

POPULAR INC
Form 10-Q
November 09, 2007

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q**

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2007**

**Commission File Number: 000-13818
POPULAR, INC.**

(Exact name of registrant as specified in its charter)

Puerto Rico

66-0667416

(State or other jurisdiction of
incorporation or organization)

(IRS Employer Identification Number)

**Popular Center Building
209 Muñoz Rivera Avenue, Hato Rey
San Juan, Puerto Rico**

00918

(Address of principal executive offices)

(Zip code)

(787) 765-9800

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common Stock \$6.00 par value 280,286,329 shares outstanding as of October 31, 2007.

**POPULAR, INC.
INDEX**

| | Page |
|-------------------------------------------------------------------------------------------------------------------------------------|------|
| <u>Part I Financial Information</u> | |
| <u>Item 1. Financial Statements</u> | |
| <u>Unaudited Consolidated Statements of Condition as of September 30, 2007, December 31, 2006 and September 30, 2006</u> | 4 |
| <u>Unaudited Consolidated Statements of Income for the quarters and nine months ended September 30, 2007 and 2006</u> | 5 |
| <u>Unaudited Consolidated Statements of Changes in Stockholders' Equity for the nine months ended September 30, 2007 and 2006</u> | 6 |
| <u>Unaudited Consolidated Statements of Comprehensive Income for the quarters and nine months ended September 30, 2007 and 2006</u> | 7 |
| <u>Unaudited Consolidated Statements of Cash Flows for the nine months ended September 30, 2007 and 2006</u> | 8 |
| <u>Notes to Unaudited Consolidated Financial Statements</u> | 9 |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 61 |
| <u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u> | 108 |
| <u>Item 4. Controls and Procedures</u> | 113 |
| <u>Part II Other Information</u> | |
| <u>Item 1. Legal Proceedings</u> | 113 |
| <u>Item 1A. Risk Factors</u> | 113 |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | 116 |
| <u>Item 6. Exhibits</u> | 117 |
| <u>Signatures</u> | 118 |
| <u>EX-3.1 BYLAWS</u> | |
| <u>EX-12.1 COMPUTATION OF RATIO OF EARNINGS</u> | |
| <u>EX-31.1 SECTION 302, CERTIFICATION OF THE CEO</u> | |
| <u>EX-31.2 SECTION 302, CERTIFICATION OF THE CFO</u> | |
| <u>EX-32.1 SECTION 906, CERTIFICATION OF THE CEO</u> | |
| <u>EX-32.2 SECTION 906, CERTIFICATION OF THE CFO</u> | |

Table of Contents

Forward-Looking Information

The information included in this Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may relate to the Corporation's financial condition, results of operations, plans, objectives, future performance and business, including, but not limited to, statements with respect to the adequacy of the allowance for loan losses, market risk and the impact of interest rate changes, capital markets conditions, capital adequacy and liquidity, and the effect of legal proceedings and new accounting standards on the Corporation's financial condition and results of operations. All statements contained herein that are not clearly historical in nature are forward-looking, and the words anticipate, believe, continues, expect, estimate, intend, project and similar expressions and future or conditional verbs such as will, would, could, might, can, may, or similar expressions are generally intended to identify forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties, estimates and assumptions by management that are difficult to predict. Various factors, some of which are beyond the Corporation's control, could cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. Factors that might cause such a difference include, but are not limited to: the rate of growth in the economy, as well as general business and economic conditions; changes in interest rates, as well as the magnitude of such changes; the fiscal and monetary policies of the federal government and its agencies; the relative strength or weakness of the consumer and commercial credit sectors and of the real estate markets; the performance of the stock and bond markets; competition in the financial services industry; possible legislative, tax or regulatory changes; and difficulties in combining the operations of acquired entities. Moreover, the outcome of legal proceedings, as discussed in Part II, Item I. Legal Proceedings, is inherently uncertain and depends on judicial interpretations of law and the findings of regulators, judges and juries. All forward-looking statements included in this document are based upon information available to the Corporation as of the date of this document, and we assume no obligation to update or revise any such forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.

Table of Contents

ITEM 1. FINANCIAL STATEMENTS
POPULAR, INC.
CONSOLIDATED STATEMENTS OF CONDITION
(UNAUDITED)

| (In thousands, except share information) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|-----------------------|
| ASSETS | | | |
| Cash and due from banks | \$ 709,056 | \$ 950,158 | \$ 736,669 |
| Money market investments: | | | |
| Federal funds sold | 430,000 | 84,350 | 323,980 |
| Securities purchased under agreements to resell | 180,394 | 202,181 | 211,439 |
| Time deposits with other banks | 24,703 | 15,177 | 9,830 |
| | 635,097 | 301,708 | 545,249 |
| Investment securities available-for-sale, at fair value: | | | |
| Pledged securities with creditors' right to repledge | 4,742,127 | 3,743,924 | 4,463,023 |
| Other investment securities available-for-sale | 4,136,368 | 6,106,938 | 5,695,302 |
| Investment securities held-to-maturity, at amortized cost (market value at September 30, 2007 - \$280,072; December 31, 2006 - \$92,764; September 30, 2006 \$358,849) | 279,267 | 91,340 | 357,430 |
| Other investment securities, at lower of cost or realizable value (realizable value at September 30, 2007 - \$179,598; December 31, 2006 - \$412,593; September 30, 2006 - \$407,849) | 179,376 | 297,394 | 297,472 |
| Trading account securities, at fair value: | | | |
| Pledged securities with creditors' right to repledge | 569,357 | 193,619 | 211,942 |
| Other trading securities | 92,801 | 188,706 | 239,720 |
| Loans held-for-sale, at lower of cost or market value | 423,303 | 719,922 | 447,314 |
| Loans held-in-portfolio: | | | |
| Loans held-in-portfolio pledged with creditors' right to repledge | 160,923 | 306,320 | 51,260 |
| Other loans held-in-portfolio | 33,067,301 | 32,019,044 | 31,563,499 |
| Less Unearned income | 330,723 | 308,347 | 305,114 |
| Allowance for loan losses | 600,273 | 522,232 | 487,339 |
| | 32,297,228 | 31,494,785 | 30,822,306 |
| Premises and equipment, net | 580,768 | 595,140 | 588,282 |
| Other real estate | 133,508 | 84,816 | 83,636 |
| Accrued income receivable | 290,916 | 248,240 | 288,342 |
| Other assets | 1,441,681 | 1,611,890 | 1,374,900 |
| Goodwill | 668,807 | 667,853 | 678,666 |
| Other intangible assets | 100,471 | 107,554 | 104,497 |

| | | | |
|--|--------------|--------------|--------------|
| | \$47,280,131 | \$47,403,987 | \$46,934,750 |
|--|--------------|--------------|--------------|

LIABILITIES AND STOCKHOLDERS EQUITY

Liabilities:

Deposits:

| | | | |
|----------------------|--------------|--------------|--------------|
| Non-interest bearing | \$ 3,975,383 | \$ 4,222,133 | \$ 3,822,584 |
| Interest bearing | 22,626,132 | 20,216,198 | 19,314,861 |

| | | | |
|--|------------|------------|------------|
| | 26,601,515 | 24,438,331 | 23,137,445 |
|--|------------|------------|------------|

| | | | |
|------------------------------------------------------------------------|-----------|-----------|-----------|
| Federal funds purchased and assets sold under agreements to repurchase | 6,287,303 | 5,762,445 | 7,045,466 |
|------------------------------------------------------------------------|-----------|-----------|-----------|

| | | | |
|-----------------------------|-----------|-----------|-----------|
| Other short-term borrowings | 1,414,897 | 4,034,125 | 2,709,511 |
|-----------------------------|-----------|-----------|-----------|

| | | | |
|---------------|-----------|-----------|-----------|
| Notes payable | 8,314,791 | 8,737,246 | 9,681,897 |
|---------------|-----------|-----------|-----------|

| | | | |
|-------------------|---------|---------|---------|
| Other liabilities | 857,795 | 811,424 | 724,296 |
|-------------------|---------|---------|---------|

| | | | |
|--|------------|------------|------------|
| | 43,476,301 | 43,783,571 | 43,298,615 |
|--|------------|------------|------------|

Commitments and contingencies (See Note 12)

| | | | |
|------------------------------------------------|-----|-----|-----|
| Minority interest in consolidated subsidiaries | 109 | 110 | 111 |
|------------------------------------------------|-----|-----|-----|

Stockholders equity:

| | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------|---------|---------|
| Preferred stock, \$25 liquidation value; 30,000,000 shares authorized; 7,475,000 shares issued and outstanding in all periods presented | 186,875 | 186,875 | 186,875 |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------|---------|---------|

| | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|
| Common stock, \$6 par value; 470,000,000 shares authorized in all periods presented; 292,993,474 shares issued (December 31, 2006 292,190,924; September 30, 2006 291,977,949) and 279,597,529 outstanding (December 31, 2006 278,741,547; September 30, 2006 278,553,152) | 1,757,961 | 1,753,146 | 1,751,868 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|

| | | | |
|---------|---------|---------|---------|
| Surplus | 536,129 | 526,856 | 494,398 |
|---------|---------|---------|---------|

| | | | |
|-------------------|-----------|-----------|-----------|
| Retained earnings | 1,689,384 | 1,594,144 | 1,611,103 |
|-------------------|-----------|-----------|-----------|

| | | | |
|------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|
| Accumulated other comprehensive loss, net of tax of (\$56,551) (December 31, 2006 (\$84,143); September 30, 2006 (\$61,834)) | (161,061) | (233,728) | (201,687) |
|------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|

| | | | |
|---------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|
| Treasury stock at cost, 13,395,945 shares (December 31, 2006 13,449,377; September 30, 2006 13,424,797) | (205,567) | (206,987) | (206,533) |
|---------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|

| | | | |
|--|-----------|-----------|-----------|
| | 3,803,721 | 3,620,306 | 3,636,024 |
|--|-----------|-----------|-----------|

| | | | |
|--|--------------|--------------|--------------|
| | \$47,280,131 | \$47,403,987 | \$46,934,750 |
|--|--------------|--------------|--------------|

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

Table of Contents

POPULAR, INC.
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

| (In thousands, except per share information) | Quarter ended | | Nine months ended | |
|----------------------------------------------------------------------------|---------------|-----------|-------------------|-------------|
| | September 30, | | September 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| INTEREST INCOME: | | | | |
| Loans | \$662,973 | \$637,246 | \$1,963,572 | \$1,842,873 |
| Money market investments | 6,807 | 7,038 | 17,168 | 22,926 |
| Investment securities | 109,793 | 129,323 | 338,347 | 396,130 |
| Trading account securities | 10,653 | 7,724 | 29,645 | 23,649 |
| | 790,226 | 781,331 | 2,348,732 | 2,285,578 |
| INTEREST EXPENSE: | | | | |
| Deposits | 196,825 | 151,008 | 552,657 | 411,380 |
| Short-term borrowings | 113,832 | 141,727 | 358,107 | 393,604 |
| Long-term debt | 119,453 | 146,558 | 351,453 | 413,013 |
| | 430,110 | 439,293 | 1,262,217 | 1,217,997 |
| Net interest income | 360,116 | 342,038 | 1,086,515 | 1,067,581 |
| Provision for loan losses | 148,093 | 63,445 | 359,606 | 179,488 |
| Net interest income after provision for loan losses | 212,023 | 278,593 | 726,909 | 888,093 |
| Service charges on deposit accounts | 49,704 | 47,484 | 146,567 | 142,277 |
| Other service fees (See Note 13) | 93,364 | 79,637 | 270,803 | 240,000 |
| Net (loss) gain on sale and valuation adjustments of investment securities | (3,089) | 7,123 | 79,857 | 5,039 |
| Trading account (loss) profit | (2,867) | 10,019 | (6,654) | 23,324 |
| Gain on sale of loans and valuation adjustments on loans held-for-sale | 5,991 | 20,113 | 37,719 | 96,428 |
| Other operating income | 23,902 | 26,973 | 94,264 | 97,100 |
| | 379,028 | 469,942 | 1,349,465 | 1,492,261 |
| OPERATING EXPENSES: | | | | |
| Personnel costs: | | | | |
| Salaries | 120,810 | 130,613 | 384,239 | 392,845 |
| Pension, profit sharing and other benefits | 31,430 | 34,083 | 110,664 | 116,386 |
| | 152,240 | 164,696 | 494,903 | 509,231 |
| Net occupancy expenses | 29,436 | 31,573 | 87,951 | 88,840 |
| Equipment expenses | 30,688 | 34,346 | 95,329 | 101,516 |
| Other taxes | 13,227 | 11,770 | 36,909 | 32,940 |
| Professional fees | 37,103 | 29,618 | 111,732 | 105,184 |
| Communications | 16,846 | 17,343 | 50,881 | 51,936 |
| Business promotion | 28,560 | 33,855 | 87,301 | 98,669 |
| Printing and supplies | 4,131 | 4,408 | 12,956 | 13,331 |

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| | | | | |
|-----------------------------------------------------------|------------------|------------------|-------------------|-------------------|
| Other operating expenses | 32,508 | 28,706 | 97,362 | 85,609 |
| Impact of change in fiscal period of certain subsidiaries | | | | 9,741 |
| Amortization of intangibles | 2,234 | 3,608 | 8,030 | 9,160 |
| | 346,973 | 359,923 | 1,083,354 | 1,106,157 |
| Income before income tax | 32,055 | 110,019 | 266,111 | 386,104 |
| Income tax | (3,948) | 27,859 | 36,511 | 88,060 |
| NET INCOME | \$ 36,003 | \$ 82,160 | \$ 229,600 | \$ 298,044 |
| NET INCOME APPLICABLE TO COMMON STOCK | \$ 33,024 | \$ 79,181 | \$ 220,665 | \$ 289,109 |
| BASIC EARNINGS PER COMMON SHARE (EPS) | \$ 0.12 | \$ 0.28 | \$ 0.79 | \$ 1.04 |
| DILUTED EPS | \$ 0.12 | \$ 0.28 | \$ 0.79 | \$ 1.04 |
| DIVIDENDS DECLARED PER COMMON SHARE | \$ 0.16 | \$ 0.16 | \$ 0.48 | \$ 0.48 |

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

5

Table of Contents

POPULAR, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(UNAUDITED)

| (In thousands) | Nine months ended September 30, | |
|---------------------------------------------------------------------------------|------------------------------------|------------|
| | 2007 | 2006 |
| Preferred stock: | | |
| Balance at beginning and end of year | \$ 186,875 | \$ 186,875 |
| Common stock: | | |
| Balance at beginning of year | 1,753,146 | 1,736,443 |
| Common stock issued under the Dividend Reinvestment Plan | 4,755 | 3,919 |
| Issuance of common stock | | 11,312 |
| Stock options exercised | 60 | 194 |
| Balance at end of period | 1,757,961 | 1,751,868 |
| Surplus: | | |
| Balance at beginning of year | 526,856 | 452,398 |
| Common stock issued under the Dividend Reinvestment Plan | 7,835 | 8,634 |
| Issuance of common stock | | 28,281 |
| Issuance cost of common stock | | 1,462 |
| Stock options expense on unexercised options, net of forfeitures | 1,289 | 2,160 |
| Stock options exercised | 149 | 463 |
| Transfer from retained earnings | | 1,000 |
| Balance at end of period | 536,129 | 494,398 |
| Retained earnings: | | |
| Balance at beginning of year | 1,594,144 | 1,456,612 |
| Net income | 229,600 | 298,044 |
| Cumulative effect of accounting change (adoption of SFAS No. 156 and EITF 06-5) | 8,667 | |
| Cash dividends declared on common stock | (134,092) | (133,618) |
| Cash dividends declared on preferred stock | (8,935) | (8,935) |
| Transfer to surplus | | (1,000) |
| Balance at end of period | 1,689,384 | 1,611,103 |
| Accumulated other comprehensive loss: | | |
| Balance at beginning of year | (233,728) | (176,000) |
| Other comprehensive income (loss), net of tax | 72,667 | (25,687) |
| Balance at end of period | (161,061) | (201,687) |
| Treasury stock at cost: | | |
| Balance at beginning of year | (206,987) | (207,081) |

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| | | |
|----------------------------|-------------|-------------|
| Purchase of common stock | (352) | |
| Reissuance of common stock | 1,772 | 548 |
| Balance at end of period | (205,567) | (206,533) |
| Total stockholders' equity | \$3,803,721 | \$3,636,024 |

Disclosure of changes in number of shares:

| | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|---------------------------------------------|-----------------------|----------------------|-----------------------|
| Preferred Stock: | | | |
| Balance at beginning and end of period | 7,475,000 | 7,475,000 | 7,475,000 |
| Common Stock Issued: | | | |
| Balance at beginning of year | 292,190,924 | 289,407,190 | 289,407,190 |
| Issued under the Dividend Reinvestment Plan | 792,486 | 858,905 | 653,142 |
| Issuance of common stock | | 1,885,380 | 1,885,380 |
| Stock options exercised | 10,064 | 39,449 | 32,237 |
| Balance at end of period | 292,993,474 | 292,190,924 | 291,977,949 |
| Treasury stock | (13,395,945) | (13,449,377) | (13,424,797) |
| Common Stock outstanding | 279,597,529 | 278,741,547 | 278,553,152 |

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

Table of Contents**POPULAR, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)**

| (In thousands) | Quarter ended September 30, | | Nine months ended September 30, | |
|--------------------------------------------------------------------------------------|--------------------------------|------------|------------------------------------|------------|
| | 2007 | 2006 | 2007 | 2006 |
| Net income | \$ 36,003 | \$ 82,160 | \$ 229,600 | \$ 298,044 |
| Other comprehensive income (loss), before tax: | | | | |
| Foreign currency translation adjustment | (966) | (150) | 2,014 | (467) |
| Adjustment of pension and postretirement benefit plans | | | (519) | |
| Unrealized gains (losses) on securities available-for-sale arising during the period | 156,462 | 192,674 | 100,493 | (23,150) |
| Reclassification adjustment for losses (gains) included in net income | 3 | (7,123) | (80) | (5,039) |
| Unrealized net losses on cash flows hedges | (2,065) | (4,992) | (1,117) | (1,082) |
| Reclassification adjustment for (gains) losses included in net income | (164) | 1,126 | (289) | 509 |
| Cumulative effect of accounting change | | | (243) | |
| | 153,270 | 181,535 | 100,259 | (29,229) |
| Income tax (expense) benefit | (39,514) | (48,433) | (27,592) | 3,542 |
| Total other comprehensive income (loss), net of tax | 113,756 | 133,102 | 72,667 | (25,687) |
| Comprehensive income | \$ 149,759 | \$ 215,262 | \$ 302,267 | \$ 272,357 |

Tax Effects Allocated to Each Component of Other Comprehensive Income:

| (In thousands) | Quarter ended September 30, | | Nine months ended September 30, | |
|--------------------------------------------------------------------------------------|--------------------------------|------------|------------------------------------|----------|
| | 2007 | 2006 | 2007 | 2006 |
| Underfunding of pension and postretirement benefit plans | | | \$ 180 | |
| Unrealized gains (losses) on securities available-for-sale arising during the period | (\$40,302) | (\$49,801) | (28,280) | \$ 3,348 |
| Reclassification adjustment for losses (gains) included in net income | (1) | 3 | 13 | (3) |
| Unrealized net losses on cash flows hedges | 723 | 1,807 | 371 | 425 |
| Reclassification adjustment for (gains) losses included in net income | 66 | (442) | 124 | (228) |
| Income tax (expense) benefit | (\$39,514) | (\$48,433) | (\$27,592) | \$ 3,542 |

