increase in population from April 2000 to July 2003. The population in Orange County increased 7.6 percent and the gain in Seminole County was 5.8 percent.

Of the population in the Orlando MSA, approximately 12.5 percent is foreign-born, and almost 25 percent speak a language other than English at home. Banks may need to consider non-conventional credit histories and provide bilingual banking services. See Exhibit 9 on page BB40 for additional assessment area demographics.

Income Characteristics

The 2003 HUD-adjusted median family income in the Orlando MSA was \$52,700, a decrease from \$54,700 for 2002. Data from the 2000 Census indicate that 7.9 percent of families in the Orlando Assessment Area live below the poverty level. This figure is lower than the 12 percent of families living below poverty level overall in BPNA's Florida assessment areas.

While families below the poverty level are eligible for credit, it can be inferred that with a lower capacity for debt repayment, they may not qualify for residential real estate loans. Therefore, a need for flexible loan underwriting programs to assist LMI families exists.

Housing Characteristics

Of the 556,421 total housing units in the Orlando Assessment Area, 2 percent of the units are located in low-income census tracts, and of that number, 26 percent are owner-occupied. This data suggest that opportunities for HMDA-related loans in low-income census tracts in the Orlando Assessment Area may be limited.

According to data from the National Association of Realtors, the 2003 median sales price of an existing single-family home in the Orlando MSA increased to \$145,100 from \$136,600 the prior year. Homes in this price range may be out of reach for most LMI families. In order to assist LMI families, the Florida State Housing Initiative Program provides funds to various cities and counties to disburse to qualified applicants. The funds may be used as down payment assistance or for housing rehabilitation.

HUD lists fair market rents for the Orlando MSA as: \$604 (studio); \$685 (1 bedroom); \$817 (2 bedroom); \$1072 (3 bedroom); and \$1308 (4 bedroom). Many LMI families may not be able to afford rent at these levels.

Labor, Employment and Economic Characteristics

The unemployment rate in the Orlando area has remained relatively low over the review period, and continues to be slightly lower than the unemployment rate for Florida overall. The Bureau of Labor Statistics reported a 2002 unemployment rate of 5.3 percent, up from 4 percent the previous year. The unemployment rate for 2003 dropped slightly to 4.9 percent. The unemployment rate for Florida was 5.5 percent in 2002 and 5.1 percent in 2003. According to the Bureau of Labor Statistics, the Leisure and Hospitality industry continues to employ the most workers in the Orlando area, followed by Professional and Business Services, and Retail Trade.

Exhibit 9 - Assessment Area Demographics

Assessment Area : FL - MSA 5960 2003

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	8	2.8	5,752	1.6	2,312	40.2	64,438	18.4
Moderate-income	66	23.0	74,146	21.1	11,011	14.9	62,949	18.0
Middle-income	120	41.8	150,717	43.0	10,933	7.3	77,782	22.2
Upper-income	93	32.4	120,072	34.2	3,518	2.9	145,518	41.5
Total Assessment Area	287	100.0	350,687	100.0	27,774	7.9	350,687	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	10,103	2,590	0.8	25.6	6,578	65.1	935	9.3
Moderate-income	126,386	53,533	16.4	42.4	61,385	48.6	11,468	9.1
Middle-income	247,871	142,318	43.5	57.4	86,706	35.0	18,847	7.6
Upper-income	172,061	128,418	39.3	74.6	34,996	20.3	8,647	5.0
Total Assessment Area	556,421	326,859	100.0	58.7	189,665	34.1	39,897	7.2
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million			Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#
Low-income	1,518	2.3	1,271	2.2	198	3.4	49	2.0
Moderate-income	13,786	21.1	11,721	20.5	1,519	26.3	546	22.6
Middle-income	27,275	41.8	23,838	41.8	2,392	41.4	1,045	43.2
Upper-income	22,681	34.8	20,240	35.5	1,663	28.8	778	32.2
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	65,260	100.0	57,070	100.0	5,772	100.0	2,418	100.0
	Percentage of Total Businesses:			87.5		8.8		3.7

Based on 2000 Census Information.

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

LENDING TEST

BPNA's lending test performance in Florida is rated high satisfactory primarily based on good performance in PMSA 5960 (Orlando, FL). The data used to evaluate the bank's performance in the Florida assessment areas appears in the Florida sections of the Appendix D tables. Lending activity is depicted in Table 1, geographic distribution in Tables 2-5, and borrower characteristics in Tables 6-9.

Lending Activity:

BPNA's responsiveness to retail credit needs in PMSA 5960 was adequate. Lending increases were noted in some loans products during the review period. BPNA's overall lending activity comparing year 2001 and year 2003 increased 10% in number, while the aggregate's overall activity increased 83%. BPNA's lending volumes remained comparable in number between 2002 and 2003. However, the bank's overall volume of home improvement loans was low. BPNA's 2003 lending volumes were also somewhat consistent with similarly situated peer banks in the assessment area. In 2003, the bank's branches had a 1.03% deposit market share in MSA 5960, ranking 17th in the market, while the HMDA market share was 0.18%, and ranking 84th. Small business market share was 0.26%, ranking 25th in the market. See the table below for additional loan volume details.

Lending Activity Loan Volumes 2001-2003 Loans Originated Within MSA 5960 (Orlando FL)									
Loan Type	2001		2002		2003		% Change '01-'02	% Change '02-'03	% Change '01-'03
	#	%	#	%	#	%			
Home Purchase	130	39%	98	27%	103	28%	-25%	5%	-21%
Refinance	55	17%	80	22%	113	31%	45%	41%	105%
Home Improvement	8	2%	21	6%	33	9%	163%	57%	313%
Small Business	139	42%	167	46%	114	31%	20%	-32%	-18%
Multifamily	0	0%	0	0%	1	<1%	NA	NA	NA
TOTALS	332	100%	366	100%	364	100%	10%	-1%	10%

Geographic Distribution:

Overall, the geographic distribution of HMDA-related and small business loans reflected excellent loan penetration when compared with aggregate performance and the number of owner-occupied housing units and small business establishments in low- and moderate-income census

tracts. Performance with home improvement lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful geographic distribution analysis.

Opportunities for HMDA and small business lending in low-income census tracts are limited based on the relatively low levels of owner-occupied housing units and small businesses located within low-income census tracts. Therefore, the geographic distribution conclusions primarily reflect the performance of lending in moderate-income census tracts.

Home purchase and refinance lending reflected excellent distribution in moderate-income census tracts and was significantly above the aggregate performance. Small business lending also reflected excellent distribution in moderate-income census tracts and was above the aggregate performance.

Distribution by Borrower Income and Revenue Size of the Business:

The overall borrower distribution performance was excellent based on excellent levels of lending to low- and moderate- income borrowers and good lending levels to small businesses. Performance with home improvement lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful borrower distribution analysis.

Home purchase and refinance lending reflected excellent distribution to low-income borrowers and was significantly above the aggregate performance. Home purchase and refinance lending also reflected excellent distribution to moderate income borrowers. Home purchase lending to moderate-income borrowers was above the aggregate performance while refinance lending to moderate-income borrowers was significantly above the aggregate performance.

Overall distribution of small business loans was good in comparison to the percentage of business with gross revenues of \$1 million or less. BPNA's performance in lending to small businesses with gross annual revenues of \$1 million or less was significantly above the aggregate performance.

Community Development Lending:

The community development lending performance in the MSA 5960 (Orlando, FL) assessment area was excellent and totaled \$1.4 million. A breakdown of total community development loans by purpose is noted in the accompanying chart below.

Community development lending targeted loans to community development service organizations and affordable housing, which are important community credit needs as noted by community contacts in the assessment area.

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	4	469
Community Services	2	939
Totals	6	\$1,408

Examples of community development loans include:

- Participation loans financing a 79 and 33 unit residential apartment complexes providing affordable housing.
- A loan to a community development organization providing higher education courses, primarily targeting low- and moderate-income individuals.

INVESTMENT TEST

In the MSA 5960 (Orlando, FL) assessment area, BPNA had an excellent level of qualified investments that exhibited excellent responsiveness to credit and community development needs. Qualified investments totaled \$581 thousand. This amount includes \$555,000 in state-wide investments which may benefit this assessment area.

The majority of this total targeted homeownership and affordable housing for LMI individuals, a primary credit need in the bank's assessment area. For example, the bank invested in mortgage backed securities targeting low- and moderate-income borrowers and a HUD Participation Certificate which provides financing for economic development, housing rehabilitation, public facilities and large-scale physical development projects.

SERVICE TEST

Performance under the service test was outstanding based excellent branch distribution throughout the assessment area and an adequate level of community development services in the assessment area.

Retail Services:

The bank's delivery systems were readily accessible to all portions of the bank's assessment area, including LMI areas. The bank has 8 branches in MSA 5960 (Orlando, FL), of which 4 are located in LMI areas. This compares very favorably with the MSA population residing in LMI areas. According to the 2000 U.S. Census data, a total of 25% of the assessment area population resides in LMI areas.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. There were no branches opened or closed in the assessment area during the evaluation period. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All 8 branches in the MSA have either early morning or late evening hours, and 5 have Saturday hours.

Community Development Services:

BPNA provided an adequate level of community development services in the MSA through its participation in 22 seminars and workshops focused on first time home buyers and small business financing options. In addition, 4 bank employees provided financial expertise by serving as a board or committee member for community development organizations.

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: High Satisfactory.

The major factors supporting the rating include:

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

SCOPE OF EXAMINATION

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

- CMSA 3362 (Houston-Galveston-Brazoria, TX), consisting of:
 - PMSA 3360 (Houston, TX), including Chambers, Fort Bend, Harris, Liberty, Montgomery and Waller Counties.
- CMSA 1922 (Dallas-Fort Worth-Arlington, TX), consisting of:
 - PMSA 1920 (Dallas, TX), including Dallas County.
 - PMSA 2800 (Fort Worth-Arlington, TX) including Tarrant County.

Limited reviews were conducted of the remaining assessment areas:

- CMSA 3362 (Houston-Galveston-Brazoria, TX), consisting of:
 - PMSA 1145 (Brazoria, TX), including Brazoria County
 - PMSA 2920 (Galveston-Texas City, TX), including Galveston County.

- MSA 0840 (Beaumont-Port Arthur, TX), including Jefferson, Orange and Hardin Counties.

As shown in Exhibit 10 on page BB46, PMSA 3360 (Houston, TX) and CMSA 1922 (Dallas-Fort Worth-Arlington, TX), contain 95% of the bank's loans, all of the bank's branches and deposits in Texas. Accordingly, performance in PMSA 3360 and CMSA 1922 received significant weight in the Texas state rating, with PMSA 3360 receiving the greater weight due to its branch and branch deposit levels. See exhibit 10 on following page for additional assessment area data.