Disclosure of accumulated other comprehensive loss:

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| (In thousands) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|----------------------------------------------------------|--------------------------|----------------------|-----------------------|
| Foreign currency translation adjustment | (\$34,687) | (\$36,701) | (\$36,782) |
| Minimum pension liability adjustment | | (3,893) | (2,354) |
| Tax effect | | 1,518 | 918 |
| Adoption of SFAS No. 158 | | 3,893 | |
| Tax effect | | (1,518) | |
| Net of tax amount | | | (1,436) |
| Underfunding of pension and postretirement benefit plans | (69,779) | (69,260) | |
| Tax effect | 27,214 | 27,034 | |
| Net of tax amount | (42,565) | (42,226) | |
| Unrealized losses on securities available-for-sale | (111,830) | (212,243) | (223,879) |
| Tax effect | 28,879 | 57,146 | 60,642 |
| Net of tax amount | (82,951) | (155,097) | (163,237) |
| Unrealized (losses) gains on cash flows hedges | (1,316) | 90 | (749) |
| Tax effect | 458 | (37) | 274 |
| Net of tax amount | (858) | 53 | (475) |
| Cumulative effect of accounting change, net of tax | | 243 | 243 |
| Accumulated other comprehensive loss, net of tax | (\$161,061) | (\$233,728) | (\$201,687) |

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

Table of Contents**POPULAR, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

| (In thousands) | Nine months ended September 30, | |
|-----------------------------------------------------------------------------------|---------------------------------|--------------|
| | 2007 | 2006 |
| Cash flows from operating activities: | | |
| Net income | \$ 229,600 | \$ 298,044 |
| Less: Impact of change in fiscal period of certain subsidiaries, net of tax | | (6,129) |
| Net income before change in fiscal period | 229,600 | 304,173 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization of premises and equipment | 59,558 | 63,805 |
| Provision for loan losses | 359,606 | 179,488 |
| Amortization of intangibles | 8,030 | 9,160 |
| Amortization and fair value adjustments of servicing assets | 34,941 | 43,309 |
| Net gain on sale and valuation adjustments of investment securities | (79,857) | (5,039) |
| Net gain on disposition of premises and equipment | (5,293) | (7,177) |
| Net gain on sale of loans and valuation adjustments on loans held-for-sale | (37,719) | (96,428) |
| Net amortization of premiums and accretion of discounts on investments | 15,801 | 19,060 |
| Net amortization of premiums and deferred loan origination fees and costs | 70,645 | 99,065 |
| Earnings from investments under the equity method | (19,514) | (9,081) |
| Stock options expense | 1,339 | 2,308 |
| Deferred income taxes | (94,581) | (19,630) |
| Net disbursements on loans held-for-sale | (4,007,301) | (4,963,647) |
| Acquisitions of loans held-for-sale | (474,269) | (1,188,844) |
| Proceeds from sale of loans held-for-sale | 3,475,817 | 5,559,968 |
| Net decrease in trading securities | 1,003,078 | 1,195,639 |
| Net increase in accrued income receivable | (42,675) | (44,311) |
| Net decrease in other assets | 30,507 | 67,881 |
| Net increase in interest payable | 4,586 | 41,257 |
| Net increase in postretirement benefit obligation | 2,407 | 3,028 |
| Net increase (decrease) in other liabilities | 18,645 | (88,160) |
| Total adjustments | 323,751 | 861,651 |
| Net cash provided by operating activities | 553,351 | 1,165,824 |
| Cash flows from investing activities: | | |
| Net (increase) decrease in money market investments | (266,954) | 204,322 |
| Purchases of investment securities: | | |
| Available-for-sale | (67,920) | (243,481) |
| Held-to-maturity | (17,026,831) | (20,847,771) |
| Other | (47,786) | (50,980) |

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| | | |
|---------------------------------------------------------------------------------------------------|-------------|-------------|
| Proceeds from calls, paydowns, maturities and redemptions of investment securities: | | |
| Available-for-sale | 1,066,304 | 1,560,612 |
| Held-to-maturity | 16,844,551 | 20,644,100 |
| Other | 17,071 | 72,611 |
| Proceeds from sale of investment securities available-for-sale | 37,352 | 198,191 |
| Proceeds from sale of other investment securities | 246,352 | |
| Net disbursements on loans | (1,137,982) | (877,628) |
| Proceeds from sale of loans | 16,367 | 759,518 |
| Acquisition of loan portfolios | (22,312) | (291,330) |
| Assets acquired, net of cash | (2,378) | (2,752) |
| Mortgage servicing rights purchased | (25,596) | (18,723) |
| Acquisition of premises and equipment | (69,607) | (85,415) |
| Proceeds from sale of premises and equipment | 29,501 | 39,031 |
| Proceeds from sale of foreclosed assets | 113,776 | 99,928 |
| Net cash (used in) provided by investing activities | (296,092) | 1,160,233 |
| Cash flows from financing activities: | | |
| Net increase in deposits | 2,150,668 | 494,091 |
| Net increase (decrease) in federal funds purchased and assets sold under agreements to repurchase | 524,858 | (1,770,146) |
| Net decrease in other short-term borrowings | (2,619,228) | (97,642) |
| Payments of notes payable | (1,245,332) | (1,822,303) |
| Proceeds from issuance of notes payable | 821,087 | 777,171 |
| Dividends paid | (142,898) | (140,765) |
| Proceeds from issuance of common stock | 12,836 | 51,895 |
| Treasury stock acquired | (352) | |
| Net cash used in financing activities | (498,361) | (2,507,699) |
| Cash effect of change in fiscal period of certain subsidiaries | | 11,914 |
| Net decrease in cash and due from banks | (241,102) | (169,728) |
| Cash and due from banks at beginning of period | 950,158 | 906,397 |
| Cash and due from banks at end of period | \$ 709,056 | \$ 736,669 |

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

Table of Contents**Notes to Unaudited Consolidated Financial Statements****Note 1 Nature of Operations and Basis of Presentation**

Popular, Inc. (the Corporation or Popular) is a diversified, publicly-owned financial holding company subject to the supervision and regulation of the Board of Governors of the Federal Reserve System. The Corporation is a full service financial services provider based in Puerto Rico with operations in Puerto Rico, the United States, the Caribbean and Latin America. As the leading financial institution in Puerto Rico, the Corporation offers retail and commercial banking services through its principal banking subsidiary, Banco Popular de Puerto Rico (BPPR), as well as auto and equipment leasing and financing, mortgage loans, consumer lending, investment banking, broker-dealer and insurance services through specialized subsidiaries. In the United States, the Corporation has established a community banking franchise providing a broad range of financial services and products to the communities it serves. Banco Popular North America (BPNA) operates branches in New York, California, Illinois, New Jersey, Florida and Texas, while E-LOAN provides online consumer direct lending for obtaining mortgage, auto and home equity loans, and provides an online platform to raise deposits for BPNA. Popular Financial Holdings (PFH) offers mortgage and personal loans and provides mortgage loan servicing. The Corporation, through its transaction processing company, EVERTEC, continues to use its expertise in technology as a competitive advantage in its expansion throughout the United States, the Caribbean and Latin America, as well as internally servicing many of its subsidiaries' system infrastructures and transactional processing businesses. Note 21 to the consolidated financial statements presents further information about the Corporation's business segments.

The unaudited consolidated financial statements include the accounts of Popular, Inc. and its majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The Corporation also consolidates the variable interest entities for which it is the primary beneficiary and, therefore, will absorb the majority of the entity's expected losses, receive a majority of the entity's expected returns, or both. These unaudited statements are, in the opinion of management, a fair statement of the results for the periods reported and include all necessary adjustments, all of a normal recurring nature, for a fair statement of such results. Certain reclassifications have been made to the prior period consolidated financial statements to conform to the 2007 presentation.

The statement of condition data as of December 31, 2006 was derived from audited financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted from the statements presented as of September 30, 2007, December 31, 2006 and September 30, 2006 pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, these financial statements should be read in conjunction with the audited consolidated financial statements of the Corporation for the year ended December 31, 2006, included in the Corporation's 2006 Annual Report. The Corporation's Form 10-K filed on March 1, 2007 incorporates by reference the 2006 Annual Report.

SUBSEQUENT EVENTS**Sale of BPNA's Retail Bank Branches in Houston**

On October 22, 2007, the Corporation announced the signing of a definitive agreement to sell the six Houston retail bank branches of BPNA to Prosperity Bank. Prosperity Bank has agreed to pay a premium of 10.10% for approximately \$140 million in deposits, as well as purchase certain loans and other assets attributable to the branches. Prosperity Bank also agreed to retain all branch-based employees of BPNA's Houston locations as part of the transaction. BPNA will continue to operate its mortgage business based in Houston as well as its franchise and small business lending activities in Texas. BPNA will also continue to maintain a retail branch in Arlington, Texas. The agreement was approved by the Boards of Directors of both banks and is expected to close during the fourth quarter of 2007. The transaction is subject to certain customary closing conditions, including receipt of regulatory approvals.

E-LOAN Restructuring Plan

On November 5, 2007, the Board of Directors of Popular adopted a Restructuring Plan for its internet financial services subsidiary E-LOAN (the E-LOAN's Restructuring Plan).

Considering the losses in the operation of E-LOAN, market conditions and other factors, the Board of Directors approved a substantial reduction of marketing and personnel costs at E-LOAN. This change will include concentrating

marketing investment toward the internet and the origination of first mortgage loans that are actually being sold to Government Sponsored Entities (GSEs). The E-LOAN Restructuring Plan continues to promote the expansion of the Internet deposit gathering initiative with BPNA.

The cost-control plan initiative at the E-LOAN subsidiary will result in the elimination of approximately 513 positions out of a total of 771 and will be substantially accomplished in the fourth quarter of 2007. As a result of the E-LOAN Restructuring Plan, operating expenses are expected to be reduced by approximately \$79 million for 2008. E-LOAN's estimated net losses for the year ended December 31, 2008 are expected to decline by \$28 million, resulting principally from the reduction in operating expenses, partially offset by the related tax impact and by lower volume of loan originations in certain business channels that are impacted by this plan.

It is expected that this Plan will result in estimated restructuring charges as follows:

| (In millions) | Fourth Quarter 2007 | |
|-------------------------------------------------------|------------------------|----------|
| Severance | \$ | 4.4 |
| Stay and retention bonuses | | 0.2 |
| Lease terminations | | 4.2 |
| Total restructuring charges | | 8.8 |
| Impairment of long-lived assets | | 12.3 |
| Impairment charges on definite-life intangible assets | | 3.1 |
| Total estimated charges | \$ | 24.2 |

These estimates are preliminary as management continues to work on the E-LOAN Restructuring Plan. Further, the Corporation is currently evaluating whether this change in E-LOAN's business model could result in impairment in the value of its recorded goodwill and trademark. As of September 30, 2007, E-LOAN's accounting records reflect \$164 million in goodwill and \$64 million in trademark. The impairment valuation analysis is to be completed in the fourth quarter of 2007. Any impairment charge will not impact the regulatory capital ratios of the Corporation or its liquidity since it would be a non-cash transaction.

Table of Contents**Note 2 Recent Accounting Developments***SFAS No. 155 Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140*

In February 2006, the FASB issued SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments* an amendment of FASB Statements No. 133 and 140. SFAS No. 155 permits companies to elect, on a transaction-by-transaction basis, to apply a fair value measurement to hybrid financial instruments that contain an embedded derivative that would otherwise require bifurcation under SFAS No. 133. This statement also clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133, establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, and amends SFAS No. 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. The adoption of SFAS No. 155 in 2007 did not have a material impact on the Corporation's consolidated financial statements during the nine months ended September 30, 2007.

SFAS No. 156 Accounting for Servicing of Financial Assets an amendment of FASB Statement No. 140

SFAS No. 156 requires that all separately recognized servicing assets and liabilities be initially measured at fair value, if practicable. For subsequent measurements, SFAS No. 156 permits companies to choose between using an amortization method or a fair value measurement method for reporting purposes by class of servicing asset or liability. The Corporation adopted SFAS No. 156 in January 2007. The Corporation elected the fair value measurement for mortgage servicing rights (MSRs). Servicing rights associated with Small Business Administration (SBA) commercial loans will continue to be accounted for at the lower of cost or market method. The initial impact of adoption of the fair value measurement for MSRs during the first quarter of 2007 was included as a cumulative effect of a change in accounting principle directly in stockholders' equity and resulted in a net increase in stockholders' equity of approximately \$9.6 million, net of deferred taxes. Refer to Note 7 to the consolidated financial statements for required SFAS No. 156 disclosures.

FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN 48)

In 2006, the FASB issued FIN 48, which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition related to income taxes. The accounting provisions of FIN 48 were effective for the Corporation beginning in the first quarter of 2007. Based on management's assessment, there was no impact on retained earnings as of January 1, 2007 due to the initial application of the provisions of FIN 48. Also, as a result of the implementation, the Corporation did not recognize any change in the liability for unrecognized tax benefits. Refer to Note 14 to the consolidated financial statements for further information on the impact of FIN 48.

EITF Issue No. 06-03 How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation) (EITF 06-03)

EITF 06-03 provides that the presentation of taxes assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer on either a gross basis (included in revenues and costs) or on a net basis (excluded from revenues) is an accounting policy decision that should be disclosed. The Corporation adopted the EITF 06-03 guidance in the first quarter of 2007. The Corporation's accounting policy is to account on a net basis for the taxes collected from customers and remitted to governmental authorities on a net basis. The corresponding amounts recognized in the consolidated financial statements are not significant.

Table of Contents*EITF Issue No. 06-5 Accounting for Purchases of Life Insurance Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance (EITF 06-5)*

EITF 06-5 focuses on how an entity should determine the amount that could be realized under the insurance contract at the balance sheet date in applying FTB 85-4, and whether the determination should be on an individual or group policy basis. At the September 2006 meeting, the Task Force affirmed as a final consensus that the cash surrender value and any additional amounts provided by the contractual terms of the insurance policy that are realizable at the balance sheet date should be considered in determining the amount that could be realized under FTB 85-4, and any amounts that are not immediately payable in cash to the policyholder should be discounted to their present value.

Additionally, the Task Force affirmed as a final consensus the tentative conclusion that in determining the amount that could be realized, companies should assume that policies will be surrendered on an individual-by-individual basis, rather than surrendering the entire group policy. Also, the Task Force reached a consensus that contractual limitations on the ability to surrender a policy do not affect the amount to be reflected under FTB 85-4, but, if significant, the nature of those restrictions should be disclosed. The Corporation adopted the EITF 06-5 guidance in the first quarter of 2007 and as a result recorded a \$0.9 million cumulative effect adjustment to beginning retained earnings (reduction of capital) for the existing bank-owned life insurance arrangement.

SFAS No. 157 Fair Value Measurements

SFAS No. 157, issued in September 2006, defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. SFAS No. 157 requires companies to disclose the fair value of their financial instruments according to a fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets carried at fair value will be classified and disclosed in one of the three categories in accordance with the hierarchy. The three levels of the fair value hierarchy are: (1) quoted market prices for identical assets or liabilities in active markets; (2) observable market-based inputs or unobservable inputs that are corroborated by market data; and (3) unobservable inputs that are not corroborated by market data. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Corporation will adopt the provisions of SFAS No. 157 commencing with the first quarter of 2008. The Corporation is evaluating the impact that this accounting pronouncement may have on its consolidated financial statements and disclosures.

SFAS No. 159 Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS No. 159, which provides companies with an option to report selected financial assets and liabilities at fair value. The election to measure a financial asset or liability at fair value can be made on an instrument-by-instrument basis and is irrevocable. The difference between the carrying amount and the fair value at the election date is recorded as a transition adjustment to opening retained earnings. Subsequent changes in fair value are recognized in earnings. The statement also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The new statement does not eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in FASB Statements No. 157, *Fair Value Measurements*, and No. 107, *Disclosures about Fair Value of Financial Instrument*. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of SFAS No. 157. The Corporation will adopt the provisions of SFAS No. 159 commencing in January 2008. Management is evaluating the impact that this accounting standard may have on its consolidated financial statements and disclosures.

FSP FIN No. 39-1 Amendment of FASB Interpretation No. 39

In April 2007, the FASB issued Staff Position FSP FIN No. 39-1 which defines right of setoff and specifies what conditions must be met for a derivative contract to qualify for this right of setoff. It also addresses the applicability of a right of setoff to derivative instruments and clarifies the circumstances in which it is appropriate to offset amounts recognized for those instruments in the statement of financial position. In addition, this FSP permits the offsetting of fair value amounts recognized for multiple derivative instruments executed with the same counterparty under a master

netting arrangement and fair value amounts recognized for the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) arising from the same master netting arrangement as

Table of Contents

the derivative instruments. This interpretation is effective for fiscal years beginning after November 15, 2007, with early application permitted. The adoption of FSP FIN No. 39-1 is not expected to have a material impact on the Corporation's consolidated financial statements and disclosures.

SOP 07-01 Clarification of the Scope of the Audit and Accounting Guide Investment Companies and Accounting by Parent Companies and Equity Method Investors for Investments in Investment Companies

The Statement of Position (SOP) 07-01 issued in June 2007 provides guidance for determining whether an entity is within the scope of the American Institute of Certified Public Accountants (AICPA) Audit and Accounting Guide for Investment Companies (the AICPA Guide). Additionally, it provides guidance as to whether a parent company or an equity method investor can apply the specialized industry accounting principles of the AICPA Guide. SOP 07-01 is effective for fiscal years beginning on or after December 15, 2007. On October 17, 2007, the FASB agreed to propose an indefinite delay of the effective dates of SOP 07-01 and, for entities that meet the definition of an investment company in SOP 07-01, of FSP FIN 46(R)-7, *Application of FASB Interpretation No. 46(R) to Investment Companies* . The proposed delays, which will be exposed for comment for 30 days, will enable the FASB to add a project to its technical agenda to address the implementation issues that have arisen and possibly revise SOP 07-01. Until that occurs, affected entities should continue to follow existing guidance. Nevertheless, management is evaluating the impact, if any, that the adoption of SOP 07-01 may have on its consolidated financial statements and disclosures.

FSP FIN No. 46(R) 7 Application of FASB Interpretation No. 46(R) to Investment Companies

In May 2007, the FASB issued Staff Position FSP FIN No. 46 (R) 7 , which amends the scope of the exception to FIN No. 46 (R) to indicate that investments accounted for at fair value in accordance with the specialized accounting guidance in the AICPA Guide, are not subject to consolidation under FIN No. 46 (R). This interpretation is effective for fiscal years beginning on or after December 15, 2007. Management is evaluating the impact, if any, that the adoption of this interpretation may have on its consolidated financial statements and disclosures. Also, management is considering the guidance of SOP 07-01 which was previously described that considers an indefinite delay on its implementation until further notification by the FASB.