EXHIBIT 10 : Banco Popular North America Summary of Key Assessment Area Data for The State of Texas						
	FULL MSA 3360	FULL CMSA 1922	Limited MSA 0840	Limited MSA 2920	Limited MSA 1145	TOTALS
Total Population	4,177,646	3,665,118	385,090	250,158	241,767	8,719,779
Population % of AA population	48%	42%	4%	3%	3%	100%
Families	1,048,156	909,674	102,041	66,494	63,513	2,189,878
Families % of AA families	48%	42%	5%	3%	3%	100%
Total Census Tracts	780	797	101	61	45	1,784
Tracts % AA tracts	44%	45%	6%	3%	3%	100%
LMI tracts	306	341	30	31	12	720
LMI tracts % all AA LMI tracts	43%	47%	4%	4%	2%	100%
Total Owner-Occupied Units	871,155	749,542	100,383	62,790	60,682	1,844,552
Units % of AA units	47%	41%	5%	3%	3%	100%
Business Establishments****	114,655	105,091	9,323	6,501	5,578	241,148
Bus. est. % AA bus. est.	48%	44%	4%	3%	2%	100%
Number of Branches ***	6	1	0	0	0	7
Branches % all branches	86%	14%	0%	0%	0%	100%
Branches in LMI tracts	5	0	0	0	0	5
LMI branches % AA LMI branches	100%	0%	0%	0%	0%	100%
Branch Deposits (\$'000s)**	141,880	0	0	0	0	141,880
Deposits % AA deposits	100%	0%	0%	0%	0%	100%
Deposit Market Share (%)/ Rank	.56%/20	.76%/16	.14%/57	.34%/32	.09/83	31.56%/1
Home Purchase Originations*	1,430	1,119	58	43	41	2,691
HP originations % AA orig.	53%	42%	2%	2%	2%	100%
Refinance Originations*	78	24	2	3	1	108
Refi orig. % AA orig.	72%	22%	2%	3%	1%	100%
Home Improvement Originations*	58	0	0	0	0	58
HI orig. % AA orig.	100%	0%	0%	0%	0%	100%
Small Business Originations*	110	83	0	1	3	197
SB orig. % AA orig.	56%	42%	0%	1%	2%	100%
Combined Loan Totals	1,676	1,226	60	47	45	3,054
% of AA Orig.	55%	40%	2%	2%	1%	100%
* Includes originations and loans purchased between January 1, 2002 and December 31, 2003						
** Source: Federal Deposit Insurance Corporation ("FDIC") Summary of deposit data as of 6/30/2003						
***Number of branches as of 12/31/03.						
****Source: 2003 Dun & Bradstreet						

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TEXAS

LENDING TEST

BPNA's lending test performance in Texas is rated low satisfactory primarily based on adequate performance in PMSA 3360 (Houston, TX) and CMSA 1922 (Dallas-Fort Worth-Arlington, TX). The data used to evaluate the bank's performance in the Texas assessment areas appears in the Texas section of the Appendix D tables. Lending activity is depicted in Table 1, geographic distribution in Tables 2-5, and borrower characteristics are in Tables 6-9.

Lending Activity: Lending activity showed good responsiveness to retail credit needs in the bank's assessment areas when measured in terms of the number and dollar amount of HMDA-related and small business loans originated and purchased in each assessment area. This conclusion is based on good lending activity in PMSA 3360 (Houston, TX) and CMSA 1922 (Dallas-Fort Worth-Arlington, TX).

Geographic Distribution: The geographic distribution of HMDA-related and small business loans reflected excellent penetration in LMI geographies. This conclusion is based on excellent performance in PMSA 3360 (Houston, TX) and CMSA 1922 (Dallas-Fort Worth-Arlington, TX).

Borrower Distribution: Borrower distribution to low- and moderate-income borrowers in Texas was excellent based on excellent performance in PMSA 3360 (Houston, TX) and CMSA 1922 (Dallas-Fort Worth-Arlington, TX).

Community Development Lending: Community development lending was very poor and needs to improve. There were no community development loans originated in the State of Texas.

INVESTMENT TEST: Performance in Texas was outstanding based on excellent performance in PMSA 3360 (Houston, TX), and adequate performance in CMSA 1922 (Dallas-Fort Worth-Arlington, TX). The bank had a large amount of statewide investments.

SERVICE TEST: Performance under the service test reflected delivery systems that were accessible to essentially all portions of the bank's assessment area based upon excellent performance in PMSA 3360 (Houston, TX), and adequate performance in CMSA 1922 (Dallas-Fort Worth-Arlington, TX).

METROPOLITAN AREA

(FULL REVIEW)

PMSA 3360 (HOUSTON, TX)

DESCRIPTION OF INSTITUTION'S OPERATIONS

PMSA 3360 consists of Chambers, Fort Bend, Harris, Liberty, Montgomery, and Waller Counties as of 2003. BPNA delineated the entire PMSA as its assessment area. As of December 31, 2003, BPNA operated 6 branches, representing 86% of its total number of branches, in the state of Texas. These branches held \$142 million in deposits, or 100% of the bank's deposits in the state of Texas as of June 30, 2003. As of June 30, 2004, BPNA had only a 0.18% deposit market share in PMSA 3360. See page Exhibit 10 on page BB46 for additional assessment area data.

PERFORMANCE CONTEXT

Demographic Characteristics

As of the 2000 census, the population increased almost 26 percent in this assessment area. A primary 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, located in Harris County where 26 percent of the population is foreign-born and 52 percent arrived in the U.S. between 1990 and 2000. Houston is the largest city in Texas and the fourth largest city in the United States. Houston was the fastest growing city in the United States in the 20th century, according to American City Business Journals.

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

Income Characteristics

According to HUD, the estimated median family income for Houston PMSA in 2003 was \$59,100. Of the 1,048,156 families in the assessment area, 11.1 percent have income below the poverty level. A high level of poverty is noted in low-income tracts, where 34 percent of the families have incomes below the poverty level. Also, 19 percent of the families in the moderate-income tracts have incomes below the poverty level. The high poverty rates limit the HMDA-related lending opportunities in the assessment area.

Housing Characteristics

According to the 2000 Census, there are 1,575,541 housing units in the assessment area, of which 55 percent are owner occupied units. Only 3 percent of owner-occupied units are located in low-income tracts and 23 percent of owner-occupied housing units are located in moderate-income tracts. According to the 2000 census data, the median housing value for the assessment area was \$86,222, whereas the median age of housing stock was 24 years.

Labor, Employment and Economic Characteristics

While still a major refinery center, Houston has managed to diversify its business base so the local economy does not follow the drastic rise and fall of oil prices. The Port of Houston, one of the largest in the world, is the second busiest port in the United States in terms of annual tonnage.

The 2003 annual average unemployment rate at 6.9 percent for Houston PMSA is comparable to the Texas annual average unemployment rate of 6.8 percent. According to Dun & Bradstreet's 2003 data, there were 114,655 businesses in the assessment area. Approximately 84 percent of the businesses in the assessment area had total annual revenues less than \$1 million.

Exhibit 11 - Assessment Area Demographics

Assessment Area: TX – PMSA 3360 2003

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	65	8.3	64,464	6.2	22,037	34.2	235,865	22.5
Moderate-income	241	30.9	299,667	28.6	56,267	18.8	180,614	17.2
Middle-income	230	29.5	318,448	30.4	26,731	8.4	196,820	18.8
Upper-income	234	30.0	365,577	34.9	11,063	3.0	434,857	41.5
Unknown-income	10	1.3	0	0.0	0	0.0	0	0.0
Total Assessment Area	780	100.0	1,048,156	100.0	116,098	11.1	1,048,156	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	102,601	26,974	3.1	26.3	65,417	63.8	10,210	10.0
Moderate-income	455,498	199,154	22.9	43.7	218,904	48.1	37,440	8.2
Middle-income	493,164	274,351	31.5	55.6	185,144	37.5	33,669	6.8
Upper-income	524,239	370,666	42.5	70.7	122,017	23.3	31,556	6.0
Unknown-income	39	10	0.0	25.6	28	71.8	1	2.6
Total Assessment Area	1,575,541	871,155	100.0	55.3	591,510	37.5	112,876	7.2
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	9,506	5.3	8,148	5.2	939	5.5	419	6.0
Moderate-income	46,231	25.6	39,046	25.0	5,321	31.0	1,864	26.7
Middle-income	48,931	27.1	42,830	27.4	4,236	24.6	1,865	26.7
Upper-income	74,810	41.5	65,542	42.0	6,475	37.7	2,793	40.0
Unknown-income	879	0.5	617	0.4	218	1.3	44	0.6
Total Assessment Area	180,357	100.0	156,183	100.0	17,189	100.0	6,985	100.0
	Percentage of Total Businesses:			86.6		9.5		3.9

Based on 2000 Census Information.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN PMSA 3360 (HOUSTON, TX)

LENDING TEST

Lending Activity:

BPNA's responsiveness to retail credit needs in PMSA 3360 was good. Lending increases were noted in some loans products during the review period. BPNA's overall lending activity comparing year 2001 and year 2003 increased 50% in number, while the aggregate's overall activity increased 82%. BPNA's lending volumes increased in number between 2002 and 2003. BPNA's 2003 lending volumes were also generally consistent with similarly situated peer banks in the assessment area. While the numbers of home purchase loan originations were strong, the numbers of refinance, home improvement and small business lending were weak in this assessment area. In 2003, the bank's branches had a 0.19% deposit market share in PMSA 3360, ranking 42nd in the market, while the HMDA market share was 0.25%, and ranking 79th. Small business market share was 0.04%, ranking 55th in the market. See the table below for additional loan volume details.

Lending Activity Loan Volumes 2001-2003 Loans Originated Within PMSA 3360 (Houston TX)									
Loan Type	2001		2002		2003		% Change '01-'02	% Change '02-'03	% Change '01-'03
	#	%	#	%	#	%			
Home Purchase	474	78%	635	84%	795	87%	34%	25%	68%
Refinance	36	6%	39	5%	39	4%	8%	0%	8%
Home Improvement	35	6%	26	3%	32	3%	-26%	23%	-9%
Small Business	66	11%	59	8%	51	6%	-11%	-14%	-23%
Multifamily	0	NA	0	NA	0	NA	NA	NA	NA
TOTALS	611	100%	759	100%	917	100%	24%	21%	50%

Geographic Distribution:

Overall, the geographic distribution of HMDA-related and small business loans reflected excellent loan penetration when compared with the aggregate performance and the number of owner-occupied housing units and small business establishments in low- and moderate-income census tracts. Performance with home improvement and refinance lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful geographic distribution analysis. The table on the next page summarizes the bank's performance with respect to each loan product analyzed.

Lending in Low- and Moderate-Income Census Tracts PMSA 3360 (Houston, TX)				
Product	Low-Income Census Tracts	Aggregate Comparison	Moderate -Income Census Tracts	Aggregate Comparison
Home Purchase	Adequate	Above	Excellent	Significantly Above
Small Business	Excellent	Significantly Above	Excellent	Above

Distribution by Borrower Income and Revenue Size of the Business:

The overall borrower distribution performance in the PMSA 3360 was excellent based on excellent home purchase lending to low- and moderate-income borrowers and a good level of lending to small businesses. Performance with home improvement and refinance lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful borrower distribution analysis.

The home purchase lending distribution conclusions consider the bank’s strong performance in comparison to the aggregate. BPNA’s lending to low- and moderate-income borrowers was significantly above the performance of the aggregate.

Overall distribution of small business loans was good in comparison to the percentage of business with gross revenues of \$1 million or less. BPNA’s performance in lending to small businesses with gross annual revenues of \$1 million or less was significantly above the aggregate performance.

Community Development Lending:

Community development lending in PMSA 3360 was very poor. There were no community development loans originated or purchased in this assessment area.

INVESTMENT TEST

In the PMSA 3360 assessment area, BPNA had an excellent level of qualified community development investments that exhibited excellent responsiveness to credit and community development needs. Qualified investments totaled \$2.9 million. This amount includes \$2.6 million in state-wide investments which may benefit this assessment area.

The majority of this total targeted homeownership and affordable housing for LMI individuals, an important credit need in the assessment area. For example, the bank invested in low-income housing tax credits and a HUD Participation Certificate which provides financing for economic development, housing rehabilitation, public facilities and large-scale physical development projects.

SERVICE TEST

Performance under the service test in PMSA 3360 was excellent based on the bank's excellent branch distribution in the assessment area and an adequate level of community development service activities.

Retail Services:

The bank's delivery systems were readily available to all portions of the bank's assessment area, including LMI areas. The bank has 6 branches in PMSA 3360, of which 5 or 83% are located in moderate-income areas. This compares very favorably with the MSA population residing in LMI areas. According to the 2000 U.S. Census data, a total of 37% of the assessment area population resides in LMI areas.

The bank's record of opening and closing branches did not adversely affect the accessibility of its delivery systems. There were no branches opened or closed in the assessment area during the evaluation period. The bank's hours and services were tailored to the needs and convenience of the assessment area, including LMI areas. All 6 branches in the MSA have either early morning or late evening hours, and 5 have Saturday hours.

Community Development Services:

BPNA provided an adequate level of community development services in the PMSA through participation in 4 seminars and workshops focused on first time home buyers and financing options. In 2003, 2 officers and/or employees served on boards and/or committees of community development organizations.

METROPOLITAN AREA

(FULL REVIEW)

CMSA 1922 (DALLAS-FORT WORTH-ARLINGTON, TX)

DESCRIPTION OF INSTITUTION'S OPERATIONS

As of December 31, 2003, BPNA operated 1 branch, representing 14% of its total number of branches, in the state of Texas. This branch held no deposits since it was only opened at the end December 2003. BPNA also operates a loan production office in CMSA 1922.

BPNA's assessment area in CMSA 1922 consists of Dallas and Tarrant Counties. The branch is located in Arlington, Tarrant County, Texas and the loan production office is located in Dallas County.

PERFORMANCE CONTEXT

Demographic Characteristics

According to the 2000 Census, the population of this assessment area was 3,665,118. Tarrant County's total population was 1,446,219 and Dallas County's population was 2,218,899. As of 2000, the population increased 20 percent in Dallas and 24 percent in Tarrant County from the 1990 Census. The CMSA attracts people of all nationalities and cultures. Hispanics, African-Americans, Asians, and Native Americans make up about 40 percent of the region's population. More than 50 different languages are spoken in area households.

Income Characteristics

As of the 2000 Census, there were 909,674 families in the assessment area. Of the families in the assessment area, 10 percent have income below the poverty level. A high level of poverty is noted in low-income tracts, where 30 percent of the families have incomes below the poverty level. Also, 15 percent of the families in the moderate-income tracts have incomes below the poverty level.

According to HUD, the estimated median family income for the Dallas PMSA and the Fort Worth-Arlington PMSA in 2003 was \$65,000 and \$60,300, respectively. The Dallas-Fort Worth CMSA cost of living ranks as the sixth lowest among the nation's major Metropolitan Statistical Areas.

Housing Characteristics

According to the 2000 Census, there are 1,419,949 housing units in the assessment area, of which 53 percent are owner-occupied units. Approximately 4 percent of owner-occupied units are located in low-income tracts and 25 percent of owner-occupied housing units are located in moderate-income tracts. According to the 2000 census data, Dallas County's median housing

value was \$90,787, whereas the median age of housing stock was 27 years. Additionally, for Tarrant County the median housing value was \$88,612, whereas the median age of housing stock was 23 years. Housing costs are 11 percent below the national average.

Labor, Employment and Economic Characteristics

The Dallas-Fort Worth, Texas CMSA economy includes a diversification of high-tech companies, manufacturing, and service industries. The 2003 annual average unemployment rate at 7.9 percent for Dallas County is above the Texas annual average unemployment rate of 6.8 percent, while Tarrant County was slightly below at 6.5 percent. According to Dun & Bradstreet's 2003 data, there were 105,091 businesses in the assessment area. Approximately 83 percent of the businesses in the assessment area had total annual revenues less than \$1 million.

Exhibit 12 -Assessment Area Demographics

Assessment Area : CMSA 1922 2003

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	84	10.5	73,632	8.1	22,284	30.3	208,896	23.0
Moderate-income	257	32.2	271,869	29.9	41,217	15.2	174,804	19.2
Middle-income	248	31.1	307,301	33.8	17,319	5.6	187,546	20.6
Upper-income	204	25.6	256,872	28.2	5,663	2.2	338,428	37.2
Unknown-income	4	0.5	0	0.0	0	0.0	0	0.0
Total Assessment Area	797	100.0	909,674	100.0	86,483	9.5	909,674	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	122,826	30,510	4.1	24.8	80,532	65.6	11,784	9.6
Moderate-income	428,718	186,943	24.9	43.6	215,777	50.3	25,998	6.1
Middle-income	495,965	267,181	35.6	53.9	205,268	41.4	23,516	4.7
Upper-income	372,424	264,908	35.3	71.1	90,356	24.3	17,160	4.6
Unknown-income	16	0	0.0	0.0	10	62.5	6	37.5
Total Assessment Area	1,419,949	749,542	100.0	52.8	591,943	41.7	78,464	5.5
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	8,863	5.6	7,593	5.5	904	5.6	366	6.3
Moderate-income	46,843	29.5	39,031	28.5	6,082	37.7	1,730	29.9
Middle-income	52,963	33.3	46,068	33.6	4,991	30.9	1,904	33.0
Upper-income	49,020	30.8	43,479	31.7	3,839	23.8	1,702	29.5
Unknown-income	1,252	0.8	863	0.6	313	1.9	76	1.3
Total Assessment Area	158,941	100.0	137,034	100.0	16,129	100.0	5,778	100.0
	Percentage of Total Businesses:			86.2		10.1		3.6

Based on 2000 Census Information.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CMSA 1922
(DALLAS-FORT-WORTH-ARLINGTON, TX)**

LENDING TEST

Lending Activity:

BPNA’s responsiveness to retail credit needs in CMSA 1922 was good. From 2002 to 2003, overall lending activity increased 84% in both number and dollars, while the aggregate’s overall activity increased 33% in number and 41% in dollars. While the numbers of home purchase loan originations were strong, the numbers of refinance, home improvement and small business lending were weak in this assessment area. The opening of a new branch in the assessment area should allow for increased lending opportunities in other retail loan categories.

BPNA’s HMDA-related loan market share was 0.23%, ranking 81st in the market, and its small business loan market share was 0.04%, ranking 52nd. BPNA was generally competitive compared with similarly situated banks in home purchase lending.

Geographic Distribution:

Overall, the geographic distribution of home purchase loans reflected excellent loan penetration when compared with the aggregate performance and the number of owner-occupied housing units in low- and moderate-income census tracts. Performance with home improvement, refinance and small business lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful geographic distribution analysis. The table below summarizes the bank’s performance with respect to home purchase lending in each PMSA.

Lending in Low- and Moderate-Income Census Tracts CMSA 1922 (Dallas-Fort-Worth-Arlington, TX) Home Purchase Lending				
Assessment Area	Low-Income Census Tracts	Aggregate Comparison	Moderate -Income Census Tracts	Aggregate Comparison
PMSA 1920	Adequate	Slightly Below	Excellent	Significantly Above
PMSA 2800	Excellent	Significantly Above	Excellent	Significantly Above

Distribution by Borrower Income and Revenue Size of the Business:

The overall borrower distribution performance was excellent based on excellent home purchase lending to low- and moderate-income borrowers. Performance with refinance, home improvement and small business lending was not analyzed because the low volume of loans originated or purchased in 2003 would not provide a meaningful borrower distribution analysis. The table below summarizes the bank’s performance with respect to home purchase lending in each PMSA.

Lending to Low- and Moderate-Income Borrowers CMSA 1922 (Dallas-Fort-Worth-Arlington, TX) Home Purchase Lending				
Assessment Area	Low-Income Borrowers	Aggregate Comparison	Moderate -Income Borrowers	Aggregate Comparison
PMSA 1920	Excellent	Significantly Above	Excellent	Significantly Above
PMSA 2800	Excellent	Significantly Above	Excellent	Significantly Above

Community Development Lending:

Community development lending in CMSA 1922 was very poor. There were no community development loans originated or purchased in this assessment area.

INVESTMENT TEST

In the CMSA 1922 assessment area, BPNA had an adequate level of qualified community development investments that exhibited adequate responsiveness to credit and community development needs. Qualified investments totaled \$2.6 million. This amount includes \$2.6 million in state-wide investments which may benefit this assessment area. Qualified investments directly targeting this assessment area totaled only \$12 thousand, representing grants to community development organizations.

The majority of the State-wide investment total targeted homeownership and affordable housing for LMI individuals, an important credit need in the assessment area. For example, the bank invested in a HUD Participation Certificate which provides financing for economic development, housing rehabilitation, public facilities and large-scale physical development projects.

SERVICE TEST

Performance under the service test in CMSA 1922 was adequate based on the bank's adequate branch distribution in the assessment area and an adequate level of community development service activities.

Retail Services:

The bank's delivery systems were reasonably accessible to all portions of the bank's assessment area, including LMI areas. There are no branches in PMSA 1920 and the bank has only one branch in PMSA 2800, which is not located in a LMI area. According to the 2000 U.S. Census data, a total of 42% of the CMSA assessment area population resides in LMI areas.

The bank opened the branch in the assessment area on December 29, 2003, which was at the end of this CRA evaluation period. The branch has both early morning and late evening hours, but no Saturday or Sunday hours.

Community Development Services:

BPNA provided an adequate level of community development services in the CMSA through participation in 1 workshop in PMSA 1920 focused on first time home buyers and financing options. Two officers and/or employees served on boards and/or committees of community development organizations located in PMSA 1920 and PMSA 2800. Community development service activity is low in the CMSA assessment area primarily due to the fact that the only branch in the assessment area was opened at the end of the CRA evaluation period. Community development service activity should increase in the future as a result of the new branch opened in the CMSA assessment area.