Note 3 Restrictions on Cash and Due from Banks and Highly-Liquid Securities

The Corporation's subsidiary banks are required by federal and state regulatory agencies to maintain average reserve balances with the Federal Reserve Bank or with a correspondent bank. Those required average reserve balances were approximately \$588 million at September 30, 2007 (December 31, 2006 \$621 million; September 30, 2006 \$591 million). Cash and due from banks as well as other short-term, highly-liquid securities are used to cover the required average reserve balances.

In compliance with rules and regulations of the Securities and Exchange Commission, at September 30, 2007, the Corporation had securities with a market value of \$397 thousand (December 31, 2006 - \$445 thousand; September 30, 2006 \$445 thousand) segregated in a special reserve bank account for the benefit of brokerage customers of its broker-dealer subsidiary. These securities are classified in the consolidated statement of condition within the other trading securities category.

As required by the Puerto Rico International Banking Center Law, at September 30, 2007, December 31, 2006, and September 30, 2006, the Corporation maintained separately for its two international banking entities (IBEs), \$600 thousand in time deposits, equally divided for the two IBEs, which were considered restricted assets.

As part of a line of credit facility with a financial institution, at September 30, 2007, the Corporation maintained restricted cash of \$1.9 million as collateral (December 31, 2006 \$1.9 million; September 30, 2006 \$1.9 million). The cash is being held in certificates of deposits which mature in less than 90 days. The line of credit is used to support letters of credit.

Table of Contents**Note 4 Pledged Assets**

Certain securities and loans were pledged to secure public and trust deposits, assets sold under agreements to repurchase, borrowings and other available credit facilities. The classification and carrying amount of the Corporation's pledged assets, in which the secured parties are not permitted to sell or repledge the collateral, were as follows:

| (In thousands) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|------------------------------------------|-----------------------|----------------------|-----------------------|
| Investment securities available-for-sale | \$ 3,222,644 | \$ 2,645,272 | \$ 2,882,589 |
| Investment securities held-to-maturity | 340 | 658 | 659 |
| Loans held-for-sale | 41,266 | 332,058 | 20,838 |
| Loans held-in-portfolio | 11,482,585 | 10,260,198 | 10,642,884 |
| | \$14,746,835 | \$13,238,186 | \$13,546,970 |

Pledged securities and loans in which the creditor has the right by custom or contract to repledge are presented separately in the consolidated statements of condition.

Note 5 Investment Securities Available-For-Sale

The amortized cost, gross unrealized gains and losses and approximate market value (or fair value for certain investment securities where no market quotations are available) of investment securities available-for-sale as of September 30, 2007, December 31, 2006 and September 30, 2006 were as follows:

| (In thousands) | Amortized Cost | AS OF SEPTEMBER 30, 2007 | | Market Value |
|------------------------------------------------------------------|-------------------|------------------------------|-------------------------------|-----------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| U.S. Treasury securities | \$ 497,893 | \$ 41 | \$ 22,114 | \$ 475,820 |
| Obligations of U.S. Government sponsored entities | 5,871,339 | 2,628 | 55,613 | 5,818,354 |
| Obligations of Puerto Rico, States and political subdivisions | 109,289 | 420 | 2,871 | 106,838 |
| Collateralized mortgage obligations | 1,479,951 | 3,216 | 13,798 | 1,469,369 |
| Mortgage-backed securities | 969,023 | 3,190 | 22,738 | 949,475 |
| Equity securities | 46,100 | 1,780 | 6,598 | 41,282 |
| Others | 16,730 | 627 | | 17,357 |
| | \$8,990,325 | \$11,902 | \$123,732 | \$8,878,495 |

| (In thousands) | Amortized Cost | AS OF DECEMBER 31, 2006 | | Market Value |
|------------------------------------------------------|-------------------|------------------------------|-------------------------------|-----------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| U.S. Treasury securities | \$ 504,653 | | \$ 29,818 | \$ 474,835 |
| Obligations of U.S. Government sponsored entities | 6,603,252 | \$ 57 | 147,524 | 6,455,785 |

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| | | | | |
|---------------------------------------------------------------|--------------|----------|-----------|-------------|
| Obligations of Puerto Rico, States and political subdivisions | 118,214 | 265 | 3,537 | 114,942 |
| Collateralized mortgage obligations | 1,657,613 | 4,904 | 17,191 | 1,645,326 |
| Mortgage-backed securities | 1,061,850 | 1,458 | 26,492 | 1,036,816 |
| Equity securities | 70,954 | 6,692 | 3,901 | 73,745 |
| Others | 46,326 | 3,087 | | 49,413 |
| | \$10,062,862 | \$16,463 | \$228,463 | \$9,850,862 |

13

Table of Contents

| (In thousands) | AS OF SEPTEMBER 30, 2006 | | | |
|------------------------------------------------------------------|--------------------------|------------------------------|-------------------------------|-----------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Market Value |
| U.S. Treasury securities | \$ 521,885 | | \$ 28,418 | \$ 493,467 |
| Obligations of U.S. Government sponsored entities | 6,776,956 | \$ 178 | 154,923 | 6,622,211 |
| Obligations of Puerto Rico, States and political subdivisions | 119,999 | 308 | 3,927 | 116,380 |
| Collateralized mortgage obligations | 1,725,068 | 5,031 | 17,198 | 1,712,901 |
| Mortgage-backed securities | 1,099,321 | 1,412 | 29,535 | 1,071,198 |
| Equity securities | 70,987 | 4,938 | 3,109 | 72,816 |
| Others | 67,745 | 2,289 | 682 | 69,352 |
| | \$ 10,381,961 | \$ 14,156 | \$ 237,792 | \$ 10,158,325 |

The table below shows the Corporation's gross unrealized losses and market value of investment securities available-for-sale, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2007, December 31, 2006 and September 30, 2006.

| (In thousands) | AS OF SEPTEMBER 30, 2007 | | |
|------------------------------------------------------------------|--------------------------|-------------------------------|-----------------|
| | Less than 12 Months | | |
| | Amortized Cost | Gross Unrealized Losses | Market Value |
| Obligations of U.S. Government sponsored entities | \$ 106,914 | \$ 3,960 | \$ 102,954 |
| Obligations of Puerto Rico, States and political subdivisions | 22,680 | 411 | 22,269 |
| Collateralized mortgage obligations | 283,814 | 1,869 | 281,945 |
| Mortgage-backed securities | 22,328 | 399 | 21,929 |
| Equity securities | 22,638 | 6,572 | 16,066 |
| | \$ 458,374 | \$ 13,211 | \$ 445,163 |
| (In thousands) | 12 months or more | | |
| | Amortized Cost | Gross Unrealized Losses | Market Value |
| U.S. Treasury securities | \$ 478,436 | \$ 22,114 | \$ 456,322 |
| Obligations of U.S. Government sponsored entities | 5,212,523 | 51,653 | 5,160,870 |
| Obligations of Puerto Rico, States and political subdivisions | 50,235 | 2,460 | 47,775 |
| Collateralized mortgage obligations | 576,852 | 11,929 | 564,923 |
| Mortgage-backed securities | 818,782 | 22,339 | 796,443 |
| Equity securities | 300 | 26 | 274 |

\$7,137,128

\$110,521

\$7,026,607

Table of Contents

| (In thousands) | Amortized Cost | Total Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|----------------------------------------|-----------------|
| U.S. Treasury securities | \$ 478,436 | \$ 22,114 | \$ 456,322 |
| Obligations of U.S. Government sponsored entities | 5,319,437 | 55,613 | 5,263,824 |
| Obligations of Puerto Rico, States and political subdivisions | 72,915 | 2,871 | 70,044 |
| Collateralized mortgage obligations | 860,666 | 13,798 | 846,868 |
| Mortgage-backed securities | 841,110 | 22,738 | 818,372 |
| Equity securities | 22,938 | 6,598 | 16,340 |
| | \$7,595,502 | \$ 123,732 | \$7,471,770 |

AS OF DECEMBER 31, 2006

Less than 12 Months

| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|-------------------------------|-----------------|
| U.S. Treasury securities | \$ 19,421 | \$ 134 | \$ 19,287 |
| Obligations of U.S. Government sponsored entities | 425,076 | 4,345 | 420,731 |
| Obligations of Puerto Rico, States and political subdivisions | 21,426 | 259 | 21,167 |
| Collateralized mortgage obligations | 501,705 | 4,299 | 497,406 |
| Mortgage-backed securities | 28,958 | 484 | 28,474 |
| Equity securities | 11,180 | 3,699 | 7,481 |
| | \$1,007,766 | \$ 13,220 | \$994,546 |

12 months or more

| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|-------------------------------|-----------------|
| U.S. Treasury securities | \$ 485,232 | \$ 29,684 | \$ 455,548 |
| Obligations of U.S. Government sponsored entities | 6,097,274 | 143,179 | 5,954,095 |
| Obligations of Puerto Rico, States and political subdivisions | 55,238 | 3,278 | 51,960 |
| Collateralized mortgage obligations | 564,217 | 12,892 | 551,325 |
| Mortgage-backed securities | 954,293 | 26,008 | 928,285 |
| Equity securities | 300 | 202 | 98 |
| | \$8,156,554 | \$215,243 | \$7,941,311 |

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| (In thousands) | Amortized Cost | Total Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|----------------------------------------|-----------------|
| U.S. Treasury securities | \$ 504,653 | \$ 29,818 | \$ 474,835 |
| Obligations of U.S. Government sponsored entities | 6,522,350 | 147,524 | 6,374,826 |
| Obligations of Puerto Rico, States and political subdivisions | 76,664 | 3,537 | 73,127 |
| Collateralized mortgage obligations | 1,065,922 | 17,191 | 1,048,731 |
| Mortgage-backed securities | 983,251 | 26,492 | 956,759 |
| Equity securities | 11,480 | 3,901 | 7,579 |
| | \$9,164,320 | \$228,463 | \$8,935,857 |

15

Table of Contents

| AS OF SEPTEMBER 30, 2006 | | | |
|---------------------------------------------------------------|-------------------|-------------------------------|-----------------|
| Less than 12 Months | | | |
| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
| U.S. Treasury securities | \$ 19,410 | \$ 91 | \$ 19,319 |
| Obligations of U.S. Government sponsored entities | 443,593 | 4,348 | 439,245 |
| Obligations of Puerto Rico, States and political subdivisions | 26,398 | 375 | 26,023 |
| Collateralized mortgage obligations | 507,121 | 4,037 | 503,084 |
| Mortgage-backed securities | 165,200 | 2,363 | 162,837 |
| Equity securities | 46,811 | 2,811 | 44,000 |
| Others | 10,360 | 682 | 9,678 |
| | \$1,218,893 | \$14,707 | \$1,204,186 |
| 12 months or more | | | |
| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
| U.S. Treasury securities | \$ 502,475 | \$ 28,327 | \$ 474,148 |
| Obligations of U.S. Government sponsored entities | 6,254,447 | 150,575 | 6,103,872 |
| Obligations of Puerto Rico, States and political subdivisions | 53,305 | 3,552 | 49,753 |
| Collateralized mortgage obligations | 576,660 | 13,161 | 563,499 |
| Mortgage-backed securities | 858,717 | 27,172 | 831,545 |
| Equity securities | 300 | 298 | 2 |
| | \$8,245,904 | \$223,085 | \$8,022,819 |
| Total | | | |
| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
| U.S. Treasury securities | \$ 521,885 | \$ 28,418 | \$ 493,467 |
| Obligations of U.S. Government sponsored entities | 6,698,040 | 154,923 | 6,543,117 |
| Obligations of Puerto Rico, States and political subdivisions | 79,703 | 3,927 | 75,776 |
| Collateralized mortgage obligations | 1,083,781 | 17,198 | 1,066,583 |
| Mortgage-backed securities | 1,023,917 | 29,535 | 994,382 |
| Equity securities | 47,111 | 3,109 | 44,002 |
| Others | 10,360 | 682 | 9,678 |

| | | |
|-------------|-----------|-------------|
| \$9,464,797 | \$237,792 | \$9,227,005 |
|-------------|-----------|-------------|

At September 30, 2007, Obligations of Puerto Rico, States and political subdivisions include approximately \$55 million in Commonwealth of Puerto Rico Appropriation Bonds (Appropriation Bonds) the rating on which was downgraded in May 2006 by Moody s Investors Service (Moody s) to Ba1, one notch below investment grade. Standard & Poor s (S&P), another nationally-recognized credit rating agency, rated the Appropriation Bonds BBB-, which is still considered investment grade. As of September 30, 2007, these Appropriation Bonds represented approximately \$2.2 million in unrealized losses in the Corporation s available-for-sale investment securities portfolio. The Corporation is closely monitoring the political and economic situation of the Island as part of its evaluation of its available-for-sale portfolio for any declines in value that management may consider being other-than-temporary.

16

Table of Contents

Management has the intent and ability to hold these investments for a reasonable period of time for a forecasted recovery of fair value up to (or beyond) the cost of these investments.

The unrealized loss positions of available-for-sale securities at September 30, 2007, except for the obligations of the Puerto Rico government described above are primarily associated with U.S. government sponsored entities, and to a lesser extent, U.S. Treasury obligations and U.S. Agency and government sponsored-issued mortgage-backed securities and collateralized mortgage obligations. The vast majority of these securities are rated the equivalent of AAA by the major rating agencies. The investment portfolio is structured primarily with highly-liquid securities, which possess a large and efficient secondary market. Valuations are performed at least on a quarterly basis using third party providers and dealer quotes. Management believes that the unrealized losses in these available-for-sale securities at September 30, 2007 are temporary and are substantially related to market interest rate fluctuations and not to the deterioration in the creditworthiness of the issuers. Also, management has the intent and ability to hold these investments for a reasonable period of time for a forecasted recovery of fair value up to (or beyond) the cost of these investments.

During the nine months ended September 30, 2007, the Corporation recognized through earnings approximately \$32.7 million in losses on residual interests classified as available-for-sale (\$2.0 million for the third quarter of 2007) and \$7.6 million in losses on equity securities that management considered to be other-than-temporarily impaired. The equity securities that generated this other-than-temporary impairment in the first quarter of 2007 were sold in the second quarter of 2007.

The following table states the names of issuers and the aggregate amortized cost and market value of the securities of such issuer (includes available-for-sale and held-to-maturity securities), when the aggregate amortized cost of such securities exceeds 10% of stockholders' equity. This information excludes securities of the U.S. Government agencies and corporations. Investments in obligations issued by a state of the U.S. and its political subdivisions and agencies, which are payable and secured by the same source of revenue or taxing authority, other than the U.S. Government, are considered securities of a single issuer.

| (In thousands) | September 30, 2007 | | December 31, 2006 | | September 30, 2006 | |
|----------------|--------------------|--------------|-------------------|--------------|--------------------|--------------|
| | Amortized Cost | Market Value | Amortized Cost | Market Value | Amortized Cost | Market Value |
| FNMA | \$1,184,225 | \$1,169,857 | \$1,539,651 | \$1,517,525 | \$1,594,165 | \$1,570,842 |
| FHLB | 5,841,614 | 5,788,544 | 6,230,841 | 6,086,885 | 6,621,836 | 6,470,786 |
| Freddie Mac | 954,598 | 944,533 | 1,149,185 | 1,134,853 | 1,195,093 | 1,178,715 |

Note 6 Investment Securities Held-to-Maturity

The amortized cost, gross unrealized gains and losses and approximate market value (or fair value for certain investment securities where no market quotations are available) of investment securities held-to-maturity as of September 30, 2007, December 31, 2006 and September 30, 2006 were as follows:

| (In thousands) | AS OF SEPTEMBER 30, 2007 | | | |
|---------------------------------------------------------------|--------------------------|------------------------|-------------------------|--------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Market Value |
| Obligations of U.S. Government sponsored entities | \$196,190 | | \$ 71 | \$196,119 |
| Obligations of Puerto Rico, States and political subdivisions | 71,465 | \$1,400 | 148 | 72,717 |
| Collateralized mortgage obligations | 331 | | 18 | 313 |
| Others | 11,281 | | 358 | 10,923 |

\$279,267 \$1,400 \$595 \$280,072

Table of Contents

| (In thousands) | AS OF DECEMBER 31, 2006 | | | |
|---------------------------------------------------------------|-------------------------|------------------------------|-------------------------------|-----------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Market Value |
| Obligations of U.S. Government sponsored entities | \$ 3,017 | | | \$ 3,017 |
| Obligations of Puerto Rico, States and political subdivisions | 72,152 | \$1,559 | \$161 | 73,550 |
| Collateralized mortgage obligations | 381 | | 21 | 360 |
| Others | 15,790 | 60 | 13 | 15,837 |
| | \$91,340 | \$1,619 | \$195 | \$92,764 |

| (In thousands) | AS OF SEPTEMBER 30, 2006 | | | |
|---------------------------------------------------------------|--------------------------|------------------------------|-------------------------------|-----------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Market Value |
| Obligations of U.S. Government sponsored entities | \$269,683 | | \$ 34 | \$269,649 |
| Obligations of Puerto Rico, States and political subdivisions | 72,154 | \$1,605 | 158 | 73,601 |
| Collateralized mortgage obligations | 409 | | 22 | 387 |
| Others | 15,184 | 43 | 15 | 15,212 |
| | \$357,430 | \$1,648 | \$229 | \$358,849 |

The following table shows the Corporation's gross unrealized losses and fair value of investment securities held-to-maturity, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2007, December 31, 2006 and September 30, 2006:

| (In thousands) | AS OF SEPTEMBER 30, 2007 | | |
|---------------------------------------------------------------|--------------------------|-------------------------------|-----------------|
| | Less than 12 months | | |
| | Amortized Cost | Gross Unrealized Losses | Market Value |
| Obligations of U.S. Government sponsored entities | \$196,190 | \$ 71 | \$196,119 |
| Obligations of Puerto Rico, States and political subdivisions | 1,545 | 24 | 1,521 |
| Others | 6,225 | 354 | 5,871 |
| | \$203,960 | \$449 | \$203,511 |
| | 12 months or more | | |
| | Amortized | Gross Unrealized | Market |

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| (In thousands) | Cost | Losses | Value |
|---------------------------------------------------------------|----------|--------|----------|
| Obligations of Puerto Rico, States and political subdivisions | \$23,460 | \$124 | \$23,336 |
| Collateralized mortgage obligations | 331 | 18 | 313 |
| Others | 1,250 | 4 | 1,246 |
| | \$25,041 | \$146 | \$24,895 |

18

Table of Contents

| (In thousands) | Amortized Cost | Total Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|----------------------------------------|-----------------|
| Obligations of U.S. Government sponsored entities | \$ 196,190 | \$ 71 | \$ 196,119 |
| Obligations of Puerto Rico, States and political subdivisions | 25,005 | 148 | 24,857 |
| Collateralized mortgage obligations | 331 | 18 | 313 |
| Others | 7,475 | 358 | 7,117 |
| | \$ 229,001 | \$ 595 | \$ 228,406 |

AS OF DECEMBER 31, 2006

12 months or more and Total

| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|-------------------------------|-----------------|
| Obligations of Puerto Rico, States and political subdivisions | \$26,623 | \$ 161 | \$26,462 |
| Collateralized mortgage obligations | 381 | 21 | 360 |
| Others | 1,250 | 13 | 1,237 |
| | \$28,254 | \$ 195 | \$28,059 |

AS OF SEPTEMBER 30, 2006

Less than 12 months

| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|-------------------------------|-----------------|
| Obligations of U.S. Government sponsored entities | \$269,683 | \$ 34 | \$269,649 |
| Obligations of Puerto Rico, States and political subdivisions | 2,110 | 3 | 2,107 |
| | \$271,793 | \$ 37 | \$271,756 |

12 months or more

| (In thousands) | Amortized Cost | Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|-------------------------------|-----------------|
| Obligations of Puerto Rico, States and political subdivisions | \$2,534 | \$ 155 | \$2,379 |
| Collateralized mortgage obligations | 409 | 22 | 387 |
| Others | 1,250 | 15 | 1,235 |
| | \$4,193 | \$ 192 | \$4,001 |

| (In thousands) | Amortized Cost | Total Gross Unrealized Losses | Market Value |
|---------------------------------------------------------------|-------------------|----------------------------------------|-----------------|
| Obligations of U.S. Government sponsored entities | \$269,683 | \$ 34 | \$269,649 |
| Obligations of Puerto Rico, States and political subdivisions | 4,644 | 158 | 4,486 |
| Collateralized mortgage obligations | 409 | 22 | 387 |
| Others | 1,250 | 15 | 1,235 |
| | \$275,986 | \$229 | \$275,757 |

Table of Contents

Management believes that the unrealized losses in the held-to-maturity portfolio at September 30, 2007 are temporary and are substantially related to market interest rate fluctuations and not to deterioration in the creditworthiness of the issuers. Management has the intent and ability to hold these investments until maturity.