CRA APPENDIX AA

LIMITED REVIEW METROPOLITAN AREAS

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

Assessment Area	Lending Test	Investment Test	Service Test
CMSA 5602			
PMSA 5640	Above	Below	Consistent
PMSA 3640	Above	Consistent	Consistent
PMSA 0875	Consistent	Consistent	Consistent
PMSA 5015	Below	Consistent	Consistent
California			
PMSA 5945	Below	Below	Consistent
PMSA 6780	Consistent	Consistent	Consistent
MSA 7320	Consistent	Consistent	Consistent
Florida			
PMSA 5000	Consistent	Below	Consistent
MSA 2020	Below	Below	Below
Texas			
MSA 0840	Above	Consistent	Below
PMSA 1145	Consistent	Consistent	Below
PMSA 2920	Consistent	Consistent	Below

CRA APPENDIX A

SCOPE OF EXAMINATION

SCOPE OF EXAMINATION			
BANCO POPULAR NORTH AMERICA			
TIME PERIOD REVIEWED	1/1/2002 – 12/31/2003		
FINANCIAL INSTITUTION Banco Popular North America, Rosemont, NY			PRODUCTS REVIEWED: Home Purchase Refinancings Home Improvement Small Business Community Development
AFFILIATE(S) Banco Popular N. A. , Florida	AFFILIATE RELATIONSHIP Holding Company Subsidiary		PRODUCTS REVIEWED Home Purchase Refinancings Home Improvement

CRA APPENDIX B

SUMMARY OF RATINGS

BANCO POPULAR NORTH AMERICA				
	Lending Test	Investment Test	Service Test	Overall Rating
CMSA 5602	High Satisfactory	Outstanding	Outstanding	Outstanding
Illinois	High Satisfactory	Outstanding	Outstanding	Outstanding
California	Low Satisfactory	Outstanding	Outstanding	Satisfactory
Florida	High Satisfactory	Outstanding	Outstanding	Outstanding
Texas	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory

CRA APPENDIX C

GLOSSARY

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

Census tract: A small 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. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon 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 data such as race, gender and income of applications, amount of loan requested, and disposition of the application (for example, approved, denied, and withdrawn).

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

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

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

Small loan(s) to business(es): A loan included in "loans to small businesses" as defined in the Consolidated Report of Condition and Income ("Call Report") and the Thrift Financial Reporting ("TFR") instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as 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 are 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 State: CMSA 5602 Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003											
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA***	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans*		Total Reported Loans	
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)
Full-Review:											
NY -P MSA 5600 2003	70.19	627	125,497	399	89,422	0	0	64	65,427	1,090	280,346
Limited-Review:											
NJ -PMSA 0875 2003	8.24	88	15,742	40	6,506	0	0	0	0	128	22,248
NJ - PMSA 3640 2003	8.31	98	14,952	29	5,477	0	0	2	710	129	21,139
NJ -PMSA 5015 2003	2.25	32	3,359	3	840	0	0	0	0	35	4,199
NJ - PMSA 5640 2003	11.01	90	12,460	74	15,671	0	0	5	1,765	171	30,606

(*) The evaluation period for Community Development Loans is JANUARY 01, 2002 TO DECEMBER 31, 2003.

(**) Deposit data as of 2003. Rated area refers to either the state or multi-state MSA rating area.

(***) Loan data as of 2003. Rated area refers to either the state or multi-state MSA ratings area.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE State: CMSA 5602 Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
NY - PMSA 5600 2003	128	60.38	2.72	3.91	15.47	28.13	34.33	42.97	47.48	25.00	4.53	17.01	30.88	47.18
Limited-Review:														
NJ - PMSA 0875 2003	24	11.32	1.75	12.50	11.59	33.33	49.06	45.83	37.60	8.33	4.45	16.04	47.33	32.18
NJ - PMSA 3640 2003	28	13.21	0.14	0.00	13.01	10.71	47.61	67.86	39.21	21.43	0.03	14.09	45.98	39.75
NJ - PMSA 5015 2003	7	3.30	35.08	71.43	64.92	28.57	0.00	0.00	0.00	0.00	46.76	53.24	0.00	0.00
NJ - PMSA 5640 2003	25	11.79	5.83	28.00	19.95	28.00	30.74	36.00	43.47	8.00	12.86	26.11	28.03	33.00

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT State: CMSA 5602														Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*						
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp			
Full-Review:																	
NY - PMSA 5600 2003	50	48.54	2.72	8.00	15.47	28.00	34.33	42.00	47.48	22.00	4.62	18.36	40.83	35.82			
Limited-Review:																	
NJ -PMSA 0875 2003	9	8.74	1.75	11.11	11.59	11.11	49.06	44.44	37.60	33.33	2.82	12.54	50.87	33.77			
NJ -PMSA 3640 2003	13	12.62	0.14	0.00	13.01	7.69	47.61	69.23	39.21	23.08	0.00	15.03	45.58	39.39			
NJ - PMSA 5015 2003	8	7.77	35.08	50.00	64.92	50.00	0.00	0.00	0.00	0.00	37.08	62.92	0.00	0.00			
NJ - PMSA 5640 2003	23	22.33	5.83	17.39	19.95	60.87	30.74	13.04	43.47	8.70	7.95	22.96	34.81	34.28			

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE State: CMSA 5602														Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*						
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp			
Full-Review:																	
NY - PMSA 5600 2003	441	72.65	2.72	2.49	15.47	20.63	34.33	34.24	47.48	42.40	2.81	14.89	30.34	51.45			
Limited-Review:																	
NJ -P MSA 0875 2003	55	9.06	1.75	1.82	11.59	25.45	49.06	47.27	37.60	25.45	1.96	11.28	46.04	40.72			
NJ - PMSA 3640 2003	55	9.06	0.14	0.00	13.01	20.00	47.61	67.27	39.21	12.73	0.06	13.58	46.68	39.55			
NJ - PMSA 5015 2003	17	2.80	35.08	35.29	64.92	64.71	0.00	0.00	0.00	0.00	37.41	62.59	0.00	0.00			
NJ - PMSA 5640 2003	39	6.43	5.83	17.95	19.95	30.77	30.74	23.08	43.47	28.21	4.96	17.24	29.14	48.66			

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES State: CMSA 5602 Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total **	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
NY - PMSA 5600 2003	399	73.21	6.11	7.02	17.43	26.07	20.73	38.85	53.38	27.07	5.62	17.79	23.62	50.27
Limited-Review:														
NJ - PMSA 0875 2003	40	7.34	4.91	12.50	17.29	12.50	46.35	52.50	31.37	22.50	3.94	16.44	45.75	31.38
NJ - PMSA 3640 2003	29	5.32	0.34	0.00	19.09	27.59	41.40	44.83	38.64	27.59	0.23	17.71	43.19	35.97
NJ - PMSA 5015 2003	3	0.55	69.64	100.00	30.36	0.00	0.00	0.00	0.00	0.00	70.21	29.79	0.00	0.00
NJ - PMSA 5640 2003	74	13.58	13.34	20.27	21.98	37.84	27.00	31.08	37.68	10.81	10.41	20.67	26.71	40.08

(*) Based on 2003 Aggregate Small Business Data only.

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

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

Table 6. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE State: CMSA 5602 Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
NY - PMSA 5600 2003	128	60.38	29.74	5.47	16.23	18.75	16.67	30.47	37.36	44.53	0.53	4.40	13.51	55.73
Limited-Review:														
NJ - PMSA 0875 2003	24	11.32	20.85	8.33	17.84	25.00	20.88	37.50	40.43	25.00	2.54	13.13	24.65	38.89
NJ - PMSA 3640 2003	28	13.21	23.04	0.00	16.65	10.71	18.82	28.57	41.49	60.71	0.48	4.60	13.38	58.74
NJ - PMSA 5015 2003	7	3.30	47.39	28.57	24.04	71.43	16.04	0.00	12.53	0.00	13.08	36.66	21.89	5.44
NJ - PMSA 5640 2003	25	11.79	27.94	8.00	17.78	36.00	19.32	28.00	34.96	28.00	3.25	16.59	24.74	31.80

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 7. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT State: CMSA 5602 Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
NY - PMSA 5600 2003	50	48.54	29.74	16.00	16.23	28.00	16.67	34.00	37.36	22.00	3.61	9.56	21.17	51.87
Limited-Review:														
NJ - PMSA 0875 2003	9	8.74	20.85	33.33	17.84	11.11	20.88	22.22	40.43	33.33	6.61	17.78	29.23	41.03
NJ - PMSA 3640 2003	13	12.62	23.04	7.69	16.65	15.38	18.82	46.15	41.49	30.77	3.96	10.86	20.91	58.68
NJ - PMSA 5015 2003	8	7.77	47.39	25.00	24.04	37.50	16.04	37.50	12.53	0.00	24.72	37.08	20.22	11.24
NJ - PMSA 5640 2003	23	22.33	27.94	26.09	17.78	26.09	19.32	26.09	34.96	21.74	8.63	22.39	26.47	35.74

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 8. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE State: CMSA 5602 Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
NY - PMSA 5600 2003	441	72.65	29.74	1.59	16.23	10.20	16.67	26.76	37.36	61.45	1.10	5.57	16.09	55.84
Limited-Review:														
NJ - PMSA 0875 2003	55	9.06	20.85	9.09	17.84	20.00	20.88	32.73	40.43	38.18	3.23	13.81	23.04	40.28
NJ - PMSA 3640 2003	55	9.06	23.04	7.27	16.65	7.27	18.82	23.64	41.49	61.82	1.04	5.58	15.75	56.51
NJ - PMSA 5015 2003	17	2.80	47.39	23.53	24.04	52.94	16.04	17.65	12.53	5.88	18.43	33.40	19.60	9.28
NJ - PMSA 5640 2003	39	6.43	27.94	17.95	17.78	33.33	19.32	25.64	34.96	23.08	3.98	15.36	21.50	37.08

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 9. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES State: CMSA 5602 Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area	Total Small Loans to Businesses		Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Data ***	
	#	% of Total ****	% of Businesses *	% BANK Loans **	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 million or less
Full-Review:									
NY - PMSA 5600 2003	399	73.21	78.70	75.44	133	146	120	179,835	71,328
Limited-Review:									
NJ - PMSA 0875 2003	40	7.34	81.19	80.00	27	5	8	49,420	16,392
NJ - PMSA 3640 2003	29	5.32	81.19	68.97	15	8	6	11,984	3,942
NJ - PMSA 5015 2003	3	0.55	83.40	66.67	0	2	1	762	245
NJ - PMSA 5640 2003	74	13.58	81.59	89.19	13	49	12	36,064	11,770

(*) Businesses with revenue of \$1 million or less as a percentage of all businesses. Data - DUN & BRADSTREET 2003.

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

(***) Based on 2003 Aggregate Small Business data only.