Note 7 Mortgage Servicing Rights

The Corporation recognizes as assets the rights to service loans for others, whether these rights are purchased or result from asset transfers (sales and securitizations). Commencing in 2007 and in accordance with SFAS No. 156, the Corporation no longer records servicing rights in connection with on-balance sheet mortgage loan securitizations. Effective January 1, 2007, under SFAS No. 156, the Corporation identified servicing rights related to residential mortgage loans as a class of servicing rights and elected to apply fair value accounting to these mortgage servicing rights (MSRs). These MSRs are segregated between loans serviced by PFH and by the Corporation's banking subsidiaries. Fair value determination is performed on a subsidiary basis, with assumptions varying in accordance with the types of assets or markets served (i.e. PFH primarily subprime mortgage loans Vs. banking subsidiaries primarily conforming loans). Servicing rights associated with Small Business Administration (SBA) commercial loans, the other class of servicing assets held by the Corporation, will continue to be accounted for at the lower of cost or market method.

Classes of servicing rights were determined based on the different markets or types of assets served. Management also considered trends in the markets and elections by other major participants in the industries served in determining the accounting methodology to be followed for the different types of servicing rights.

Under the fair value accounting method of SFAS No. 156, purchased MSRs and MSRs resulting from asset transfers are capitalized and carried at fair value. Prior to the adoption of SFAS No. 156, the Corporation capitalized purchased residential MSRs at cost, and MSRs from asset transfers based on the relative fair value of the servicing right and the residential mortgage loan at the time of sale. Prior to SFAS No. 156, both purchased MSRs and MSRs from asset transfers were accounted for at quarter-end at the lower of cost or market value.

Effective January 1, 2007, upon the remeasurement of the MSRs at fair value in accordance with SFAS No. 156, the Corporation recorded a cumulative effect adjustment to increase the 2007 beginning balance of MSRs by \$15.3 million, which resulted in a \$9.6 million, net of tax, increase in the retained earnings account of stockholders equity. The table below reconciles the balance of MSRs as of December 31, 2006 and January 1, 2007.

| | Banking subsidiaries | PFH | Total |
|------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----|-------|
| (a) The remeasurement effect, net of deferred taxes, amounted to \$9.6 million on a consolidated basis. | | | |

At the end of each quarter, the Corporation uses a discounted cash flow model to estimate the fair value of MSRs, which is benchmarked against third party opinions of fair value. The discounted cash flow model incorporates assumptions that market participants would use in estimating future net servicing income, including estimates of prepayment speeds, discount rate, cost to service, escrow account earnings, contractual servicing fee income, prepayment and late fees, among other considerations. The Corporation uses assumptions in the model that it believes are comparable to those used by brokers or other service providers. Refer to Note 8 Retained Interests on Sales of Mortgage Loans for information on assumptions used in the valuation model of MSRs as of September 30, 2007.

Table of Contents

The change in MSR's measured using the fair value method for the nine months ended September 30, 2007 was:

| (In thousands) | Banking subsidiaries | PFH | Total |
|----------------------------------------------------------------------------------|-------------------------|----------------------|-----------|
| | Residential MSR's | Residential MSR's | |
| Fair value at January 1, 2007 | \$ 91,431 | \$ 84,038 | \$175,469 |
| Purchases | 3,345 | 22,251 | 25,596 |
| Servicing from securitizations or asset transfers | 17,682 | 8,040 | 25,722 |
| Changes due to payments on loans (1) | (6,821) | (29,285) | (36,106) |
| Changes in fair value due to changes in valuation model inputs or assumptions | 4,276 | (1,636) | 2,640 |
| Other changes | | (66) | (66) |
| Fair value at September 30, 2007 | \$ 109,913 | \$ 83,342 | \$193,255 |

(1) Represents changes due to collection / realization of expected cash flows over time.

The changes in amortized MSR's for the nine months ended September 30, 2006 were:

| (In thousands) | Residential MSR's |
|-----------------------------------------------------------|----------------------|
| Balance at January 1, 2006 | \$ 137,701 |
| Rights originated | 58,497 |
| Rights purchased | 18,723 |
| Amortization | (46,842) |
| Balance at September 30, 2006 | 168,079 |
| Less: Valuation allowance | 316 |
| Balance at September 30, 2006, net of valuation allowance | \$ 167,763 |
| Fair value at September 30, 2006 | \$ 185,923 |

Residential mortgage loans serviced for others were \$18.1 billion at September 30, 2007 (December 31, 2006 \$13.3 billion; September 30, 2006 \$13.0 billion).

Net mortgage servicing fees, a component of other service fees in the consolidated statement of income, include the changes from period to period in fair value of the MSR's, which may result from changes in the valuation model inputs or assumptions (principally reflecting changes in discount rates and prepayment speed assumptions) and other changes, representing changes due to collection / realization of expected cash flows. Prior to the adoption of SFAS No. 156, the Corporation carried residential MSR's at the lower of cost or market, with amortization of MSR's and changes in the MSR's valuation allowance recognized in net mortgage servicing fees.

Note 8 Retained Interests on Sales of Mortgage Loans

Popular Financial Holdings

The Corporation, through its consumer lending subsidiary PFH, has retained mortgage servicing rights and residual interests in connection with securitizations of subprime mortgage loans.

The Corporation accounts for the residual interests derived from PFH's off-balance sheet securitizations that took place prior to 2006 as investment securities available-for-sale. Under SFAS No. 140, interest-only strips, retained interests in securitizations or other financial assets that can contractually be prepaid or otherwise settled in such a way that the holder would not recover substantially all of its investment shall be subsequently measured like investments in debt securities classified as available-for-sale or trading under SFAS No. 115. In 2006, as permitted by SFAS No. 115, management determined, on a prospective basis, to begin classifying PFH's new residual interests as trading securities and as such, account for any changes in fair value through earnings (recorded as part of trading account profit (loss) in the consolidated statements of income).

PFH's residual interests classified as available-for-sale as of September 30, 2007 amounted to \$17 million. In the quarter and nine-month periods ended September 30, 2007, the Corporation recognized other-than-temporary impairment losses of \$2.0 million and \$32.7 million, respectively, on these residual interests.

Residual interests accounted for as trading securities from PFH's securitizations approximated \$5 million at

Table of Contents

September 30, 2007. For the third quarter and nine-month periods ended September 30, 2007, the Corporation recognized trading losses of \$12.1 million and \$36.4 million, respectively, on these residual interests. During 2007, the Corporation conducted one off-balance sheet asset securitization that involved the transfer of mortgage loans to a qualifying special purpose entity (QSPE), which in turn transferred these assets and their titles to a different trust, thus isolating those loans from the Corporation's assets. Approximately, \$461 million in adjustable (ARM) and fixed-rate loans were securitized and sold by PFH as part of this transaction, with a gain on sale of approximately \$13.5 million.

Key economic assumptions used in measuring the retained interests at the date of this off-balance sheet securitization were:

| | Residual Interests | MSRs | |
|------------------------------------------------|--------------------------|------------------|-----------|
| | | Fixed-rate loans | ARM Loans |
| Average prepayment speed | 28% (Fixed-rate loans) | | |
| Weighted average life of collateral (in years) | 35% (ARM loans) | 28% | 35% |
| Cumulative credit losses | 4.2 years | 4.8 years | 2.2 years |
| | 4.75% (Fixed-rate loans) | | |
| | 8.40% (ARM loans) | | |
| Discount rate (annual rate) | 25% | 17% | 17% |

Key economic assumptions used to estimate the fair value of residual interests and MSRs derived from PFH's securitizations and the sensitivity of residual cash flows to immediate changes in those assumptions were as follows:

| (In thousands) | September 30, 2007 MSRs | | | December 31, 2006 MSRs | | |
|---------------------------------------------------------|----------------------------|------------------|-----------|---------------------------|------------------|-----------|
| | Residual Interests | Fixed-rate loans | ARM loans | Residual Interests | Fixed-rate loans | ARM loans |
| Carrying amount of retained interests | \$22,469 | \$32,069 | \$21,343 | \$85,965 | \$38,017 | \$29,838 |
| Fair value of retained interests | \$22,469 | \$32,069 | \$21,343 | \$85,965 | \$37,815 | \$32,212 |
| Weighted average life of collateral (in years) | 3.0 years | 3.8 years | 2.0 years | 3.2 years | 3.1 years | 2.1 years |
| Weighted average prepayment speed (annual rate) | 23% (Fixed-rate loans) | | | 28% (Fixed-rate loans) | | |
| | 35% (ARM loans) | 23% | 35% | 35% (ARM loans) | 28% | 35% |
| Impact on fair value of 10% increase in prepayment rate | (\$ 563) | (\$ 316) | (\$ 268) | (\$ 5,543) | \$ 210 | (\$ 149) |
| Impact on fair value of 20% increase in prepayment rate | (\$ 1,489) | (\$ 372) | (\$ 493) | (\$ 9,284) | \$ 234 | (\$ 200) |

| | | | | | | |
|----------------------------------------------|----------------|------------|----------|----------------|------------|------------|
| Weighted average discount rate (annual rate) | 30% | 17% | 17% | 17% | 16% | 16% |
| Impact on fair value of 10% adverse change | (\$ 2,132) | (\$ 913) | (\$ 408) | (\$ 4,172) | (\$ 901) | (\$ 542) |
| Impact on fair value of 20% adverse change | (\$ 4,056) | (\$ 1,777) | (\$ 800) | (\$ 8,081) | (\$ 1,761) | (\$ 1,060) |
| Cumulative credit losses | 3.17% to 8.50% | | | 1.28% to 3.19% | | |
| Impact on fair value of 10% adverse change | (\$10,268) | | | (\$ 4,792) | | |
| Impact on fair value of 20% adverse change | (\$18,327) | | | (\$ 9,558) | | |

PFH, as servicer, collects prepayment penalties on a substantial portion of the underlying serviced loans; as such, an adverse change in the prepayment assumptions with respect to the MSR's could be partially offset by the benefit derived from the prepayment penalties estimated to be collected.

Table of Contents

The amounts included in the tables above exclude any purchased MSR's since these assets were not derived from securitizations or loan sales executed by the Corporation.

Banking subsidiaries

The Corporation's banking subsidiaries also retain servicing responsibilities in connection with the sale of mortgage loans to third parties. Also, servicing responsibilities are retained under securitization arrangements of mortgage loans into mortgage-backed securities, primarily GNMA and FNMA securities. Substantially all mortgage loans securitized by the Corporation's banking subsidiaries, in which the Corporation retains a servicing right, have fixed rates. Under the servicing agreements, the banking subsidiaries do not earn significant prepayment penalties on the underlying loans serviced.

Key economic assumptions used in measuring the MSR's at the date of the securitizations and whole loan sales by the banking subsidiaries performed during the quarter ended September 30, 2007 were:

| | MSR's |
|----------------------------------|------------|
| Prepayment speed | 8.8% |
| Weighted average life (in years) | 11.3 years |
| Discount rate (annual rate) | 10.7% |

Key economic assumptions used to estimate the fair value of MSR's derived from transactions performed by the banking subsidiaries and the sensitivity of residual cash flows to immediate changes in those assumptions were as follows:

| | September 30, 2007 | December 31, 2006 |
|-------------------------------------------------|-----------------------|----------------------|
| (In thousands) | MSR's | MSR's |
| Fair value of retained interests | \$ 86,550 | \$ 73,332 |
| Weighted average life (in years) | 12.4 years | 9.2 years |
| Weighted average prepayment speed (annual rate) | 8.1% | 14.0% |
| Impact on fair value of 10% adverse change | (\$ 2,536) | (\$ 1,868) |
| Impact on fair value of 20% adverse change | (\$ 4,544) | (\$ 4,151) |
| Weighted average discount rate (annual rate) | 10.7% | 10.3% |
| Impact on fair value of 10% adverse change | (\$ 3,513) | (\$ 2,142) |
| Impact on fair value of 20% adverse change | (\$ 6,394) | (\$ 4,200) |

The amounts of MSR's presented in the table above exclude purchased MSR's.

The sensitivity analyses presented above for residual interests and MSR's are hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a 10 and 20 percent variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in the sensitivity tables included herein, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments and increased credit losses), which might magnify or counteract the sensitivities.

Table of Contents**Note 9 Derivative Instruments and Hedging Activities**

Refer to Note 28 to the consolidated financial statements included in the 2006 Annual Report for a complete description of the Corporation's derivative activities. The following represents the major changes that occurred in the Corporation's derivative activities in the third quarter of 2007:

Cash Flow Hedges

Derivative financial instruments designated as cash flow hedges outstanding as of September 30, 2007 and December 31, 2006 were as follows:

| As of September 30, 2007 | | | | | |
|--------------------------|-----------------|-------------------|------------------------|------------|-----------------|
| (In thousands) | Notional amount | Derivative assets | Derivative liabilities | Equity OCI | Ineffectiveness |
| Asset Hedges | | | | | |
| Forward commitments | \$155,000 | \$ 181 | \$ 105 | \$ 46 | |
| Liability Hedges | | | | | |
| Interest rate swaps | \$390,000 | \$ 439 | \$ 1,665 | (\$ 797) | |
| As of December 31, 2006 | | | | | |
| (In thousands) | Notional amount | Derivative assets | Derivative liabilities | Equity OCI | Ineffectiveness |
| Asset Hedges | | | | | |
| Forward commitments | \$190,000 | \$ 175 | \$ 2 | \$ 106 | |
| Liability Hedges | | | | | |
| Interest rate swaps | \$390,000 | \$ 887 | \$ 523 | \$ 237 | |

The Corporation utilizes forward contracts to hedge the sale of mortgage-backed securities with duration terms over one month. Interest rate forward contracts are contracts for the delayed delivery of securities which the seller agrees to deliver on a specified future date at a specified price or yield. These forward contracts are used to hedge a forecasted transaction and thus qualify for cash flow hedge accounting in accordance with SFAS No. 133, as amended. Changes in the fair value of the derivatives are recorded in other comprehensive income. The amount included in accumulated other comprehensive income corresponding to these forward contracts is expected to be reclassified to earnings in the next twelve months. The contracts outstanding at September 30, 2007 have a maximum remaining maturity of 78 days.

The Corporation also has designated as cash flow hedges, interest rate swap contracts that convert floating rate debt into fixed rate debt by minimizing the exposure to changes in cash flows due to higher interest rates. These interest rate swap contracts have a maximum remaining maturity of 1.5 years.

Table of Contents**Non-Hedging Activities**

Financial instruments designated as non-hedging derivatives outstanding at September 30, 2007 and December 31, 2006 were as follows:

| (In thousands) | September 30, 2007 | | |
|-------------------------------------------------------------------|--------------------|-------------------|---------------------------------------|
| | Notional amount | Derivative assets | Fair Values Derivative liabilities |
| Forward contracts | \$ 730,700 | \$ 424 | \$ 1,801 |
| Call options and put options | 38,000 | 41 | 85 |
| Interest rate swaps associated with: | | | |
| - short-term borrowings | 400,000 | 392 | |
| - bond certificates offered in an on-balance sheet securitization | 406,347 | | 2,924 |
| - financing of auto loans held-in-portfolio | 344,066 | | 1,485 |
| - swaps with corporate clients | 583,744 | | 5,039 |
| - swaps offsetting position of corporate client swaps | 583,744 | 5,039 | |
| Credit default swap | 33,463 | | |
| Interest rate caps | 836,883 | 1,260 | |
| Interest rate caps for benefit of corporate clients | 50,000 | | 45 |
| Indexed options on deposits | 211,267 | 50,200 | |
| Indexed options on S&P Notes | 31,152 | 7,439 | |
| Bifurcated embedded options | 222,732 | | 56,124 |
| Mortgage rate lock commitments | 177,791 | | 266 |
| Total | \$ 4,649,889 | \$64,795 | \$ 67,769 |

As of December 31, 2006

| (In thousands) | As of December 31, 2006 | | |
|-------------------------------------------------------------------|-------------------------|-------------------|---------------------------------------|
| | Notional amount | Derivative assets | Fair Values Derivative liabilities |
| Forward contracts | \$ 400,572 | \$ 1,277 | \$ 125 |
| Call options and put options | 37,500 | 83 | 46 |
| Interest rate swaps associated with: | | | |
| - short-term borrowings | 400,000 | 2,153 | |
| - bond certificates offered in an on-balance sheet securitization | 516,495 | 90 | 1,168 |
| - financing of auto loans held-in-portfolio | 470,146 | 728 | |
| - auto loans approvals locked interest rates | 17,442 | 22 | |
| - swaps with corporate clients | 410,533 | | 2,146 |
| - swaps offsetting position of corporate client swaps | 410,533 | 2,146 | |
| - investment securities | 89,385 | | 1,645 |
| - mortgage loan portfolio prior to securitization | 75,000 | 302 | |
| Credit default swap | 33,463 | | |
| Foreign currency and exchange rate commitments w/ clients | 103 | | 2 |

| | | | |
|-------------------------------------------------------------------|--------------|----------|-----------|
| Foreign currency and exchange rate commitments w/ counterparty | 103 | 2 | |
| Interest rate caps | 889,417 | 4,099 | |
| Interest rate caps for benefit of corporate clients | 50,000 | | 90 |
| Indexed options on deposits | 204,946 | 38,323 | |
| Indexed options on S&P Notes | 31,152 | 5,648 | |
| Bifurcated embedded options | 229,455 | | 43,844 |
| Mortgage rate lock commitments | 215,676 | 13 | 635 |
| Total | \$ 4,481,921 | \$54,886 | \$ 49,701 |

Interest Rates Swaps

The Corporation has an interest rate swap outstanding to economically hedge the payments of certificates issued as part of a securitization. This swap is marked-to-market quarterly and recognized as part of interest expense. The Corporation recognized losses of \$3.8 million for the third quarter and \$1.8 million for the nine months ended September 30, 2007 due to changes in its fair value. During the quarter and nine-month periods ended September 30, 2006, the Corporation recognized losses of \$2.4 million.