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

Table 10. Qualified Investments

QUALIFIED INVESTMENTS State: CMSA 5602 Evaluation Period: JANUARY 01, 2002 TO DECEMBER 31, 2003									
MA/Assessment Area	Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Investments **	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total \$'s	#	\$(000's)
Full-Review:									
NY - PMSA 5600 2003	0	0	71	2,797	71	2,797	18.81	0	0
NY - Statewide	3	10,126	1	301	4	10,427	70.11	0	0
Limited-Review:									
NJ - PMSA 0875 2003	0	0	2	439	2	439	2.95	0	0
NJ - PMSA 3640 2003	0	0	2	7	2	7	0.05	0	0
NJ - PMSA 5015 2003	0	0	4	6	4	6	0.04	0	0
NJ - PMSA 5640 2003	0	0	1	2	1	2	0.01	0	0
NJ - Statewide	1	117	2	1077	3	1,194	8.03	0	0

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

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

Table 11. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS														State: CMSA 5602		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Branches						Branch Opening / Closings						Population						
	# of Bank Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies				# of Branch Closings	# of Branch Openings	Net Change in Location of Branches (+ or -)				% of the Population within Each Geography						
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp			
Full-Review:																			
NY -PMSA 5600 2003	32	72.73	8	14	5	5	1	1	0	0	0	0	14.44	30.73	28.76	26.08			
Limited-Review:																			
NJ - PMSA 0875 2003	2	4.55	1	0	1	0	0	0	0	0	0	0	8.12	19.64	44.05	28.20			
NJ - PMSA 3640 2003	3	6.82	0	1	2	0	0	0	0	0	0	0	0.70	23.02	48.72	27.56			
NJ - PMSA 5015 2003	1	2.27	1	0	0	0	0	0	0	0	0	0	51.58	48.42	0.00	0.00			
NJ - PMSA 5640 2003	6	13.64	1	5	0	0	0	0	0	0	0	0	17.44	31.67	23.69	27.20			

Table 1. Lending Volume

LENDING VOLUME												State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA***	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans*		Total Reported Loans							
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)						
Full-Review:																	
IL - PMSA 1600 2003	100.00	557	84,353	441	89,670	0	0	77	48,066	1,075	222,089						
Limited-Review:																	

(*) The evaluation period for Community Development Loans is JANUARY 01, 2002 TO DECEMBER 31, 2003.

(**) Deposit data as of 2003. Rated area refers to either the state or multi-state MSA rating area.

(***) Loan data as of 2003. Rated area refers to either the state or multi-state MSA ratings area.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE														State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*								
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp					
Full-Review:																			
IL – PMSA 1600 2003	117	100.00	3.25	4.27	18.71	38.46	44.41	35.04	33.64	22.22	4.68	19.72	41.92	33.55					
Limited-Review:																			

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT														State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*								
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp					
Full-Review:																			
IL -PMSA 1600 2003	191	100.00	3.25	9.42	18.71	37.17	44.41	40.84	33.64	12.57	5.21	22.59	45.83	26.34					
Limited-Review:																			

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
IL – PMSA 1600 2003	195	100.00	3.25	5.64	18.71	37.95	44.41	36.41	33.64	20.00	2.47	14.97	40.19	42.36
Limited-Review:														

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total **	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
IL – PMSA 1600 2003	441	100.00	3.98	8.39	16.26	40.59	37.74	31.52	41.75	19.27	2.93	14.63	38.90	41.39
Limited-Review:														

(*) Based on 2003 Aggregate Small Business Data only.

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

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

Table 6. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
IL – PMSA 1600 2003	117	100.00	23.23	16.24	18.35	34.19	21.63	20.51	36.80	29.06	6.08	21.11	24.76	29.57
Limited-Review:														

(*) Home purchase loans originated and purchased in the MSA/AA as a percentage of all home purchase loans originated and purchased in the rated area.
 (**) Based on 2003 Aggregate HMDA DATA only.
 (***) Percentage of Families is based on the 2000 Census information.

Table 7. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
IL – PMSA 1600 2003	191	100.00	23.23	21.99	18.35	25.65	21.63	29.84	36.80	20.42	11.44	20.46	29.17	28.45
Limited-Review:														

(*) Home improvement loans originated and purchased in the MSA/AA as a percentage of all home improvement loans originated and purchased in the rated area.
 (**) Based on 2003 Aggregate HMDA DATA only.
 (***) Percentage of Families is based on the 2000 Census information

Table 8. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
IL – PMSA 1600 2003	195	100.00	23.23	18.46	18.35	27.18	21.63	21.03	36.80	32.82	5.38	15.88	22.37	34.99
Limited-Review:														

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 9. Borrower Distribution Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003						
MA/Assessment Area	Total Small Loans to Businesses		Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Data ***		
	#	% of Total ****	% of Businesses *	% BANK Loans **	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 million or less	
Full-Review:										
IL – PMSA 1600 2003	441	100.00	79.95	56.69	218	109	114	148,976	47,710	
Limited-Review:										

(*) Businesses with revenue of \$1 million or less as a percentage of all businesses. Data - DUN & BRADSTREET 2003.

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

(***) Based on 2003 Aggregate Small Business data only.

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

Table 10. Qualified Investments

QUALIFIED INVESTMENTS		State: Illinois		Evaluation Period: JANUARY 01, 2002 TO DECEMBER 31, 2003					
MA/Assessment Area	Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Investments **	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total \$'s	#	\$(000's)
Full-Review:									
IL - PMSA 1600 2003	1	1,741	37	4,300	38	6,040	100	0	0

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

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

Table 11. Distribution of Branch Delivery Systems and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS														State: Illinois		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Branches						Branch Opening / Closings						Population						
	# of Bank Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies				# of Branch Closings	# of Branch Openings	Net Change in Location of Branches (+ or -)				% of the Population within Each Geography						
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp			
Full-Review:																			
IL - PMSA 1600 2003	20	100.00	1	12	4	3	0	0	0	0	0	0	9.46	27.63	37.36	25.54			
Limited-Review:																			

Table 1. Lending Volume

LENDING VOLUME												State: California		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA***	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans*		Total Reported Loans							
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)						
Full-Review:																	
CA - PMSA 4480 2003	75.91	264	68,735	258	71,091	0	0	20	13,916	542	153,742						
Limited-Review																	
CA - PMSA 5945 2003	14.71	51	15,984	54	17,944	0	0	0	0	105	33,928						
CA - PMSA 6780 2003	2.10	5	1,484	5	1,643	0	0	5	3,488	15	6,615						
CA - MSA 7320 2003	7.28	21	3,999	31	7,224	0	0	0	0	52	11,223						

(*) The evaluation period for Community Development Loans is JANUARY 01, 2002 TO DECEMBER 31, 2003.

(**) Deposit data as of 2003. Rated area refers to either the state or multi-state MSA rating area.

(***) Loan data as of 2003. Rated area refers to either the state or multi-state MSA ratings area

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
CA - PMSA 4480 2003	37	78.72	1.91	0.00	15.38	10.81	31.19	37.84	51.52	51.35	3.05	17.89	32.43	46.58
Limited-Review														
CA - PMSA 5945 2003	9	19.15	1.25	0.00	19.87	0.00	33.38	22.22	45.50	77.78	1.34	18.16	30.41	50.09
CA - PMSA 6780 2003	0	0.00	0.00	0.00	8.86	0.00	27.83	0.00	63.31	0.00	0.00	9.10	26.41	64.49
CA - MSA 7320 2003	1	2.13	5.05	0.00	19.26	0.00	49.21	100.00	26.48	0.00	7.27	19.85	42.16	30.73

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
CA - PMSA 4480 2003	29	64.44	1.91	0.00	15.38	34.48	31.19	27.59	51.52	37.93	1.83	14.14	34.99	49.00
Limited-Review														
CA - PMSA 5945 2003	8	17.78	1.25	0.00	19.87	25.00	33.38	25.00	45.50	50.00	0.57	16.69	34.32	48.42
CA - PMSA 6780 2003	0	0.00	0.00	0.00	8.86	0.00	27.83	0.00	63.31	0.00	0.00	4.68	22.23	73.09
CA - MSA 7320 2003	8	17.78	5.05	0.00	19.26	12.50	49.21	25.00	26.48	62.50	6.14	17.68	50.54	25.55

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE														State: California		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*								
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp					
Full-Review:																			
CA - PMSA 4480 2003	195	79.59	1.91	1.03	15.38	24.10	31.19	34.36	51.52	40.51	1.61	13.25	29.18	55.94					
Limited-Review																			
CA - PMSA 5945 2003	34	13.88	1.25	0.00	19.87	20.59	33.38	26.47	45.50	52.94	0.81	15.14	31.08	52.96					
CA - PMSA 6780 2003	4	1.63	0.00	0.00	8.86	0.00	27.83	0.00	63.31	100.00	0.00	6.84	23.47	69.69					
CA - MSA 7320 2003	12	4.90	5.05	0.00	19.26	25.00	49.21	25.00	26.48	50.00	5.11	16.64	47.37	30.87					

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES														State: California		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*								
	#	% of Total **	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	Low	Mod	Mid	Upp					
Full-Review:																			
CA - PMSA 4480 2003	258	74.14	7.74	12.40	20.88	42.64	27.51	22.09	43.22	22.87	6.09	18.07	26.31	46.28					
Limited-Review																			
CA - PMSA 5945 2003	54	15.52	3.41	7.41	29.86	33.33	35.72	33.33	30.50	25.93	2.69	26.42	33.58	33.98					
CA - PMSA 6780 2003	5	1.44	0.00	0.00	20.68	60.00	37.15	40.00	42.17	0.00	0.00	17.09	37.01	45.91					
CA - MSA 7320 2003	31	8.91	9.03	9.68	31.25	35.48	44.27	38.71	15.31	16.13	8.10	27.56	45.78	18.52					

(*) Based on 2003 Aggregate Small Business Data only.