25

Table of Contents

The Corporation has interest rate swaps to economically hedge the cost of short-term debt. For the third quarter of 2007, the Corporation recognized a loss of \$1.6 million, and for the nine months ended September 30, 2007, recognized losses of \$1.8 million due to changes in their fair value, which were included as part of short-term interest expense. During the third quarter and nine months ended September 30, 2006, the Corporation recognized losses of \$3.4 million and \$2.0 million, respectively, associated with changes in the fair value of these interest rate swaps. Additionally, the Corporation entered into amortizing swap contracts to economically convert to a fixed rate the cost of funds associated with auto loans held-in-portfolio. Losses of \$3.0 million and \$2.2 million for the quarter and nine months ended September 30, 2007, respectively, were recognized as part of long-term interest expense related to these swaps. During the quarter and nine-month periods ended September 30, 2006, the Corporation recognized losses of \$3.5 million and \$572 thousand, respectively, associated with changes in the fair value of these swaps.

Interest Rate Caps

During the quarter ended June 30, 2007, the Corporation entered into a \$100 million interest rate cap to mitigate its exposure to rising interest rates on short-term borrowings.

The Corporation has interest rate caps in conjunction with a series of mortgage loan securitizations that are used to limit the interest rate payable to the security holders. These interest rate caps are designated as non-hedging derivative instruments and are marked-to-market currently in the consolidated statements of income. Losses of \$1.2 million and \$2.6 million for the quarter and nine months ended September 30, 2007, respectively, were recognized as part of long-term interest expense related to these interest rate cap contracts. For the quarter and nine months ended September 30, 2006, losses on these contracts amounted to \$3.5 million and \$6.6 million, respectively.

Forward Contracts

The Corporation has loan sales commitments to economically hedge the changes in fair value of mortgage loans held-for-sale associated with interest rate lock commitments through both mandatory and best efforts forward sales agreements. These contracts are entered into in order to optimize the gain on sales of loans. These contracts are recognized at fair market value with changes directly reported in income as part of gain on sale of loans. For the quarter and nine months ended September 30, 2007, losses of \$3.7 million and \$2.1 million, respectively, were recognized due to changes in fair value of these forward sales commitments. During the third quarter and nine months ended September 30, 2006, the Corporation recognized losses of \$1.9 million and \$112 thousand, respectively, related to these forward contracts.

Mortgage Rate Lock Commitments

The Corporation has mortgage rate lock commitments to fund mortgage loans at interest rates previously agreed for a specified period of time. These contracts are recognized at fair value with changes directly reported in income as part of gain on sale of loans. For the quarter and nine months ended September 30, 2007, gains of \$1.9 million and \$356 thousand, respectively, were recognized due to changes in fair value of these commitments. During the third quarter and nine months ended September 30, 2006, the Corporation recognized gains of \$464 thousand and losses of \$10 thousand, respectively, related to these commitments.

Credit Default Swap

The Corporation's credit default swap guarantees a third-party performance under an interest rate swap with the counterparty. The interest rate swap was in the money in favor of the third-party. The credit default swap matures in April 2008. The credit default swap is marked-to-market through earnings. Its fair value has historically been zero because of the credit standing of the third-party.

Table of Contents**Note 10 Goodwill and Other Intangible Assets**

The changes in the carrying amount of goodwill for the nine months ended September 30, 2007 and 2006, allocated by reportable segment, were as follows (refer to Note 21 for the definition of the Corporation's reportable segments):

| (In thousands) | 2007 | | | | Balance at September 30, 2007 |
|-------------------------------|----------------------------|-------------------|---------------------------------|---------|-------------------------------|
| | Balance at January 1, 2007 | Goodwill acquired | Other | | |
| Banco Popular de Puerto Rico: | | | | | |
| Commercial Banking | \$ 14,674 | | | | \$ 14,674 |
| Consumer and Retail Banking | 34,999 | | | | 34,999 |
| Other Financial Services | 4,391 | | | | 4,391 |
| Popular North America: | | | | | |
| Banco Popular North America | 568,647 | | | | 568,647 |
| Popular Financial Holdings | | | | | |
| EVERTEC | 45,142 | \$1,137 | (\$183) | | 46,096 |
| Total Popular, Inc. | \$ 667,853 | \$1,137 | (\$183) | | \$ 668,807 |
| | | | | | |
| (In thousands) | 2006 | | | | Balance at September 30, 2006 |
| | Balance at January 1, 2006 | Goodwill acquired | Purchase accounting adjustments | Other | |
| Banco Popular de Puerto Rico: | | | | | |
| Commercial Banking | \$ 14,674 | | | | \$ 14,674 |
| Consumer and Retail Banking | 34,999 | | | | 34,999 |
| Other Financial Services | 4,110 | | | | 4,110 |
| Popular North America: | | | | | |
| Banco Popular North America | 542,834 | | \$23,378 | (\$210) | 566,002 |
| Popular Financial Holdings | 14,236 | | 3 | | 14,239 |
| EVERTEC | 43,131 | \$1,511 | | | 44,642 |
| Total Popular, Inc. | \$ 653,984 | \$1,511 | \$23,381 | (\$210) | \$ 678,666 |

Purchase accounting adjustments consist of adjustments to the value of the assets acquired and liabilities assumed resulting from the completion of appraisals or other valuations, adjustments to initial estimates recorded for transaction costs, if any, and contingent consideration paid during a contractual contingency period. The purchase accounting adjustments during the first nine months of 2006 at the PNA reportable segment were mostly related to the E-LOAN acquisition.

The Corporation performed the annual impairment test required by SFAS No. 142, Goodwill and Other Intangible Assets. This test did not result in impairment of the Corporation's recorded goodwill.

At September 30, 2007 and December 31, 2006, other than goodwill, the Corporation had \$65 million of identifiable intangibles with indefinite useful lives, mostly associated with E-LOAN's trademark (September 30, 2006

\$59 million).

Table of Contents

The following table reflects the components of other intangible assets subject to amortization:

| (In thousands) | September 30, 2007 | | December 31, 2006 | | September 30, 2006 | |
|------------------------------|--------------------|--------------------------|-------------------|--------------------------|--------------------|--------------------------|
| | Gross Amount | Accumulated Amortization | Gross Amount | Accumulated Amortization | Gross Amount | Accumulated Amortization |
| Core deposits | \$46,302 | \$22,836 | \$76,708 | \$48,367 | \$76,956 | \$46,688 |
| Other customer relationships | 11,925 | 3,609 | 11,156 | 2,171 | 10,028 | 1,703 |
| Other intangibles | 9,170 | 5,092 | 9,099 | 3,426 | 10,808 | 4,003 |
| Total | \$67,397 | \$31,537 | \$96,963 | \$53,964 | \$97,792 | \$52,394 |

Certain core deposits intangibles with a gross amount of \$30.4 million became fully amortized during 2007 and, as such, their gross amount and accumulated amortization were eliminated from the tabular disclosure presented above. During the quarter and nine months ended September 30, 2007, the Corporation recognized \$2.2 million and \$8.0 million, respectively, in amortization expense related to other intangible assets with definite lives (September 30, 2006 \$3.6 million and \$9.2 million, respectively).

The following table presents the estimated aggregate annual amortization expense of the intangible assets with definite lives for each of the following fiscal years:

| | (In thousands) |
|------|----------------|
| 2007 | \$10,259 |
| 2008 | 8,454 |
| 2009 | 6,632 |
| 2010 | 5,674 |
| 2011 | 4,016 |

No significant events or circumstances have occurred that would reduce the fair value of any reporting unit below its carrying amount.

Note 11 Borrowings

The composition of federal funds purchased and assets sold under agreements to repurchase was as follows:

| (In thousands) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|--------------------------------------------|--------------------|-------------------|--------------------|
| Federal funds purchased | \$ 690,332 | \$1,276,818 | \$2,056,610 |
| Assets sold under agreements to repurchase | 5,596,971 | 4,485,627 | 4,988,856 |
| | \$6,287,303 | \$5,762,445 | \$7,045,466 |

Table of Contents

Other short-term borrowings consisted of:

| (In thousands) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|-----------------------|
| Advances with FHLB paying interest at: | | | |
| -fixed rates ranging from 5.14% to 5.17% (September 30, 2006 5.40% to 5.42%) | \$ 172,000 | \$ 230,000 | \$ 230,000 |
| -floating rate with a spread over the fed funds rate (Fed funds rate at September 30, 2006 was 5.38%) | | | 55,000 |
| Advances under credit facilities with other institutions at: | | | |
| -fixed rates ranging from 5.25% to 5.96% (September 30, 2006 5.38% to 5.52%) | 210,000 | 386,000 | 23,385 |
| -floating rates ranging from 0.45% to 0.75% over the 1-month LIBOR rate (1-month LIBOR rate at September 30, 2006 was 5.32%) | | 481,062 | 112,915 |
| -a floating rate of 0.20% over the 3-month LIBOR rate (3-month LIBOR rate at September 30, 2006 5.37%) | | 10,000 | 10,000 |
| Commercial paper at rates ranging from 5.05% to 5.92% (September 30, 2006 4.85% to 5.33%) | 249,041 | 193,383 | 97,172 |
| Term funds purchased at: | | | |
| -fixed rates ranging from 5.13% to 5.82% (September 30, 2006 5.28% to 5.39%) | 749,000 | 2,140,900 | 1,487,162 |
| -a floating rate of 0.08% over the fed funds rate (Fed funds rate at September 30, 2006 was 5.38%) | | 500,000 | 600,000 |
| Others | 34,856 | 92,780 | 93,877 |
| | \$1,414,897 | \$4,034,125 | \$2,709,511 |

Note: Refer to the Corporation's Form 10-K for the year ended December 31, 2006, for rates and maturity information corresponding to the borrowings outstanding as of such date.

Table of Contents

Notes payable consisted of:

| (In thousands) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|-----------------------|
| Advances with FHLB: | | | |
| -with maturities ranging from 2007 through 2018 paying interest at fixed rates ranging from 2.51% to 6.98% (September 30, 2006 2.44% to 6.98%) | \$ 738,099 | \$ 289,881 | \$ 414,403 |
| -maturing in 2008 paying interest monthly at a floating rate of 0.0075% over the 1-month LIBOR rate (1-month LIBOR rate at September 30, 2007 was 5.12%; September 30, 2006 5.32%) | 250,000 | 250,000 | 250,000 |
| -maturing in 2007 paying interest monthly at the 1-month LIBOR rate plus 0.02% (1-month LIBOR rate at September 30, 2006 5.32%) | | 5,000 | 5,000 |
| -maturing in 2007 paying interest quarterly at the 3-month LIBOR rate less 0.04% (3-month LIBOR rate at September 30, 2006 was 5.37%) | | 6,000 | 6,000 |
| Advances under revolving lines of credit maturing in 2008 paying interest monthly at a floating rate of 0.75% (September 30, 2006 0.90%) over the 1-month LIBOR rate (1-month LIBOR rate at September 30, 2007 was 5.12%; September 30, 2006 5.32%) | 317,926 | 426,687 | 388,432 |
| Advances under revolving lines of credit with maturities ranging from 2007 to 2009 paying interest quarterly at a floating rate of 0.20% to 0.35% over the 3-month LIBOR rate (3-month LIBOR rate at September 30, 2007 was 5.23%) | 154,999 | 69,994 | |
| Term notes maturing in 2030 paying interest monthly at fixed rates ranging from 3.00% to 6.00% | 3,100 | 3,100 | 3,100 |
| Term notes with maturities ranging from 2008 to 2013 paying interest monthly at a floating rate of 3.00% over the 10-year U.S. Treasury note rate (10-year U.S. Treasury note rate at September 30, 2007 was 4.59%; September 30, 2006 4.63%) | 7,502 | 10,428 | 11,029 |
| Term notes with maturities ranging from 2007 to 2009 paying interest quarterly at floating rates ranging from 0.35% to 0.40% (September 30, 2006 0.35% to 0.45%) over the 3-month LIBOR rate (3-month LIBOR rate at September 30, 2007 was 5.23%, September 30, 2006 5.37%) | 349,610 | 349,295 | 469,182 |
| | 2,014,323 | 2,014,928 | 2,713,078 |

Term notes with maturities ranging from 2007 through 2011 paying interest semiannually at fixed rates ranging from 3.60% to 5.65% (September 30, 2006 3.25% to 6.39%)

Secured borrowings with maturities ranging from 2007 to 2012 paying interest monthly at fixed rates ranging from 4.00% to 7.12% (September 30, 2006 3.05% to 7.12%)

2,381,081 2,695,916 2,914,523

Secured borrowings with maturities ranging from 2007 to 2012 paying interest monthly ranging from 0.06% to 3.51% (September 30, 2006 0.05% to 4.75%) over the 1-month LIBOR rate (1-month LIBOR rate at September 30, 2007 was 5.12%; September 30, 2006 5.32%)

1,189,286 1,708,650 1,623,142

Notes linked to the S&P 500 Index maturing in 2008

37,876 36,112 34,136

Junior subordinated deferrable interest debentures with maturities ranging from 2027 to 2034 with fixed interest rates ranging from 6.13% to 8.33% (Refer to Note 17)

849,672 849,672 849,672

Other

21,317 21,583 200

\$8,314,791 \$8,737,246 \$9,681,897

Note: Refer to the Corporation's Form 10-K for the year ended December 31, 2006, for rates and maturity information corresponding to the borrowings outstanding as of such date.

Table of Contents**Note 12 Commitments and Contingencies**

Commercial letters of credit and stand-by letters of credit amounted to \$18 million and \$196 million, respectively, at September 30, 2007 (December 31, 2006 \$21 million and \$181 million; September 30, 2006 \$21 million and \$169 million). There were also other commitments outstanding and contingent liabilities, such as commitments to extend credit.

At September 30, 2007, the Corporation recorded a liability of \$721 thousand (December 31, 2006 - \$658 thousand; September 30, 2006 \$574 thousand), which represents the fair value of the obligations undertaken in issuing the guarantees under stand-by letters of credit. The fair value approximates the fee received from the customer for issuing such commitments. These fees are deferred and are recognized over the commitment period. The liability was included as part of other liabilities in the consolidated statements of condition. The stand-by letters of credit were issued to guarantee the performance of various customers to third parties. The contract amounts in stand-by letters of credit outstanding represent the maximum potential amount of future payments the Corporation could be required to make under the guarantees in the event of nonperformance by the customers. These stand-by letters of credit are used by the customer as a credit enhancement and typically expire without being drawn upon. The Corporation's stand-by letters of credit are generally secured, and in the event of nonperformance by the customers, the Corporation has rights to the underlying collateral provided, which normally includes cash and marketable securities, real estate, receivables and others. Management does not anticipate any material losses related to these instruments.

Popular, Inc. Holding Company (PIHC) fully and unconditionally guarantees certain borrowing obligations issued by certain of its wholly-owned consolidated subsidiaries, which aggregated to \$3.3 billion at September 30, 2007 (December 31, 2006 \$3.3 billion and September 30, 2006 \$3.9 billion). In addition, at September 30, 2007, PIHC fully and unconditionally guaranteed \$824 million of capital securities (December 31, 2006 and September 30, 2006 \$824 million) issued by four wholly-owned issuing trust entities that have been deconsolidated pursuant to FIN No. 46R.

The Corporation is a defendant in a number of legal proceedings arising in the normal course of business. Based on the opinion of legal counsel, management believes that the final disposition of these matters will not have a material adverse effect on the Corporation's financial position or results of operations.

Note 13 Other Service Fees

The caption of other service fees in the consolidated statements of income consists of the following major categories:

| (In thousands) | Quarter ended | | Nine months ended | |
|-------------------------------------------------------------------------|---------------|----------|-------------------|-----------|
| | September 30, | | September 30, | |
| | 2007 | 2006 | 2007 | 2006 |
| Credit card fees and discounts | \$25,975 | \$22,035 | \$ 74,498 | \$ 66,979 |
| Debit card fees | 16,228 | 15,345 | 49,184 | 45,349 |
| Insurance fees | 15,024 | 13,327 | 42,693 | 39,879 |
| Processing fees | 11,674 | 11,164 | 35,463 | 32,382 |
| Sale and administration of investment products | 8,043 | 7,345 | 22,614 | 21,451 |
| Mortgage servicing fees, net of amortization and fair value adjustments | 7,400 | (1,756) | 18,269 | (2,423) |
| Other | 9,020 | 12,177 | 28,082 | 36,383 |
| Total | \$93,364 | \$79,637 | \$270,803 | \$240,000 |

Note 14 Income Taxes

As indicated in Note 2, the Corporation adopted FIN 48 effective January 1, 2007. The initial adoption of FIN 48 had no impact on the Corporation's financial statements since management determined that there was no need to recognize changes in the liability for unrecognized tax benefits.

31

Table of Contents

The reconciliation of unrecognized tax benefits, including accrued interest, was as follows:

(In millions)

| | |
|-----------------------------------------------|--------|
| Balance as of January 1, 2007 | \$20.4 |
| Additions for tax positions Jan - March 2007 | 1.7 |
| Balance as of March 31, 2007 | \$22.1 |
| Additions for tax positions April - June 2007 | 2.3 |
| Balance as of June 30, 2007 | \$24.4 |
| Additions for tax positions July - Sept 2007 | 2.9 |
| Balance as of September 30, 2007 | \$27.3 |

As of September 30, 2007, the related accrued interest approximated \$3.2 million. Management has determined that as of September 30, 2007 there is no need to accrue for the payment of penalties. The Corporation's policy is to report interest related to unrecognized tax benefits in income tax expense, while the penalties, if any, are reported in other operating expenses in the consolidated statements of income.

After consideration of the effect on U.S. federal tax of unrecognized U.S. state tax benefits, the total amount of unrecognized tax benefits, including U.S. and Puerto Rico that, if recognized, would affect the Corporation's effective tax rate, was approximately \$26 million as of September 30, 2007.

The amount of unrecognized tax benefits may increase or decrease in the future for various reasons including adding amounts for current tax year positions, expiration of open income tax returns due to the statutes of limitation, changes in management's judgment about the level of uncertainty, status of examinations, litigation and legislative activity and the addition or elimination of uncertain tax positions.

The Corporation and its subsidiaries file income tax returns in Puerto Rico, the U.S. federal jurisdiction, various U.S. states and political subdivisions, and foreign jurisdictions. As of September 30, 2007, the following years remain subject to examination: U.S. Federal jurisdiction 2005 and 2006 and Puerto Rico 2003 through 2006. The U.S. Internal Revenue Service (IRS) commenced an examination of the Corporation's U.S. operations tax return for 2005 that is anticipated to be finished by the end of 2007. As of September 30, 2007, the IRS has not proposed any adjustment as a result of the audit. Although the outcome of tax audits is uncertain, the Corporation believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that are expected to result from open years. The Corporation does not anticipate a significant change to the total amount of unrecognized tax benefits within the next 12 months.

Note 15 Stock-Based Compensation

The Corporation maintained a Stock Option Plan (the Stock Option Plan), which permitted the granting of incentive awards in the form of qualified stock options, incentive stock options, or non-statutory stock options of the Corporation. In April 2004, the Corporation's shareholders adopted the Popular, Inc. 2004 Omnibus Incentive Plan (the Incentive Plan), which replaced and superseded the Stock Option Plan. Nevertheless, all outstanding award grants under the Stock Option Plan continue to remain in effect at September 30, 2007 under the original terms of the Stock Option Plan.

Stock Option Plan

Employees and directors of the Corporation or any of its subsidiaries were eligible to participate in the Stock Option Plan. The Board of Directors or the Compensation Committee of the Board had the absolute discretion to determine the individuals that were eligible to participate in the Stock Option Plan. This plan provides for the issuance of Popular, Inc.'s common stock at a price equal to its fair market value at the grant date, subject to certain plan provisions. The shares are to be made available from authorized but unissued shares of common stock or treasury stock. The Corporation's policy has been to use authorized but unissued shares of common stock to cover each grant.

The maximum option term is ten years from the date of grant. Unless an option agreement provides otherwise, all

Table of Contents

options granted are 20% exercisable after the first year and an additional 20% is exercisable after each subsequent year, subject to an acceleration clause at termination of employment due to retirement.

The following table presents information on stock options outstanding as of September 30, 2007:

(Not in thousands)

| Exercise Price Range per Share | Options Outstanding | Weighted Average Exercise Price of Options Outstanding | Weighted Average Remaining Life of Options Outstanding (in years) | Options Exercisable (fully vested) | Weighted Average Exercise Price of Options Exercisable |
|-----------------------------------|------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------|-----------------------------------------------------------------------|
| \$14.39 - \$18.50 | 1,513,582 | \$ 15.81 | 4.98 | 1,382,319 | \$ 15.72 |
| \$19.25 - \$27.20 | 1,586,035 | \$ 25.27 | 6.75 | 1,012,839 | \$ 25.02 |
| \$14.39 - \$27.20 | 3,099,617 | \$ 20.65 | 5.89 | 2,395,158 | \$ 19.65 |

The aggregate intrinsic value of options outstanding as of September 30, 2007 was \$8.7 million. There was no intrinsic value of options exercisable as of September 30, 2007.

The following table summarizes the stock option activity and related information:

| (Not in thousands) | Options Outstanding | Weighted-Average Exercise Price |
|-----------------------------------|------------------------|------------------------------------|
| Outstanding at January 1, 2006 | 3,223,703 | \$ 20.63 |
| Granted | | |
| Exercised | (39,449) | 15.78 |
| Forfeited | (37,818) | 23.75 |
| Expired | (1,637) | 24.05 |
| Outstanding at December 31, 2006 | 3,144,799 | \$ 20.65 |
| Granted | | |
| Exercised | (10,064) | 15.83 |
| Forfeited | (19,063) | 25.50 |
| Expired | (16,055) | 19.14 |
| Outstanding at September 30, 2007 | 3,099,617 | \$ 20.65 |

The stock options exercisable at September 30, 2007 totaled 2,395,158 (September 30, 2006 1,953,606). There were no stock options exercised during the quarter ended September 30, 2007. For the nine months ended September 30, 2007, the cash received from stock options exercised amounted to \$159 thousand. The total intrinsic value of options exercised during the quarter ended September 30, 2006 was \$60 thousand. The total intrinsic value of options exercised during the nine-month period ended September 30, 2007 was \$28 thousand (September 30, 2006 \$127 thousand).

There were no new stock option grants issued by the Corporation under the Stock Option Plan during 2006 or the nine months ended September 30, 2007.

The Corporation recognized \$432 thousand of stock option expense, with a tax benefit of \$165 thousand, for the quarter ended September 30, 2007 (September 30, 2006 - \$724 thousand, with a tax benefit of \$293 thousand). For the nine months ended September 30, 2007, the Corporation recognized \$1.3 million of stock option expense, with a tax benefit of \$515 thousand (September 30, 2006 - \$2.3 million, with a tax benefit of \$899 thousand). The total unrecognized compensation cost at September 30, 2007 related to non-vested stock option awards was \$2.1 million and is expected to be recognized over a weighted-average period of 1.3 years.

Incentive Plan

The Incentive Plan permits the granting of incentive awards in the form of Annual Incentive Awards, Long-term

Table of Contents

Performance Unit Awards, Options, Stock Appreciation Rights, Restricted Stock, Restricted Units or Performance Shares. Participants in the Incentive Plan are designated by the Compensation Committee of the Board of Directors (or its delegate as determined by the Board). Employees and directors of the Corporation and / or any of its subsidiaries are eligible to participate in the Incentive Plan. The shares may be made available from common stock purchased by the Corporation for such purpose, authorized but unissued shares of common stock or treasury stock. The Corporation's policy with respect to the shares of restricted stock has been to purchase such shares in the open market to cover each grant.

Under the Incentive Plan, the Corporation has issued only restricted shares, which become vested based on the employees' continued service with Popular. The compensation cost associated with the shares of restricted stock is estimated based on a two-prong vesting schedule, unless otherwise stated in an agreement. The first part is vested ratably over five years commencing at the date of grant and the second part is vested at termination of employment after attainment of 55 years of age and 10 years of service. The five-year vesting part is accelerated at termination of employment after attaining 55 years of age and 10 years of service.

Beginning in 2007, the Corporation authorized the issuance of performance shares, in addition to restricted shares, under a long-term incentive plan. The performance shares award consists of the opportunity to receive shares of Popular, Inc.'s common stock provided the Corporation achieves certain performance goals during a 3-year performance cycle. The compensation cost associated with the performance shares will be recorded ratably over a three-year performance period. The performance shares will be granted at the end of the three-year period and will be vested at grant date. As of September 30, 2007, no shares have been granted under this plan.

The following table summarizes the restricted stock activity under the Incentive Plan and related information to members of management:

| (Not in thousands) | Restricted Stock | Weighted-Average Grant Date Fair Value |
|----------------------------------|---------------------|----------------------------------------------|
| Non-vested at January 1, 2006 | 172,622 | \$ 27.65 |
| Granted | 444,036 | 20.54 |
| Vested | | |
| Forfeited | (5,188) | 19.95 |
| Non-vested at December 31, 2006 | 611,470 | \$ 22.55 |
| Granted | | |
| Vested | (69,471) | 20.56 |
| Forfeited | (3,781) | 19.95 |
| Non-vested at September 30, 2007 | 538,218 | \$ 22.83 |

During the quarters ended September 30, 2007 and 2006, no shares of restricted stock were awarded to management under the Incentive Plan. During the nine-month period ended September 30, 2007, no shares of restricted stock were awarded to management under the Incentive Plan (September 30, 2006 444,036).

During the quarter ended September 30, 2007, the Corporation recognized \$33 thousand of restricted stock expense related to management incentive awards, with a tax benefit of \$14 thousand (September 30, 2006 (\$433) thousand, with a tax impact of \$160 thousand). For the nine-month period ended September 30, 2007, the Corporation recognized \$1.9 million of restricted stock expense related to management incentive awards, with a tax benefit of \$718 thousand (September 30, 2006 \$1.7 million, with a tax benefit of \$663 thousand). The fair market value of the restricted stock vested was \$1.2 million. The total unrecognized compensation cost related to non-vested restricted stock awards to members of management at September 30, 2007 was \$4.5 million and is expected to be recognized

over a weighted-average period of 2.7 years. During the nine-month period ended September 30, 2007, there was a vesting of restricted stock that triggered a shortfall of \$194 thousand, which was recorded as an additional income tax expense.

Table of Contents

The following table summarizes the restricted stock under Incentive Award and related information to members of the Board of Directors:

| (Not in thousands) | Restricted Stock | Weighted-Average Grant Date Fair Value |
|----------------------------------|---------------------|----------------------------------------------|
| Non-vested at January 1, 2006 | 46,948 | \$ 23.61 |
| Granted | 32,267 | 19.82 |
| Vested | (2,601) | 23.54 |
| Forfeited | | |
| Non-vested at December 31, 2006 | 76,614 | \$ 22.02 |
| Granted | 32,381 | 16.96 |
| Vested | (22,486) | 22.03 |
| Forfeited | | |
| Non-vested at September 30, 2007 | 86,509 | \$ 20.12 |

During the quarter ended September 30, 2007, the Corporation granted 3,018 (September 30, 2006 1,038) shares of restricted stock to members of the Board of Directors of Popular, Inc. During this period, the Corporation recognized \$115 thousand of restricted stock expense related to these restricted stock grants, with a tax benefit of \$45 thousand (September 30, 2006 \$150 thousand, with a tax benefit of \$59 thousand). For the nine-month period ended September 30, 2007, the Corporation granted 32,381 (September 30, 2006 30,897) shares of restricted stock to members of the Board of Directors of Popular, Inc. The fair market value of the restricted stock vested was \$394 thousand. During this period, the Corporation recognized \$423 thousand of restricted stock expense related to these restricted stock grants, with a tax benefit of \$165 thousand (September 30, 2006 \$430 thousand, with a tax benefit of \$168 thousand).

Note 16 Pension and Postretirement Benefits

The Corporation has noncontributory defined benefit pension plans and supplementary pension plans for regular employees of certain of its subsidiaries.

The components of net periodic pension cost for the quarters and nine months ended September 30, 2007 and 2006 were as follows:

| (In thousands) | Pension Plans | | | | Benefit Restoration Plans | | | |
|------------------------------------|---------------------------------|----------|------------------------------------|----------|---------------------------------|--------|------------------------------------|----------|
| | Quarters ended September 30, | | Nine months ended September 30, | | Quarters ended September 30, | | Nine months ended September 30, | |
| | 2007 | 2006 | 2007 | 2006 | 2007 | 2006 | 2007 | 2006 |
| Service cost | \$ 2,639 | \$ 3,135 | \$ 8,384 | \$ 9,405 | \$ 221 | \$ 262 | \$ 678 | \$ 786 |
| Interest cost | 7,958 | 7,641 | 23,890 | 22,923 | 419 | 400 | 1,258 | 1,200 |
| Expected return on plan assets | (10,532) | (10,009) | (31,589) | (29,918) | (369) | (264) | (1,105) | (792) |
| Amortization of prior service cost | 52 | 44 | 156 | 132 | (13) | (13) | (39) | (39) |
| Amortization of net loss | | 488 | | 1,464 | 248 | 276 | 743 | 828 |
| Net periodic cost | \$ 117 | \$ 1,299 | \$ 841 | \$ 4,006 | \$ 506 | \$ 661 | \$ 1,535 | \$ 1,983 |

| | | | | | | | | |
|-------------------|--------|----------|--------|----------|--------|--------|----------|---------|
| Curtailement gain | | | (246) | | | | (258) | |
| Total cost | \$ 117 | \$ 1,299 | \$ 595 | \$ 4,006 | \$ 506 | \$ 661 | \$ 1,277 | \$1,983 |

During the first quarter of 2007, the Corporation adopted an amendment to freeze the benefits for all employees under the U.S. Retirement and Restoration plans. These plans were remeasured at January 31, 2007 to account for the freeze. The discount rate of the U.S. Retirement plan was changed to 4.5% to reflect the expected plan termination. The remeasurement and curtailment effects were considered for these plans in the first quarter of 2007 and are included as part of the year-to-date disclosures.

For the nine months ended September 30, 2007, contributions made to the pension and restoration plans approximated \$1.9 million. The total contributions expected to be paid during 2007 for the pension and restoration plans approximate \$2.2 million.

Table of Contents

The Corporation also provides certain health care benefits for retired employees of certain subsidiaries. The components of net periodic postretirement benefit cost for the quarters and nine months ended September 30, 2007 and 2006 were as follows:

| (In thousands) | Quarters ended September 30, | | Nine months ended September 30, | |
|------------------------------------|---------------------------------|---------|------------------------------------|---------|
| | 2007 | 2006 | 2007 | 2006 |
| Service cost | \$ 578 | \$ 696 | \$1,734 | \$2,095 |
| Interest cost | 1,889 | 1,927 | 5,667 | 5,781 |
| Amortization of prior service cost | (261) | (262) | (784) | (786) |
| Amortization of net loss | | 240 | | 720 |
| Total net periodic cost | \$2,206 | \$2,601 | \$6,617 | \$7,810 |

For the nine months ended September 30, 2007, contributions made to the postretirement benefit plan approximated \$4.9 million. The total contributions expected to be paid during 2007 for the postretirement benefit plan approximate \$6.4 million.

Note 17 Trust Preferred Securities

At September 30, 2007 and 2006, the Corporation had established four trusts for the purpose of issuing trust preferred securities (the capital securities) to the public. The proceeds from such issuances, together with the proceeds of the related issuances of common securities of the trusts (the common securities), were used by the trusts to purchase junior subordinated deferrable interest debentures (the junior subordinated debentures) issued by the Corporation. The sole assets of the trusts consisted of the junior subordinated debentures of the Corporation and the related accrued interest receivable. These trusts are not consolidated by the Corporation under the provisions of FIN No. 46(R). The junior subordinated debentures are included by the Corporation as notes payable in the consolidated statements of condition, while the common securities issued by the issuer trusts are included as other investment securities. The common securities of each trust are wholly-owned, or indirectly wholly-owned, by the Corporation.

Financial data pertaining to the trusts follows:

(In thousands, including reference notes)

| Issuer | BanPonce Trust I | Popular Capital Trust I | Popular America Capital Trust I | Popular Capital Trust II |
|--------------------------------|---------------------|-------------------------------|------------------------------------------|--------------------------------|
| Issuance date | February 1997 | October 2003 | September 2004 | November 2004 |
| Capital securities | \$ 144,000 | \$ 300,000 | \$ 250,000 | \$ 130,000 |
| Distribution rate | 8.327% | 6.700% | 6.564% | 6.125% |
| Common securities | \$ 4,640 | \$ 9,279 | \$ 7,732 | \$ 4,021 |
| Junior subordinated debentures | \$ 148,640 | \$ 309,279 | \$ 257,732 | \$ 134,021 |
| aggregate liquidation amount | | | | |
| Stated maturity date | February 2027 | November 2033 | September 2034 | December 2034 |
| Reference notes | (a),(c),(e),(f),(g) | (b),(d),(f) | (a),(c),(f) | (b),(d),(f) |

(a)

Statutory
business trust
that is
wholly-owned
by Popular
North America
(PNA) and
indirectly
wholly-owned
by the
Corporation.

(b) Statutory
business trust
that is
wholly-owned
by the
Corporation.

(c) The obligations
of PNA under
the junior
subordinated
debentures and
its guarantees of
the capital
securities under
the trust are
fully and
unconditionally
guaranteed on a
subordinated
basis by the
Corporation to
the extent set
forth in the
applicable
guarantee
agreement.

Table of Contents

- (d) These capital securities are fully and unconditionally guaranteed on a subordinated basis by the Corporation to the extent set forth in the applicable guarantee agreement.
- (e) The original issuance was for \$150,000. In 2003, the Corporation reacquired \$6,000 of the 8.327% capital securities.
- (f) The Corporation has the right, subject to any required prior approval from the Federal Reserve, to redeem after certain dates or upon the occurrence of certain events mentioned below, the junior subordinated debentures at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest to the date of

redemption. The maturity of the junior subordinated debentures may be shortened at the option of the Corporation prior to their stated maturity dates (i) on or after the stated optional redemption dates stipulated in the agreements, in whole at any time or in part from time to time, or (ii) in whole, but not in part, at any time within 90 days following the occurrence and during the continuation of a tax event, an investment company event or a capital treatment event as set forth in the indentures relating to the capital securities, in each case subject to regulatory approval. A capital treatment event would include a change in the regulatory capital treatment of the capital securities as a

result of the recent accounting changes affecting the criteria for consolidation of variable interest entities such as the trust under FIN 46(R).

- (g) Same as (f) above, except that the investment company event does not apply for early redemption.

The capital securities of Popular Capital Trust I and Popular Capital Trust II are traded on the NASDAQ under the symbols BOPN and BOPM , respectively.

Under the Federal Reserve Board s risk-based capital guidelines, the capital securities are included as part of the Corporation s Tier I capital.

Note 18 Stockholders Equity

During the fourth quarter of 2005, existing shareholders of record of the Corporation s common stock at November 7, 2005 fully subscribed to an offering of 10,500,000 newly issued shares of Popular, Inc. s common stock at a price of \$21.00 per share under a subscription rights offering. This offering resulted in approximately \$216 million in additional capital, of which approximately \$175 million impacted stockholders equity at December 31, 2005 and the remainder impacted the Corporation s financial condition in the first quarter of 2006. As of December 31, 2005, this subscription rights offering resulted in 8,614,620 newly issued shares of common stock; the remaining 1,885,380 were issued during the first quarter of 2006.

The Corporation has a dividend reinvestment and stock purchase plan under which stockholders may reinvest their quarterly dividends in shares of common stock at a 5% discount from the average market price at the time of issuance, as well as purchase shares of common stock directly from the Corporation by making optional cash payments at prevailing market prices.

The Corporation s authorized preferred stock may be issued in one or more series, and the shares of each series shall have such rights and preferences as shall be fixed by the Board of Directors when authorizing the issuance of that particular series. The Corporation s only outstanding class of preferred stock is its 6.375% noncumulative monthly income preferred stock, 2003 Series A. These shares of preferred stock are perpetual, nonconvertible and are redeemable solely at the option of the Corporation beginning on March 31, 2008. The redemption price per share is \$25.50 from March 31, 2008 through March 30, 2009, \$25.25 from March 31, 2009 through March 30, 2010 and \$25.00 from March 31, 2010 and thereafter.

The Banking Act of the Commonwealth of Puerto Rico requires that a minimum of 10% of BPPR s net income for the year be transferred to a statutory reserve account until such statutory reserve equals the total of paid-in capital on common and preferred stock. Any losses incurred by a bank must first be charged to retained earnings and then to the reserve fund. Amounts credited to the reserve fund may not be used to pay dividends without the prior consent of the Puerto Rico Commissioner of Financial Institutions. The failure to maintain sufficient statutory reserves would preclude BPPR from paying dividends. BPPR s statutory reserve fund totaled \$346 million at September 30, 2007 (December 31, 2006 \$346 million; September 30, 2006 \$317 million). During the nine months ended September 30,

2006, BPPR transferred \$1 million to the statutory reserve account. There were no transfers between the statutory reserve account and the retained earnings account during the nine months ended September 30, 2007.