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

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

Table 6. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
CA - PMSA 4480 2003	37	78.72	23.87	0.00	16.49	5.41	17.40	16.22	42.24	78.38	0.64	3.96	15.63	62.13
Limited-Review														
CA - PMSA 5945 2003	9	19.15	20.69	0.00	17.97	11.11	20.68	22.22	40.65	66.67	0.98	7.08	19.93	54.76
CA - PMSA 6780 2003	0	0.00	15.08	0.00	14.29	0.00	19.19	0.00	51.44	0.00	0.73	4.60	18.09	58.06
CA - MSA 7320 2003	1	2.13	26.27	100.00	20.31	0.00	20.67	0.00	32.75	0.00	0.60	5.35	20.05	55.52

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 7. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
CA - PMSA 4480 2003	29	64.44	23.87	10.34	16.49	3.45	17.40	17.24	42.24	68.97	3.30	7.66	18.56	64.26
Limited-Review														
CA - PMSA 5945 2003	8	17.78	20.69	0.00	17.97	0.00	20.68	12.50	40.65	87.50	3.34	11.05	23.59	57.54
CA - PMSA 6780 2003	0	0.00	15.08	0.00	14.29	0.00	19.19	0.00	51.44	0.00	1.73	5.79	18.38	70.25
CA - MSA 7320 2003	8	17.78	26.27	12.50	20.31	25.00	20.67	12.50	32.75	37.50	4.79	11.35	26.52	50.63

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 8. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
CA - PMSA 4480 2003	195	79.59	23.87	5.64	16.49	10.26	17.40	24.10	42.24	60.00	1.47	6.58	16.75	57.72
Limited-Review														
CA - PMSA 5945 2003	34	13.88	20.69	5.88	17.97	8.82	20.68	17.65	40.65	67.65	2.43	11.06	20.31	48.93
CA - PMSA 6780 2003	4	1.63	15.08	0.00	14.29	0.00	19.19	25.00	51.44	75.00	1.30	6.56	19.00	54.79
CA - MSA 7320 2003	12	4.90	26.27	0.00	20.31	8.33	20.67	16.67	32.75	75.00	2.57	11.22	23.06	46.45

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 9. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area	Total Small Loans to Businesses		Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Data ***	
	#	% of Total ****	% of Businesses *	% BANK Loans **	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 million or less
Full-Review:									
CA - PMSA 4480 2003	258	74.14	81.99	43.02	101	59	98	314,518	115,623
Limited-Review									
CA - PMSA 5945 2003	54	15.52	81.77	29.63	16	7	31	121,106	45,038
CA - PMSA 6780 2003	5	1.44	80.06	40.00	2	0	3	17,313	5,830
CA - MSA 7320 2003	31	8.91	85.52	25.81	16	5	10	43,430	17,066

(*) Businesses with revenue of \$1 million or less as a percentage of all businesses. Data - DUN & BRADSTREET 2003.

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

(***) Based on 2003 Aggregate Small Business data only.

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

Table 10. Qualified Investments

QUALIFIED INVESTMENTS State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area	Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Investments **	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total \$'s	#	\$(000's)
Full-Review:									
CA - PMSA 4480 2003	0	0	20	2,092	20	2,092	83	0	0
Limited-Review									
CA - PMSA 5945 2003	0	0	1	1	1	1	0	0	0
CA-Statewide	2	431	0	0	2	431	17	0	0
CA - PMSA 6780 2003	0	0	0	0	0	0	0	0	0
CA - MSA 7320 2003	0	0	2	1	2	1	0	0	0

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

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

Table 11. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS State: California Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003																	
MA/Assessment Area	Branches						Branch Opening / Closings						Population				
	# of Bank Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies				# of Branch Closings	# of Branch Openings	Net Change in Location of Branches (+ or -)				% of the Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
Full-Review:																	
CA - PMSA 4480 2003	12	70.59	3	7	2	0	0	0	0	0	0	0	0	8.01	29.37	30.87	31.75
Limited-Review																	
CA - PMSA 5945 2003	3	17.65	0	2	1	0	0	0	0	0	0	0	4.95	31.31	31.66	32.08	
CA - PMSA 6780 2003	1	5.88	0	1	0	0	0	0	0	0	0	0	0.00	15.97	31.70	52.33	
CA - MSA 7320 2003	1	5.88	0	1	0	0	0	0	0	0	0	0	14.30	28.65	39.72	17.33	

Table 1. Lending Volume

LENDING VOLUME State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003											
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA***	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans*		Total Reported Loans	
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)
Full-Review:											
FL – MSA 5960 2003	73.85	250	25,386	114	18,596	0	0	6	1,408	370	45,390
Limited-Review:											
FL – MSA 2020 2003	7.39	33	2,479	4	340	0	0	0	0	37	2,819
FL – PMSA 5000 2003	18.76	40	13,407	28	6,925	0	0	26	14,423	94	34,755

(*) The evaluation period for Community Development Loans is JANUARY 01, 2002 TO DECEMBER 31, 2003.

(**) Deposit data as of 2003. Rated area refers to either the state or multi-state MSA rating area.

(***) Loan data as of 2003. Rated area refers to either the state or multi-state MSA ratings area.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
FL – MSA 5960 2003	103	85.12	0.79	0.00	16.38	33.01	43.54	42.72	39.29	24.27	0.50	17.34	42.03	40.12
Limited-Review:														
FL – MSA 2020 2003	13	10.74	0.00	0.00	0.00	0.00	91.52	100.00	8.48	0.00	0.00	0.00	92.83	7.17
FL – PMSA 5000 2003	5	4.13	3.56	0.00	31.73	0.00	39.62	40.00	25.09	60.00	5.82	32.65	37.15	24.38

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
FL – MSA 5960 2003	33	80.49	0.79	0.00	16.38	6.06	43.54	66.67	39.29	27.27	0.54	12.80	43.80	42.86
Limited-Review:														
FL – MSA 2020 2003	6	14.63	0.00	0.00	0.00	0.00	91.52	83.33	8.48	16.67	0.00	0.00	87.18	12.82
FL – PMSA 5000 2003	2	4.88	3.56	0.00	31.73	50.00	39.62	50.00	25.09	0.00	3.48	32.99	37.69	25.85

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
FL – MSA 5960 2003	113	77.93	0.79	0.00	16.38	31.86	43.54	44.25	39.29	23.89	0.33	12.14	40.63	46.90
Limited-Review:														
FL – MSA 2020 2003	14	9.66	0.00	0.00	0.00	0.00	91.52	100.00	8.48	0.00	0.00	0.00	90.98	9.02
FL – PMSA 5000 2003	18	12.41	3.56	0.00	31.73	16.67	39.62	55.56	25.09	27.78	2.54	26.97	40.02	30.47

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total **	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
FL – MSA 5960 2003	114	78.08	2.49	5.26	21.36	23.68	42.00	44.74	34.15	26.32	2.10	17.95	38.66	37.58
Limited-Review:														
FL – MSA 2020 2003	4	2.74	0.00	0.00	0.00	0.00	87.32	75.00	12.68	25.00	0.00	0.00	86.66	13.34
FL – PMSA 5000 2003	28	19.18	9.52	28.57	30.88	10.71	38.51	50.00	21.08	10.71	7.86	27.64	39.25	25.25

(*) Based on 2003 Aggregate Small Business Data only.

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

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

Table 6. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
FL – MSA 5960 2003	103	85.12	18.37	18.45	17.95	24.27	22.18	35.92	41.50	21.36	5.09	17.02	20.62	36.68
Limited-Review:														
FL – MSA 2020 2003	13	10.74	14.55	15.38	19.56	23.08	25.50	46.15	40.39	15.38	4.93	18.84	23.66	26.79
FL – PMSA 5000 2003	5	4.13	29.10	0.00	19.27	0.00	18.28	20.00	33.35	80.00	1.95	9.64	19.57	45.82

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 7. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
FL – MSA 5960 2003	33	80.49	18.37	39.39	17.95	18.18	22.18	18.18	41.50	21.21	6.92	16.43	24.52	46.79
Limited-Review:														
FL – MSA 2020 2003	6	14.63	14.55	16.67	19.56	16.67	25.50	0.00	40.39	66.67	4.76	19.05	28.57	43.22
FL – PMSA 5000 2003	2	4.88	29.10	0.00	19.27	0.00	18.28	50.00	33.35	0.00	4.70	14.47	20.49	53.01

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 8. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003														
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
FL – MSA 5960 2003	113	77.93	18.37	30.97	17.95	26.55	22.18	15.04	41.50	26.55	4.99	14.71	19.64	38.44
Limited-Review:														
FL – MSA 2020 2003	14	9.66	14.55	35.71	19.56	28.57	25.50	21.43	40.39	14.29	5.60	15.53	20.59	31.79
FL –PMSA 5000 2003	18	12.41	29.10	16.67	19.27	16.67	18.28	22.22	33.35	44.44	2.84	11.98	20.07	45.79

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 9. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area	Total Small Loans to Businesses		Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Data ***	
	#	% of Total ****	% of Businesses *	% BANK Loans **	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 million or less
Full-Review:									
FL – MSA 5960 2003	114	78.08	85.39	62.28	65	28	21	48,539	16,776
Limited-Review:									
FL – MSA 2020 2003	4	2.74	94.28	100.00	3	1	0	2,039	700
FL – PMSA 5000 2003	28	19.18	82.61	57.14	9	12	7	38,968	12,864

(*) Businesses with revenue of \$1 million or less as a percentage of all businesses. Data - DUN & BRADSTREET 2003.

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

(***) Based on 2003 Aggregate Small Business data only.

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

Table 10. Qualified Investments

QUALIFIED INVESTMENTS State: Florida Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area	Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Investments **	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total \$'s	#	\$(000's)
Full-Review:									
FL – MSA 5960 2003	0	0	14	26	14	26	4	0	0
FL - Statewide	1	117	1	438	2	555	95		
Limited-Review:									
FL – MSA 2020 2003	0	0	2	4	2	4	1	0	0
FL – PMSA 5000 2003	0	0	1	1	1	1	0	0	0

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

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

Table 11. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS														State: Florida		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Branches						Branch Opening / Closings						Population						
	# of Bank Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies				# of Branch Closings	# of Branch Openings	Net Change in Location of Branches (+ or -)				% of the Population within Each Geography						
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp			
Full-Review:																			
FL - MSA 5960 2003	8	80.00	0	4	3	1	0	0	0	0	0	0	0	1.94	22.87	43.02	32.17		
Limited-Review:																			
FL - MSA 2020 2003	1	10.00	0	0	1	0	0	0	0	0	0	0	0	0.00	0.00	91.77	8.23		
FL - PMSA 5000 2003	1	10.00	0	1	0	0	0	0	0	0	0	0	0	9.02	40.77	34.52	15.69		

Table 1. Lending Volume

LENDING VOLUME												State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA***	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans*		Total Reported Loans							
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)						
Full-Review:																	
TX - PMSA 1920 2003	32.67	541	45,329	33	10,007	0	0	0	0	574	55,336						
TX - PMSA 2800 2003	12.58	210	16,585	11	3,810	0	0	0	0	221	20,395						
TX - PMSA 3360 2003	52.19	866	71,806	51	10,464	0	0	0	0	917	82,270						
Limited-Review:																	
TX - MSA 0840 2003	0.17	3	151	0	0	0	0	0	0	3	151						
TX - PMSA 1145 2003	1.20	19	1,903	2	335	0	0	0	0	21	2,238						
TX - PMSA 2920 2003	1.20	20	1,623	1	216	0	0	0	0	21	1,839						

(*) The evaluation period for Community Development Loans is JANUARY 01, 2002 TO DECEMBER 31, 2003.

(**) Deposit data as of 2003. Rated area refers to either the state or multi-state MSA rating area.