Table of Contents**Note 19 Earnings per Common Share**

The computation of earnings per common share (EPS) follows:

| (In thousands, except share information) | Quarter ended September 30, | | Nine months ended September 30, | |
|--------------------------------------------------------|--------------------------------|-------------|------------------------------------|-------------|
| | 2007 | 2006 | 2007 | 2006 |
| Net income | \$ 36,003 | \$ 82,160 | \$ 229,600 | \$ 298,044 |
| Less: Preferred stock dividends | 2,979 | 2,979 | 8,935 | 8,935 |
| Net income applicable to common stock | \$ 33,024 | \$ 79,181 | \$ 220,665 | \$ 289,109 |
| Average common shares outstanding | 279,625,715 | 278,602,482 | 279,355,496 | 278,349,354 |
| Average potential common shares | | 210,465 | 78,016 | 255,751 |
| Average common shares outstanding assuming dilution | 279,625,715 | 278,812,947 | 279,433,512 | 278,605,105 |
| Basic and diluted EPS | \$ 0.12 | \$ 0.28 | \$ 0.79 | \$ 1.04 |

Potential common shares consist of common stock issuable under the assumed exercise of stock options and under restricted stock awards using the treasury stock method. This method assumes that the potential common shares are issued and the proceeds from exercise, in addition to the amount of compensation cost attributed to future services, are used to purchase common stock at the exercise date. The difference between the number of potential shares issued and the shares purchased is added as incremental shares to the actual number of shares outstanding to compute diluted earnings per share. Stock options that result in lower potential shares issued than shares purchased under the treasury stock method are not included in the computation of dilutive earnings per share since their inclusion would have an antidilutive effect in earnings per share. For the quarter and nine-month period ended September 30, 2007, there were 3,099,617 and 2,209,290 weighted average antidilutive stock options outstanding, respectively (September 30, 2006 1,895,081 and 1,897,983).

Note 20 Supplemental Disclosure on the Consolidated Statements of Cash Flows

As mentioned in Note 1 of the Corporation's 2006 Annual Report, as of the end of the first quarter of 2006, all subsidiaries of the Corporation had changed the reporting period to a December 31st calendar period. The impact of this change corresponds to the financial results for the month of December 2005 for those subsidiaries which implemented the change in the first reporting period of 2006.

The following table reflects the effect in the Consolidated Statements of Cash Flows of the change in reporting period mentioned above.

| (In thousands) | Nine months ended September 30, 2006 |
|-------------------------------------------|--------------------------------------------|
| Net cash used in operating activities | (\$ 80,906) |
| Net cash used in investing activities | (104,732) |
| Net cash provided by financing activities | 197,552 |

Net increase in cash and due from banks \$ 11,914

Loans receivable transferred to other real estate and other property for the nine months ended September 30, 2007 amounted to \$134 million and \$27 million, respectively (September 30, 2006 \$92 million and \$24 million, respectively).

During the nine months ended September 30, 2006, \$613 million in non-conforming loans classified as held-in-portfolio were pooled into trading securities and subsequently sold. The cash inflow from this sale was reflected as operating activities in the consolidated statement of cash flows. In addition, the consolidated statements of cash flows exclude the effect of \$1 billion and \$519 million in non-cash reclassifications of loans held-for-sale securitized

38

Table of Contents

into trading securities for the nine months ended September 30, 2007 and 2006, respectively.

The Corporation recognized mortgage servicing rights of \$26 million during the nine months ended September 30, 2007 as a result of the securitization and sale of mortgage loans with servicing retained (nine months ended September 30, 2006 \$58 million).

Note 21 Segment Reporting

Commencing in the first quarter of 2007, the Corporation's corporate structure consists of three reportable segments Banco Popular de Puerto Rico, Popular North America and EVERTEC. Also, a corporate group has been defined to support the reportable segments.

Management determined the reportable segments based on the internal reporting used to evaluate performance and to assess where to allocate resources. The segments were determined based on the organizational structure, which focuses primarily on the markets the segments serve, as well as on the products and services offered by the segments. As indicated in the 2006 Annual Report, in January 2007, the Corporation announced a restructuring and integration plan (the Restructuring Plan) for PFH's businesses. The Restructuring Plan, which is being implemented throughout 2007, has the following four basic components:

- o exiting the wholesale subprime mortgage origination business during the first quarter of 2007, which entailed shutting down the wholesale broker, retail and call center business divisions;
- o consolidating support activities at PFH (Finance, Credit Risk, Compliance, Human Resources, Facilities) within BPNA to reduce expenses;
- o integrating PFH's existing commercial lending businesses (mortgage warehouse, mixed use, and construction lending) into BPNA's business lending groups; and
- o focusing on the core Equity One network of 132 consumer finance branches in 15 states.

As part of the Restructuring Plan, the Corporation also executed an internal corporate reorganization of its U.S. subsidiaries. In January 2007, E-LOAN, as well as all of its direct and indirect subsidiaries, with the exception of E-LOAN Insurance Services, Inc. and E-LOAN International, Inc., became operating subsidiaries of BPNA. Prior to the consummation of this U.S. reorganization, E-LOAN was a direct wholly-owned subsidiary of PFH. E-LOAN continues to offer its broad range of products and conducts its direct activities through its online platform. Management will be leveraging the E-LOAN brand, technology and internet financial services platform over the next several years to complement BPNA's community banking growth strategy.

This reorganization and the Restructuring Plan led management to redefine its business reportable segments.

Commencing in 2007, the U.S. operations are defined as one reportable segment defined as Popular North America.

This segment includes the operations of BPNA and PFH, including all of its wholly-owned subsidiaries.

The reportable segment disclosures for periods prior to 2007 were restated to reflect the new segmentation.

Banco Popular de Puerto Rico:

Given that Banco Popular de Puerto Rico constitutes a significant portion of the Corporation's net income and total assets as of September 30, 2007, additional disclosures are provided for the business areas included in this reportable segment, as described below:

Commercial banking represents the Corporation's banking operations conducted at BPPR, which are targeted mainly to corporate, small and middle size businesses. It includes aspects of the lending and depository businesses, as well as other finance and advisory services. BPPR allocates funds across segments based on duration matched transfer pricing at market rates. This area also incorporates income related with the investment of excess funds as well as a proportionate share of the investment function of BPPR.

Consumer and retail banking represents the branch banking operations of BPPR which focus on retail clients. It includes the consumer lending business operations of BPPR, as well as the lending operations of

Table of Contents

Popular Auto, Popular Finance, and Popular Mortgage. These three subsidiaries focus respectively on auto and lease financing, small personal loans and mortgage loan originations. This area also incorporates income related with the investment of excess funds from the branch network, as well as a proportionate share of the investment function of BPPR.

Other financial services include the trust and asset management service units of BPPR, the brokerage and investment banking operations of Popular Securities, and the insurance agency and reinsurance businesses of Popular Insurance, Popular Insurance V.I. and Popular Life Re. Most of the services that are provided by these subsidiaries generate profits based on fee income.

Popular North America:

Popular North America, which includes the Corporation's U.S. operations, consists of:

BPNA, including its subsidiaries E-LOAN, Popular Leasing, U.S.A. (name being changed to Popular Equipment Finance, Inc.) and Popular Insurance Agency, U.S.A. BPNA operates through a branch network of over 135 branches in 6 states, while E-LOAN provides online consumer direct lending and supports BPNA's deposit gathering through its online platform. Popular Insurance Agency, U.S.A. offers investment and insurance services across the BPNA branch network. Popular Equipment Finance, Inc. provides mainly small to mid-ticket commercial and medical equipment financing. The U.S. operations also include the mortgage business unit of Banco Popular, National Association.

PFH, which activities are described above.

All of Popular's U.S. operations now report to the same president. The PNA segment is disaggregated for additional disclosures between BPNA and PFH. The results of E-LOAN are included as part of BPNA for the quarters ended September 30, 2007 and 2006. PNA Holding Company only is included as part of the Corporate group.

EVERTEC:

This reportable segment includes the financial transaction processing and technology functions of the Corporation, including EVERTEC with offices in Puerto Rico, Florida, the Dominican Republic and Venezuela; EVERTEC USA, Inc. incorporated in the United States; and ATH Costa Rica, S.A., EVERTEC Centroamérica S.A. and T.I.I. Smart Solutions Inc. located in Costa Rica. In addition, this reportable segment includes the equity investments in CONTADO and Servicios Financieros, S.A. de C.V. (Serfinsa), which operate in the Dominican Republic and El Salvador, respectively. This segment provides processing and technology services to other units of the Corporation as well as to third parties, principally other financial institutions in Puerto Rico, the Caribbean and Central America.

Corporate:

The Corporate group consists primarily of the holding companies: Popular, Inc., Popular North America and Popular International Bank, excluding the equity investments in CONTADO and Serfinsa, which due to the nature of their operations, are included as part of the processing segment. The holding companies obtain funding in the capital markets to finance the Corporation's growth, including acquisitions. The Corporate group also includes the expenses of the four administrative corporate areas that are identified as critical for the organization: Finance, Risk Management, Legal and People, Communications and Planning. These corporate administrative areas have the responsibility of establishing policy, setting up controls and coordinating the activities of their corresponding groups in each of the business circles.

The Corporation may periodically reclassify business segment results based on modifications to its management reporting and profitability measurement methodologies and changes in organizational alignment. The accounting policies of the individual operating segments are the same as those of the Corporation described in Note 1.

Transactions between operating segments are primarily conducted at market rates, resulting in profits that are eliminated for reporting consolidated results of operations.

Table of Contents

2007
For the quarter ended September 30, 2007

| (In thousands) | Banco Popular de Puerto Rico | Popular North America | EVERTEC | Intersegment Eliminations | Total Reportable Segments |
|----------------------------------|------------------------------------|--------------------------|-----------|------------------------------|---------------------------------|
| Net interest income (expense) | \$ 241,725 | \$ 122,467 | (\$ 74) | | \$ 364,118 |
| Provision for loan losses | 66,077 | 82,016 | | | 148,093 |
| Non-interest income | 116,522 | 25,948 | 59,585 | (\$ 34,840) | 167,215 |
| Amortization of intangibles | 190 | 1,810 | 234 | | 2,234 |
| Depreciation expense | 10,290 | 4,678 | 4,035 | (19) | 18,984 |
| Other operating expenses | 172,267 | 134,310 | 43,157 | (34,696) | 315,038 |
| Income tax | 29,247 | (29,700) | 3,987 | (48) | 3,486 |
| Net income (loss) | \$ 80,176 | (\$ 44,699) | \$ 8,098 | (\$ 77) | \$ 43,498 |
| Segment Assets | \$26,137,863 | \$21,153,471 | \$224,834 | (\$508,032) | \$47,008,136 |

For the quarter ended September 30, 2007

| (In thousands) | Total Reportable Segments | Corporate | Eliminations | Total Popular, Inc. |
|-------------------------------|---------------------------------|--------------|----------------|------------------------|
| Net interest income (expense) | \$ 364,118 | (\$ 4,300) | \$ 298 | \$ 360,116 |
| Provision for loan losses | 148,093 | | | 148,093 |
| Non-interest income | 167,215 | 945 | (1,155) | 167,005 |
| Amortization of intangibles | 2,234 | | | 2,234 |
| Depreciation expense | 18,984 | 601 | | 19,585 |
| Other operating expenses | 315,038 | 11,670 | (1,554) | 325,154 |
| Income tax | 3,486 | (7,709) | 275 | (3,948) |
| Net income (loss) | \$ 43,498 | (\$ 7,917) | \$ 422 | \$ 36,003 |
| Segment Assets | \$ 47,008,136 | \$ 6,550,633 | (\$ 6,278,638) | \$ 47,280,131 |

For the nine months ended September 30, 2007

| (In thousands) | Banco Popular de Puerto Rico | Popular North America | EVERTEC | Intersegment Eliminations | Total Reportable Segments |
|----------------|------------------------------------|-----------------------------|---------|------------------------------|---------------------------------|
|----------------|------------------------------------|-----------------------------|---------|------------------------------|---------------------------------|

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| | | | | | |
|-------------------------------|------------|--------------|-----------|--------------|--------------|
| Net interest income (expense) | \$ 711,103 | \$ 394,138 | (\$ 547) | | \$ 1,104,694 |
| Provision for loan losses | 176,557 | 183,042 | | | 359,599 |
| Non-interest income | 358,364 | 64,783 | 179,060 | (\$ 103,974) | 498,233 |
| Amortization of intangibles | 1,508 | 5,821 | 701 | | 8,030 |
| Depreciation expense | 31,455 | 14,020 | 12,355 | (55) | 57,775 |
| Other operating expenses | 525,259 | 427,777 | 131,782 | (103,892) | 980,926 |
| Income tax | 87,629 | (64,016) | 11,736 | (10) | 35,339 |
| Net income (loss) | \$ 247,059 | (\$ 107,723) | \$ 21,939 | (\$ 17) | \$ 161,258 |

41

Table of Contents**For the nine months ended September 30, 2007**

| (In thousands) | Total Reportable Segments | Corporate | Eliminations | Total Popular, Inc. |
|-------------------------------|---------------------------------|-------------|--------------|------------------------|
| Net interest income (expense) | \$ 1,104,694 | (\$ 19,076) | \$ 897 | \$ 1,086,515 |
| Provision for loan losses | 359,599 | 7 | | 359,606 |
| Non-interest income | 498,233 | 128,994 | (4,671) | 622,556 |
| Amortization of intangibles | 8,030 | | | 8,030 |
| Depreciation expense | 57,775 | 1,783 | | 59,558 |
| Other operating expenses | 980,926 | 39,831 | (4,991) | 1,015,766 |
| Income tax | 35,339 | 677 | 495 | 36,511 |
| Net income | \$ 161,258 | \$ 67,620 | \$ 722 | \$ 229,600 |

2006**For the quarter ended September 30, 2006**

| (In thousands) | Banco Popular de Puerto Rico | Popular North America | EVERTEC | Intersegment Eliminations | Total Reportable Segments |
|----------------------------------|------------------------------------|--------------------------|-----------|------------------------------|---------------------------------|
| Net interest income (expense) | \$ 227,245 | \$ 124,659 | (\$ 501) | | \$ 351,403 |
| Provision for loan losses | 31,930 | 31,515 | | | 63,445 |
| Non-interest income | 101,827 | 69,166 | 57,481 | (\$ 33,264) | 195,210 |
| Amortization of intangibles | 634 | 2,851 | 123 | | 3,608 |
| Depreciation expense | 10,871 | 5,687 | 4,173 | (18) | 20,713 |
| Other operating expenses | 169,356 | 149,275 | 40,793 | (33,277) | 326,147 |
| Income tax | 28,342 | 2,663 | 4,168 | 12 | 35,185 |
| Net income | \$ 87,939 | \$ 1,834 | \$ 7,723 | \$ 19 | \$ 97,515 |
| Segment Assets | \$25,124,056 | \$21,029,460 | \$217,658 | (\$121,252) | \$46,249,922 |

For the quarter ended September 30, 2006

| (In thousands) | Total Reportable Segments | Corporate | Eliminations | Total Popular, Inc. |
|-------------------------------|---------------------------------|------------|--------------|------------------------|
| Net interest income (expense) | \$ 351,403 | (\$ 9,664) | \$ 299 | \$ 342,038 |
| Provision for loan losses | 63,445 | | | 63,445 |
| Non-interest income (loss) | 195,210 | (1,571) | (2,290) | 191,349 |
| Amortization of intangibles | 3,608 | | | 3,608 |
| Depreciation expense | 20,713 | 586 | | 21,299 |
| Other operating expenses | 326,147 | 11,481 | (2,612) | 335,016 |

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| | | | | |
|-------------------|--------------|-------------|---------------|--------------|
| Income tax | 35,185 | (7,575) | 249 | 27,859 |
| Net income (loss) | \$ 97,515 | (\$ 15,727) | \$ 372 | \$ 82,160 |
| Segment Assets | \$46,249,922 | \$6,579,170 | (\$5,894,342) | \$46,934,750 |

42

Table of Contents**For the nine months ended September 30, 2006**

| (In thousands) | Banco Popular de Puerto Rico | Popular North America | EVERTEC | Intersegment Eliminations | Total Reportable Segments |
|-----------------------------------|------------------------------|-----------------------|------------|---------------------------|---------------------------|
| Net interest income (expense) | \$ 682,046 | \$416,321 | (\$ 1,568) | | \$1,096,799 |
| Provision for loan losses | 89,395 | 90,093 | | | 179,488 |
| Non-interest income | 318,551 | 189,874 | 169,523 | (\$ 103,731) | 574,217 |
| Amortization of intangibles | 1,900 | 6,915 | 345 | | 9,160 |
| Depreciation expense | 32,915 | 16,812 | 12,411 | (57) | 62,081 |
| Other operating expenses | 508,032 | 451,496 | 126,515 | (103,772) | 982,271 |
| Impact of change in fiscal period | (2,072) | 6,181 | | | 4,109 |
| Income tax | 92,066 | 14,397 | 10,441 | 38 | 116,942 |
| Net income | \$ 278,361 | \$ 20,301 | \$ 18,243 | \$ 60 | \$ 316,965 |

For the nine months ended September 30, 2006

| (In thousands) | Total Reportable Segments | Corporate | Eliminations | Total Popular, Inc. |
|-----------------------------------|---------------------------|-------------|--------------|---------------------|
| Net interest income (expense) | \$1,096,799 | (\$ 30,047) | \$ 829 | \$1,067,581 |
| Provision for loan losses | 179,488 | | | 179,488 |
| Non-interest income | 574,217 | 33,260 | (3,309) | 604,168 |
| Amortization of intangibles | 9,160 | | | 9,160 |
| Depreciation expense | 62,081 | 1,724 | | 63,805 |
| Other operating expenses | 982,271 | 44,229 | (3,049) | 1,023,451 |
| Impact of change in fiscal period | 4,109 | 3,495 | 2,137 | 9,741 |
| Income tax | 116,942 | (28,176) | (706) | 88,060 |
| Net income (loss) | \$ 316,965 | (\$ 18,059) | (\$ 862) | \$ 298,044 |

During the nine months ended September 30, 2007, the holding companies realized net gains on sale and valuation adjustments of investment securities (before tax) of approximately \$107.3 million, compared with \$14.2 million for the nine months ended September 30, 2006. These net gains are included in non-interest income within the Corporate group.