(***) Loan data as of 2003. Rated area refers to either the state or multi-state MSA ratings area.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003													
MA/Assessment Area	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full-Review:															
TX - PMSA 1920 2003	530	33.78	4.24	2.45	28.90	56.42	35.29	35.28	31.57	5.85	3.26	21.87	35.50	39.30	
TX -PMSA 2800 2003	206	13.13	3.85	5.83	19.76	41.75	36.11	38.35	40.28	14.08	1.25	11.26	36.71	50.78	
TX - PMSA 3360 2003	795	50.67	3.10	1.89	22.86	32.83	31.49	44.53	42.55	20.75	1.27	12.30	31.44	54.95	
Limited-Review:															
TX - MSA 0840 2003	1	0.06	3.21	0.00	15.67	100.00	52.66	0.00	28.47	0.00	0.96	8.01	50.34	40.64	
TX - PMSA 1145 2003	19	1.21	1.50	0.00	15.19	31.58	53.78	42.11	29.53	26.32	0.41	8.02	41.33	50.24	
TX - PMSA 2920 2003	18	1.15	2.42	0.00	31.87	27.78	30.80	27.78	34.91	44.44	0.69	17.66	27.22	54.43	

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003											
MA/Assessment Area	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full-Review:															
TX - PMSA 1920 2003	0	0.00	4.24	0.00	28.90	0.00	35.29	0.00	31.57	0.00	3.04	18.41	31.23	47.32	
TX - PMSA 2800 2003	0	0.00	3.85	0.00	19.76	0.00	36.11	0.00	40.28	0.00	1.60	12.21	32.82	53.37	
TX - PMSA 3360 2003	32	100.00	3.10	6.25	22.86	65.63	31.49	21.88	42.55	6.25	1.66	16.01	29.26	53.02	
Limited-Review:															
TX - MSA 0840 2003	0	0.00	3.21	0.00	15.67	0.00	52.66	0.00	28.47	0.00	0.77	12.02	56.45	30.76	
TX - PMSA 1145 2003	0	0.00	1.50	0.00	15.19	0.00	53.78	0.00	29.53	0.00	0.34	10.50	50.95	38.21	
TX - PMSA 2920 2003	0	0.00	2.42	0.00	31.87	0.00	30.80	0.00	34.91	0.00	2.72	25.54	28.80	42.93	

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003											
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total **	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full-Review:															
TX - PMSA 1920 2003	11	18.97	4.24	9.09	28.90	36.36	35.29	36.36	31.57	18.18	1.71	16.95	34.57	46.77	
TX - PMSA 2800 2003	4	6.90	3.85	0.00	19.76	25.00	36.11	75.00	40.28	0.00	0.76	8.56	33.35	57.33	
TX - PMSA 3360 2003	39	67.24	3.10	2.56	22.86	58.97	31.49	25.64	42.55	12.82	0.92	9.77	27.49	61.79	
Limited-Review:															
TX - MSA 0840 2003	2	3.45	3.21	0.00	15.67	0.00	52.66	50.00	28.47	50.00	0.70	6.38	48.78	44.14	
TX - PMSA 1145 2003	0	0.00	1.50	0.00	15.19	0.00	53.78	0.00	29.53	0.00	0.32	6.89	40.79	52.00	
TX - PMSA 2920 2003	2	3.45	2.42	0.00	31.87	50.00	30.80	50.00	34.91	0.00	0.61	15.89	26.12	57.38	

(*) Based on 2003 Aggregate HMDA Data only.

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

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

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total **	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	% Businesses ***	% BANK Loans	Low	Mod	Mid	Upp
Full-Review:														
TX - PMSA 1920 2003	33	33.67	6.20	6.06	31.63	30.30	32.58	30.30	28.32	30.30	4.92	29.41	30.95	29.79
TX - PMSA 2800 2003	11	11.22	4.21	0.00	27.30	45.45	35.90	36.36	32.59	18.18	3.06	23.74	33.16	34.61
TX - PMSA 3360 2003	51	52.04	5.53	9.80	25.85	29.41	27.34	29.41	40.80	29.41	4.34	22.80	26.48	41.60
Limited-Review:														
TX - MSA 0840 2003	0	0.00	2.69	0.00	19.79	0.00	47.75	0.00	29.68	0.00	1.48	16.59	43.69	31.67
TX - PMSA 1145 2003	2	2.04	2.64	0.00	20.89	50.00	47.94	50.00	28.54	0.00	1.84	18.19	41.82	30.20
TX - PMSA 2920 2003	1	1.02	4.40	0.00	34.19	100.00	27.86	0.00	33.55	0.00	3.14	27.37	25.95	36.69

(*) Based on 2003 Aggregate Small Business Data only.

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

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

Table 6. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
TX - PMSA 1920 2003	530	33.78	25.54	38.87	19.94	45.85	20.15	13.40	34.37	1.89	9.17	21.45	20.43	29.30
TX - PMSA 2800 2003	206	13.13	19.23	43.69	18.17	43.20	21.30	10.68	41.30	2.43	6.73	19.57	24.55	32.55
TX - PMSA 3360 2003	795	50.67	22.50	19.37	17.23	46.29	18.78	26.04	41.49	8.30	4.86	17.87	22.42	38.44
Limited-Review:														
TX - MSA 0840 2003	1	0.06	22.23	100.00	16.92	0.00	19.99	0.00	40.86	0.00	4.76	15.60	23.88	43.09
TX - PMSA 1145 2003	19	1.21	20.58	21.05	17.71	47.37	22.01	15.79	39.70	15.79	3.90	14.79	24.19	41.91
TX - PMSA 2920 2003	18	1.15	22.60	16.67	17.33	33.33	18.80	33.33	41.27	16.67	3.25	12.11	22.98	46.80

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 7. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
TX - PMSA 1920 2003	0	0.00	25.54	0.00	19.94	0.00	20.15	0.00	34.37	0.00	9.09	14.46	21.12	48.12
TX -PMSA 2800 2003	0	0.00	19.23	0.00	18.17	0.00	21.30	0.00	41.30	0.00	6.28	12.73	19.60	55.35
TX - PMSA 3360 2003	32	100.00	22.50	50.00	17.23	40.63	18.78	6.25	41.49	3.13	7.58	13.76	19.27	53.73
Limited-Review:														
TX - MSA 0840 2003	0	0.00	22.23	0.00	16.92	0.00	19.99	0.00	40.86	0.00	10.92	17.53	21.94	48.18
TX - PMSA 1145 2003	0	0.00	20.58	0.00	17.71	0.00	22.01	0.00	39.70	0.00	9.12	13.94	23.92	48.36
TX - PMSA 2920 2003	0	0.00	22.60	0.00	17.33	0.00	18.80	0.00	41.27	0.00	8.42	14.13	17.93	54.48

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 8. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003										
MA/Assessment Area	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data (%) **			
	#	% of Total *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	% Families ***	% BANK Loans *	Low	Mod	Mid	Upp
Full-Review:														
TX - PMSA 1920 2003	11	18.97	25.54	27.27	19.94	36.36	20.15	27.27	34.37	9.09	5.22	13.17	17.28	38.11
TX - PMSA 2800 2003	4	6.90	19.23	0.00	18.17	25.00	21.30	25.00	41.30	50.00	3.49	10.39	16.39	39.91
TX - PMSA 3360 2003	39	67.24	22.50	20.51	17.23	30.77	18.78	35.90	41.49	12.82	3.22	11.05	17.58	50.02
Limited-Review:														
TX - MSA 0840 2003	2	3.45	22.23	0.00	16.92	50.00	19.99	50.00	40.86	0.00	2.71	8.86	17.18	57.35
TX - PMSA 1145 2003	0	0.00	20.58	0.00	17.71	0.00	22.01	0.00	39.70	0.00	2.93	9.45	20.39	48.16
TX - PMSA 2920 2003	2	3.45	22.60	0.00	17.33	50.00	18.80	50.00	41.27	0.00	2.63	8.38	17.55	54.84

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

(**) Based on 2003 Aggregate HMDA DATA only.

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

Table 9. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES State: Texas Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area	Total Small Loans to Businesses		Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Data ***	
	#	% of Total ****	% of Businesses *	% BANK Loans **	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 million or less
Full-Review:									
TX - PMSA 1920 2003	33	33.67	81.91	78.79	6	12	15	66,286	22,849
TX - PMSA 2800 2003	11	11.22	85.39	72.73	1	4	6	41,882	14,790
TX - PMSA 3360 2003	51	52.04	83.59	78.43	17	19	15	127,267	48,166
Limited-Review:									
TX - MSA 0840 2003	0	0.00	87.68	0.00	0	0	0	8,656	3,774
TX - PMSA 1145 2003	2	2.04	88.53	50.00	0	2	0	5,586	2,050
TX - PMSA 2920 2003	1	1.02	89.23	100.00	0	1	0	5,996	2,082

(*) Businesses with revenue of \$1 million or less as a percentage of all businesses. Data - DUN & BRADSTREET 2003.
 (**) Small loans to businesses with revenue of \$1 million or less as a percentage of all loans reported to small loans to businesses.
 (***) Based on 2003 Aggregate Small Business data only.
 (****) Small loans to businesses originated and purchased in the MSA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

Table 10. Qualified Investments

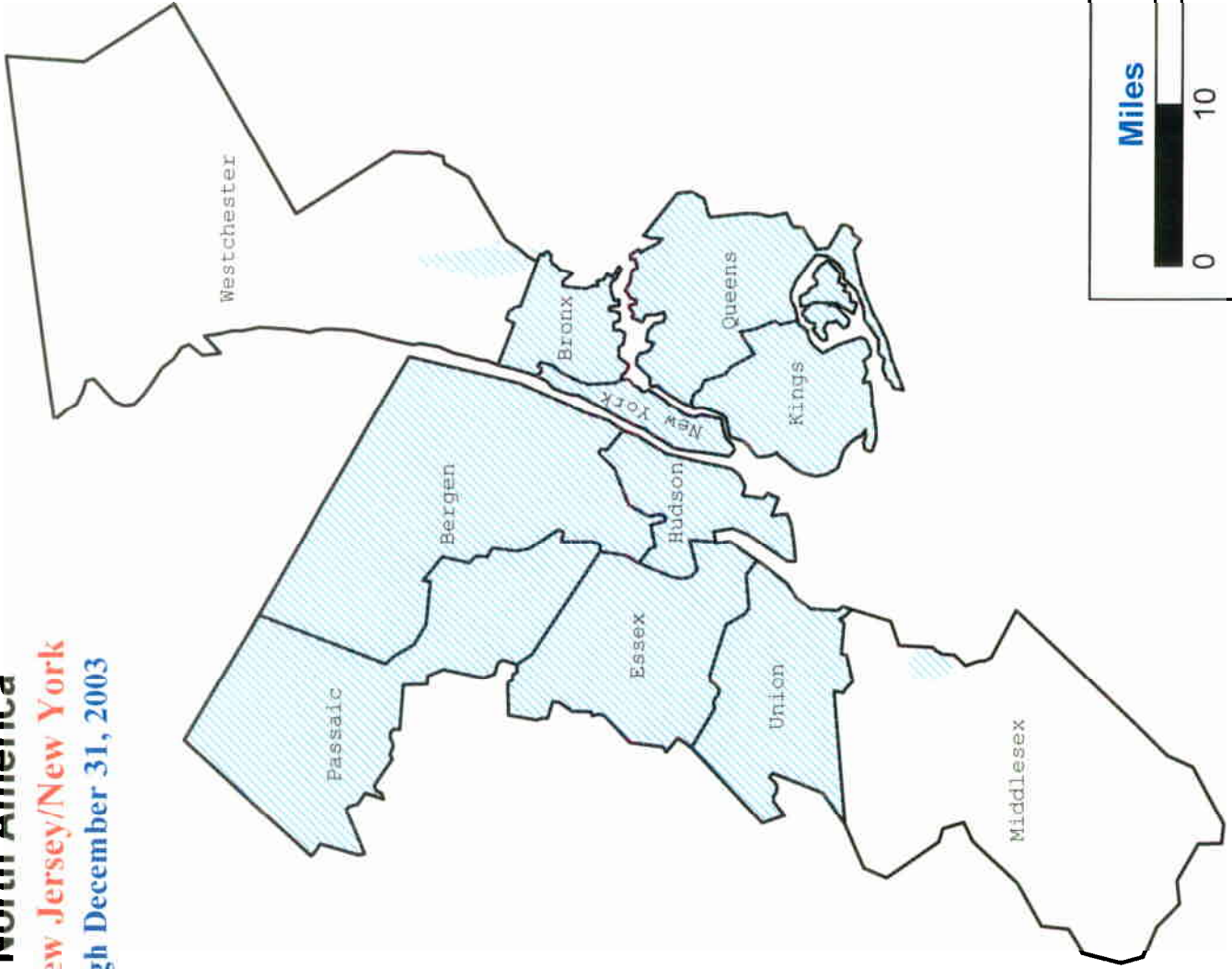
QUALIFIED INVESTMENTS State: Texas Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area	Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Investments **	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total \$'s	#	\$(000's)
Full-Review:									
TX - PMSA 1920 2003	0	0	8	12	8	12	0	0	0
TX - PMSA 2800 2003	0	0	0	0	0	0	0	0	0
TX - PMSA 3360 2003	0	0	12	252	12	252	9	0	0
TX - Statewide	1	117	1	2,506	2	2,623	91	0	0
Limited-Review:									
TX - MSA 0840 2003	0	0	0	0	0	0	0	0	0
TX - PMSA 1145 2003	0	0	0	0	0	0	0	0	0
TX - PMSA 2920 2003	0	0	0	0	0	0	0	0	0

(*) A Prior Period Investment means investments made in a previous evaluation period that are outstanding as of examination date.
 (**) An Unfunded Commitment means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system

Table 11. Distribution of Branch Delivery Systems and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS														State: Texas		Evaluation Period: JANUARY 01, 2003 TO DECEMBER 31, 2003			
MA/Assessment Area	Branches						Branch Opening / Closings						Population						
	# of Bank Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies				# of Branch Closings	# of Branch Openings	Net Change in Location of Branches (+ or -)				% of the Population within Each Geography						
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp			
Full-Review:																			
TX – PMSA 1920 2003	0	0.00	0	0	0	0	0	0	0	0	0	0	0	11.31	36.46	31.06	21.18		
TX – PMSA 2800 2003	1	14.29	0	0	1	0	0	0	0	0	0	0	0	6.03	26.43	35.26	32.28		
TX – PMSA 3360 2003	6	85.71	0	5	1	0	0	0	0	0	0	0	0	6.79	30.54	30.39	32.28		
Limited-Review:																			
TX – MSA 0840 2003	0	0.00	0	0	0	0	0	0	0	0	0	0	0	4.14	20.73	48.54	26.58		
TX – PMSA 1145 2003	0	0.00	0	0	0	0	0	0	0	0	0	0	0	2.26	18.01	52.90	26.83		
TX – PMSA 2920 2003	0	0.00	0	0	0	0	0	0	0	0	0	0	0	4.59	38.57	26.82	30.03		

Banco Popular, North America
Assessment Area New Jersey/New York
January 1, 2002 through December 31, 2003



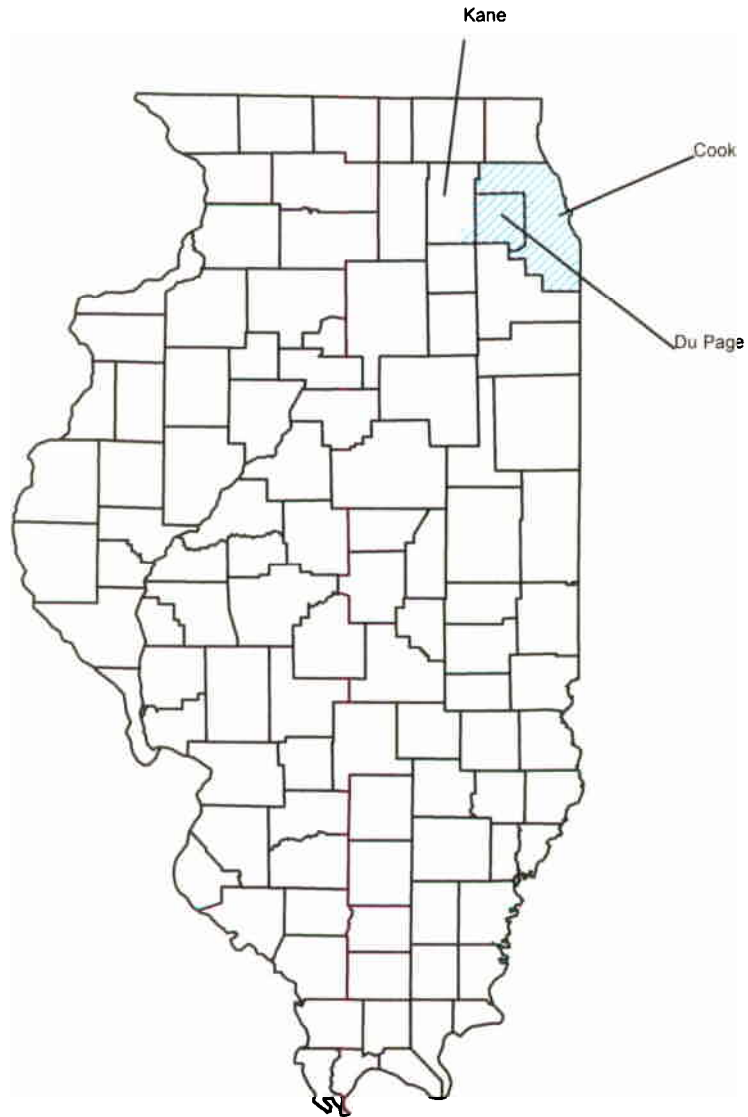
Banco Popular, North America

Assessment Area - Illinois

January 1, 2002 through December 31, 2003

Legend

- Counties
- Assessment Area



Miles



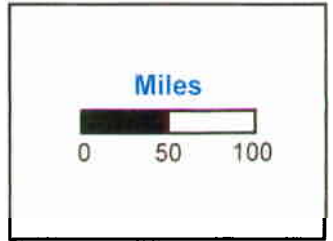
Banco Popular, North America

Assessment Area - California

January 1, 2002 through December 31, 2003

Legend

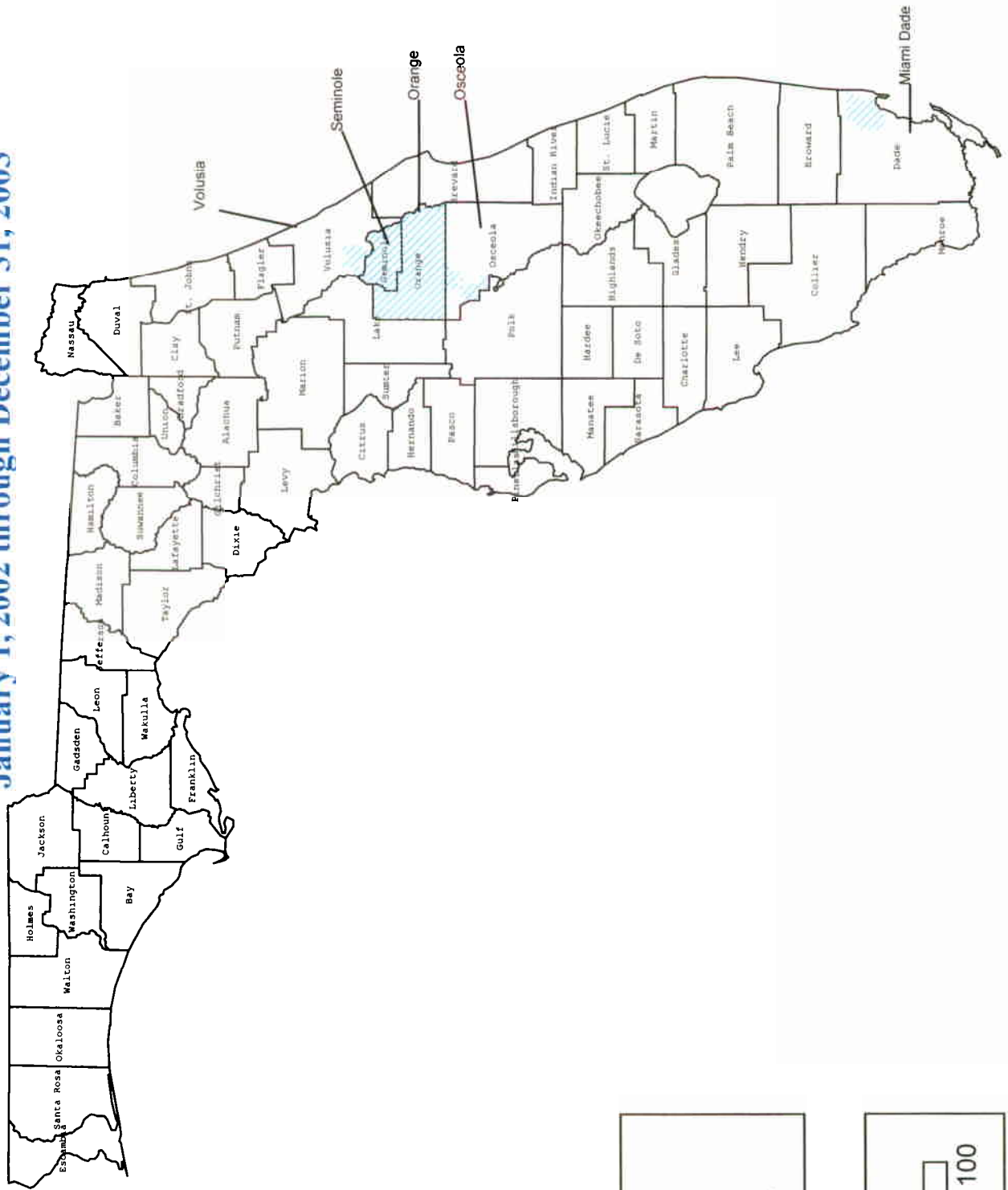
- Counties
- Assessment Area



Banco Popular, North America

Assessment Area - Florida

January 1, 2002 through December 31, 2003



Banco Popular, North America

Assessment Area Texas

January 1, 2002 - December 31, 2003