Additional disclosures with respect to the Banco Popular de Puerto Rico reportable segment are as follows:

2007**For the quarter ended September 30, 2007**

| (In thousands) | Commercial Banking | Consumer and Retail Banking | Other Financial Services | Eliminations | Total Banco Popular de Puerto Rico |
|----------------|--------------------|-----------------------------|--------------------------|--------------|------------------------------------|
|----------------|--------------------|-----------------------------|--------------------------|--------------|------------------------------------|

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| | | | | | |
|-----------------------------|--------------|--------------|-----------|---------------|--------------|
| Net interest income | \$ 95,607 | \$ 143,108 | \$ 2,842 | \$ 168 | \$ 241,725 |
| Provision for loan losses | 21,248 | 44,829 | | | 66,077 |
| Non-interest income | 22,200 | 70,807 | 23,633 | (118) | 116,522 |
| Amortization of intangibles | 30 | 47 | 113 | | 190 |
| Depreciation expense | 3,563 | 6,395 | 332 | | 10,290 |
| Other operating expenses | 42,556 | 113,365 | 16,424 | (78) | 172,267 |
| Income tax | 14,728 | 11,061 | 3,403 | 55 | 29,247 |
| Net income | \$ 35,682 | \$ 38,218 | \$ 6,203 | \$ 73 | \$ 80,176 |
| Segment Assets | \$11,729,908 | \$18,651,108 | \$508,838 | (\$4,751,991) | \$26,137,863 |

43

Table of Contents**For the nine months ended September 30, 2007**

| | | | | | Total Banco |
|-----------------------------|------------|--------------------------|-----------------------|--------------|-------------|
| | Commercial | Consumer | Other | | Popular de |
| (In thousands) | Banking | and Retail Banking | Financial Services | Eliminations | Puerto Rico |
| Net interest income | \$279,789 | \$422,844 | \$ 8,022 | \$ 448 | \$711,103 |
| Provision for loan losses | 57,070 | 119,487 | | | 176,557 |
| Non-interest income | 67,307 | 225,382 | 66,440 | (765) | 358,364 |
| Amortization of intangibles | 470 | 705 | 333 | | 1,508 |
| Depreciation expense | 10,941 | 19,609 | 905 | | 31,455 |
| Other operating expenses | 130,909 | 345,292 | 49,315 | (257) | 525,259 |
| Income tax | 42,128 | 37,783 | 7,731 | (13) | 87,629 |
| Net income | \$105,578 | \$125,350 | \$ 16,178 | (\$ 47) | \$247,059 |

2006**For the quarter ended September 30, 2006**

| | | | | | Total Banco |
|-----------------------------|--------------|----------------|-----------------------|---------------|--------------|
| | Commercial | Consumer and | Other | | Popular de |
| (In thousands) | Banking | Retail Banking | Financial Services | Eliminations | Puerto Rico |
| Net interest income | \$ 86,563 | \$ 137,998 | \$ 2,640 | \$ 44 | \$ 227,245 |
| Provision for loan losses | 9,007 | 22,923 | | | 31,930 |
| Non-interest income | 26,589 | 48,961 | 26,596 | (319) | 101,827 |
| Amortization of intangibles | 220 | 335 | 79 | | 634 |
| Depreciation expense | 3,599 | 6,967 | 305 | | 10,871 |
| Other operating expenses | 43,105 | 109,965 | 16,421 | (135) | 169,356 |
| Income tax | 17,944 | 5,733 | 4,685 | (20) | 28,342 |
| Net income | \$ 39,277 | \$ 41,036 | \$ 7,746 | (\$ 120) | \$ 87,939 |
| Segment Assets | \$10,821,963 | \$17,798,620 | \$564,088 | (\$4,060,615) | \$25,124,056 |

For the nine months ended September 30, 2006

| | | | | | Total Banco |
|---------------------|------------|--------------------------|-----------------------|--------------|-------------|
| | Commercial | Consumer | Other | | Popular de |
| (In thousands) | Banking | and Retail Banking | Financial Services | Eliminations | Puerto Rico |
| Net interest income | \$252,786 | \$421,234 | \$ 7,695 | \$ 331 | \$682,046 |

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| | | | | | |
|-----------------------------------|-----------|-----------|----------|---------|-----------|
| Provision for loan losses | 24,210 | 65,185 | | | 89,395 |
| Non-interest income | 73,100 | 178,143 | 69,237 | (1,929) | 318,551 |
| Amortization of intangibles | 661 | 1,006 | 233 | | 1,900 |
| Depreciation expense | 10,591 | 21,462 | 862 | | 32,915 |
| Other operating expenses | 131,193 | 330,682 | 46,794 | (637) | 508,032 |
| Impact of change in fiscal period | | | (2,072) | | (2,072) |
| Income tax | 46,054 | 35,265 | 11,149 | (402) | 92,066 |
| Net income | \$113,177 | \$145,777 | \$19,966 | (\$559) | \$278,361 |

44

Table of Contents

Additional disclosures with respect to the Popular North America reportable segment are as follows:

2007**For the quarter ended September 30, 2007**

| (In thousands) | Banco Popular North America | Popular Financial Holdings | Eliminations | Total Popular North America |
|-----------------------------|--------------------------------|----------------------------------|--------------|--------------------------------|
| Net interest income | \$ 93,995 | \$ 27,526 | \$ 946 | \$ 122,467 |
| Provision for loan losses | 20,263 | 61,753 | | 82,016 |
| Non-interest income (loss) | 35,976 | (9,202) | (826) | 25,948 |
| Amortization of intangibles | 1,810 | | | 1,810 |
| Depreciation expense | 4,126 | 552 | | 4,678 |
| Other operating expenses | 107,568 | 27,568 | (826) | 134,310 |
| Income tax | (2,696) | (27,392) | 388 | (29,700) |
| Net loss | (\$ 1,100) | (\$ 44,157) | \$ 558 | (\$ 44,699) |
| Segment Assets | \$13,818,525 | \$7,569,419 | (\$234,473) | \$21,153,471 |

For the nine months ended September 30, 2007

| (In thousands) | Banco Popular North America | Popular Financial Holdings | Eliminations | Total Popular North America |
|-----------------------------|--------------------------------------|----------------------------------|--------------|-----------------------------------|
| Net interest income | \$275,733 | \$115,935 | \$ 2,470 | \$394,138 |
| Provision for loan losses | 42,913 | 140,129 | | 183,042 |
| Non-interest income (loss) | 138,585 | (59,805) | (13,997) | 64,783 |
| Amortization of intangibles | 5,821 | | | 5,821 |
| Depreciation expense | 12,208 | 1,812 | | 14,020 |
| Other operating expenses | 320,325 | 108,906 | (1,454) | 427,777 |
| Income tax | 10,206 | (70,100) | (4,122) | (64,016) |
| Net income (loss) | \$ 22,845 | (\$124,617) | (\$ 5,951) | (\$107,723) |

2006**For the quarter ended September 30, 2006**

| (In thousands) | Banco Popular North America | Popular Financial Holdings | Eliminations | Total Popular North America |
|-----------------------------|--------------------------------|----------------------------------|--------------|--------------------------------|
| Net interest income | \$ 89,774 | \$ 34,885 | | \$ 124,659 |
| Provision for loan losses | 11,997 | 19,518 | | 31,515 |
| Non-interest income | 52,559 | 17,759 | (\$ 1,152) | 69,166 |
| Amortization of intangibles | 2,763 | 88 | | 2,851 |

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| | | | | |
|--------------------------|--------------|-------------|-------------|--------------|
| Depreciation expense | 3,779 | 1,908 | | 5,687 |
| Other operating expenses | 106,023 | 43,890 | (638) | 149,275 |
| Income tax | 7,243 | (4,400) | (180) | 2,663 |
| Net income (loss) | \$ 10,528 | (\$ 8,360) | (\$ 334) | \$ 1,834 |
| Segment Assets | \$13,176,616 | \$8,293,978 | (\$441,134) | \$21,029,460 |

45

Table of Contents**For the nine months ended September 30, 2006**

| (In thousands) | Popular | | | Total Popular North America |
|-----------------------------------|--------------------------------------|-----------------------|--------------|-----------------------------------|
| | Banco Popular North America | Financial Holdings | Eliminations | |
| Net interest income | \$284,882 | \$131,439 | | \$416,321 |
| Provision for loan losses | 35,442 | 54,651 | | 90,093 |
| Non-interest income | 158,007 | 33,780 | (\$1,913) | 189,874 |
| Amortization of intangibles | 6,648 | 267 | | 6,915 |
| Depreciation expense | 11,896 | 4,916 | | 16,812 |
| Other operating expenses | 318,029 | 134,246 | (779) | 451,496 |
| Impact of change in fiscal period | | 6,181 | | 6,181 |
| Income tax | 26,943 | (12,149) | (397) | 14,397 |
| Net income (loss) | \$ 43,931 | (\$ 22,893) | (\$ 737) | \$ 20,301 |

A breakdown of intersegment eliminations, particularly revenues, by segment in which the revenues are recorded follows:

INTERSEGMENT REVENUES*

| (In thousands) | Quarter ended | | Nine months ended | |
|-------------------------------|--------------------------|--------------------------|-----------------------|-----------------------|
| | September 30, 2007 | September 30, 2006 | September 30, 2007 | September 30, 2006 |
| Banco Popular de Puerto Rico: | | | | |
| Commercial Banking | \$ 459 | (\$ 271) | \$ 401 | (\$ 886) |
| Consumer and Retail Banking | 997 | (689) | 819 | (2,040) |
| Other Financial Services | (83) | (86) | (314) | (241) |
| Popular North America: | | | | |
| Banco Popular North America | (1,481) | 922 | (1,309) | 2,814 |
| EVERTEC | (34,732) | (33,140) | (103,571) | (103,378) |
| Total | (\$ 34,840) | (\$ 33,264) | (\$ 103,974) | (\$ 103,731) |

* For purposes of the intersegment revenues disclosure, revenues include interest income (expense) related to internal funding and other income derived from intercompany

transactions,
mainly related to
processing /
information
technology
services.

Table of Contents

A breakdown of revenues and selected balance sheet information by geographical area follows:

| Geographic Information | Quarter ended | | Nine months ended | |
|-------------------------------|--------------------|--------------------|--------------------|--------------------|
| | September 30, 2007 | September 30, 2006 | September 30, 2007 | September 30, 2006 |
| (In thousands) | | | | |
| Revenues** | | | | |
| Puerto Rico | \$362,805 | \$336,086 | \$1,203,601 | \$1,044,293 |
| United States | 142,342 | 178,218 | 439,825 | 570,111 |
| Other | 21,974 | 19,083 | 65,645 | 57,345 |
| Total consolidated revenues | \$527,121 | \$533,387 | \$1,709,071 | \$1,671,749 |

** Total revenues include net interest income, service charges on deposit accounts, other service fees, net gain (loss) on sale and valuation adjustments of investment securities, trading account profit (loss), gain on sale of loans and valuation adjustments on loans held-for-sale, and other operating income.

| (In thousands) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|-------------------------------------|--------------------|-------------------|--------------------|
| Selected Balance Sheet Information: | | | |
| Puerto Rico | | | |
| Total assets | \$25,154,194 | \$24,621,684 | \$24,559,859 |
| Loans | 15,433,933 | 14,735,092 | 14,275,223 |
| Deposits | 14,790,442 | 13,504,860 | 13,091,696 |
| Mainland United States | | | |
| Total assets | \$20,892,802 | \$21,570,276 | \$21,200,909 |

| | | | |
|--------------|--------------|--------------|--------------|
| Loans | 17,194,818 | 17,363,382 | 16,870,565 |
| Deposits | 10,535,551 | 9,735,264 | 8,880,915 |
| Other | | | |
| Total assets | \$ 1,233,135 | \$ 1,212,027 | \$ 1,173,982 |
| Loans | 692,053 | 638,465 | 611,171 |
| Deposits * | 1,275,522 | 1,198,207 | 1,164,834 |

* Represents deposits from BPPR operations located in the U.S. and British Virgin Islands.

Note 22 Restructuring Costs

During the third quarter and nine months ended September 30, 2007, the Corporation recorded pre-tax restructuring costs in the Popular North America segment related to the Restructuring Plan as follows:

| (In thousands) | Quarter ended September 30, 2007 | Nine months ended September 30, 2007 |
|--------------------------|----------------------------------------|-----------------------------------------------|
| Personnel costs | | \$ 8,124(a) |
| Net occupancy expenses | | 4,413(b) |
| Equipment expenses | (\$ 20) | 261 |
| Professional fees | | 1,762(c) |
| Communications | | 67 |
| Other operating expenses | | 269 |
| Total | (\$ 20) | \$ 14,896 |

(a) Severance, stay bonuses, related taxes, and other employee benefits

(b) Lease terminations

(c) Outplacement and professional service contract terminations

Table of Contents

Of the above restructuring costs, approximately \$4.2 million were recognized as a liability as of September 30, 2007. During the fourth quarter of 2006, and as a result of the Restructuring Plan, the Corporation recognized impairment charges on long-lived assets of \$7.2 million, mainly associated with software and leasehold improvements, and in goodwill of \$14.2 million.

As of September 30, 2007, the Restructuring Plan has resulted in estimated combined charges of \$36.4 million, broken down as follows:

| (In thousands) | Impairments on goodwill and long-lived assets | Restructuring costs | Total |
|--------------------|-----------------------------------------------------------|------------------------|----------|
| Quarter ended: | | | |
| December 31, 2006 | \$ 21,471 | | \$21,471 |
| March 31, 2007 | | \$ 15,135 | 15,135 |
| June 30, 2007 | | (219) | (219) |
| September 30, 2007 | | (20) | (20) |
| Total | \$ 21,471 | \$ 14,896 | \$36,367 |

The Corporation does not expect to incur additional significant restructuring costs in the remaining quarters of 2007. Settlement amounts in lease terminations may differ and are subject to the outcome of negotiations.

Note 23 Condensed Consolidating Financial Information of Guarantor and Issuers of Registered Guaranteed Securities

The following condensed consolidating financial information presents the financial position of Popular, Inc. Holding Company (PIHC) (parent only), Popular International Bank, Inc. (PIBI), Popular North America, Inc. (PNA), and all other subsidiaries of the Corporation as of September 30, 2007, December 31, 2006 and September 30, 2006, and the results of their operations and cash flows for the periods ended September 30, 2007 and 2006.

PIBI is an operating subsidiary of PIHC and is the holding company of its wholly-owned subsidiaries: ATH Costa Rica S.A., EVERTEC Centroamérica S.A., T.I.I. Smart Solutions Inc., Popular Insurance V.I., Inc. and PNA.

PNA is an operating subsidiary of PIBI and is the holding company of its wholly-owned subsidiaries:

PFH, including its wholly-owned subsidiaries Equity One, Inc., Popular Financial Management, LLC, Popular Housing Services, Inc., and Popular Mortgage Servicing, Inc.;

Banco Popular North America (BPNA), including its wholly-owned subsidiaries Popular Equipment Finance, Inc. (formerly Popular Leasing, U.S.A.), Popular Insurance Agency, U.S.A., Popular FS, LLC and E-LOAN, Inc.;

Banco Popular, National Association (BP, N.A.), including its wholly-owned subsidiary Popular Insurance, Inc.; and

EVERTEC USA, Inc.

PIHC, PIBI and PNA are authorized issuers of debt securities and preferred stock under a shelf registration filed with the Securities and Exchange Commission.

PIHC fully and unconditionally guarantees all registered debt securities and preferred stock issued by PIBI and PNA. The principal source of income for PIHC consists of dividends from BPPR. As a member subject to the regulations of the Federal Reserve System, BPPR and BPNA must obtain the approval of the Federal Reserve Board for any dividend if the total of all dividends declared by it during the calendar year would exceed the total of its net income

for that year, as defined by the Federal Reserve Board, combined with its retained net income for the preceding two years, less any required transfers to surplus or to a fund for the retirement of any preferred stock. The payment of

Table of Contents

dividends by BPPR may also be affected by other regulatory requirements and policies, such as the maintenance of certain minimum capital levels. At September 30, 2007, BPPR could have declared a dividend of approximately \$219 million without the approval of the Federal Reserve Board (December 31, 2006 \$208 million; September 30, 2006 \$211 million) and BPNA could have declared a dividend of \$194 million (December 31, 2006- \$246 million; September 30, 2006 \$213 million). However, the Corporation has never received any dividend payments from its U.S. subsidiaries. Refer to Popular, Inc.'s Form 10-K for the year ended December 31, 2006 for further information on dividend restrictions imposed by regulatory requirements and policies on the payment of dividends by BPPR, BPNA and BP, N.A.

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CONDITION
SEPTEMBER 30, 2007
(UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Popular, Inc. Consolidated |
|-------------------------------------------------------------------|------------------------------|---------------------|--------------------|---------------------------|------------------------|-------------------------------|
| ASSETS | | | | | | |
| Cash and due from banks | \$ 890 | \$ 1,079 | \$ 15,567 | \$ 829,306 | (\$ 137,786) | \$ 709,056 |
| Money market investments | 71,000 | 300 | 195 | 1,261,971 | (698,369) | 635,097 |
| Investment securities available-for-sale, at fair value | | 38,578 | | 8,839,932 | (15) | 8,878,495 |
| Investment securities held-to-maturity, at amortized cost | 626,189 | 1,250 | | 81,828 | (430,000) | 279,267 |
| Other investment securities, at lower of cost or realizable value | 14,425 | 1 | 12,392 | 152,558 | | 179,376 |
| Trading account securities, at fair value | | | | 663,283 | (1,125) | 662,158 |
| Investment in subsidiaries | 3,218,956 | 1,009,325 | 1,959,999 | 684,853 | (6,873,133) | |
| Loans held-for-sale, at lower of cost or market value | | | | 423,303 | | 423,303 |
| Loans held-in-portfolio | 378,107 | 21,550 | 3,084,479 | 37,447,521 | (7,703,433) | 33,228,224 |
| Less Unearned income | | | | 330,723 | | 330,723 |
| Allowance for loan losses | 60 | | | 600,213 | | 600,273 |
| | 378,047 | 21,550 | 3,084,479 | 36,516,585 | (7,703,433) | 32,297,228 |
| Premises and equipment, net | 24,359 | | 132 | 556,390 | (113) | 580,768 |
| Other real estate | | | | 133,508 | | 133,508 |
| Accrued income receivable | 742 | 54 | 14,274 | 306,563 | (30,717) | 290,916 |
| Other assets | 42,374 | 60,592 | 59,188 | 1,361,010 | (81,483) | 1,441,681 |
| Goodwill | | | | 668,807 | | 668,807 |

| | | | | | | |
|-------------------------|-------------|-------------|-------------|--------------|----------------|--------------|
| Other intangible assets | 554 | | | 99,917 | | 100,471 |
| | \$4,377,536 | \$1,132,729 | \$5,146,226 | \$52,579,814 | (\$15,956,174) | \$47,280,131 |

LIABILITIES AND STOCKHOLDERS EQUITY*Liabilities:*

Deposits:

| | | | | | | |
|----------------------|--|--|--|--------------|--------------|--------------|
| Non-interest bearing | | | | \$ 4,113,111 | (\$ 137,728) | \$ 3,975,383 |
| Interest bearing | | | | 23,123,566 | (497,434) | 22,626,132 |

Federal funds purchased and assets sold under agreements to repurchase

| | | | | | | |
|--|--|--|------------|------------|-----------|------------|
| | | | | 27,236,677 | (635,162) | 26,601,515 |
| | | | \$ 265,332 | 6,211,672 | (189,701) | 6,287,303 |

Other short-term

| | | | | | | |
|--------------------|-----------|-------|-----------|------------|-------------|-----------|
| borrowings | \$ 25,000 | | 849,716 | 2,531,236 | (1,991,055) | 1,414,897 |
| Notes payable | 486,494 | | 2,920,305 | 10,584,543 | (5,676,551) | 8,314,791 |
| Subordinated notes | | | | 430,000 | (430,000) | |
| Other liabilities | 62,321 | \$ 80 | 119,174 | 800,501 | (124,281) | 857,795 |

| | | | | | | |
|--|---------|----|-----------|------------|-------------|------------|
| | 573,815 | 80 | 4,154,527 | 47,794,629 | (9,046,750) | 43,476,301 |
|--|---------|----|-----------|------------|-------------|------------|

Minority interest in consolidated subsidiaries

| | | | | | | |
|--|--|--|--|-----|--|-----|
| | | | | 109 | | 109 |
|--|--|--|--|-----|--|-----|

*Stockholders**equity:*

| | | | | | | |
|--------------------------------------------------|-------------|-------------|-------------|--------------|----------------|--------------|
| Preferred stock | 186,875 | | | | | 186,875 |
| Common stock | 1,757,961 | 3,961 | 2 | 70,421 | (74,384) | 1,757,961 |
| Surplus | 531,128 | 851,193 | 734,964 | 3,156,701 | (4,737,857) | 536,129 |
| Retained earnings | 1,694,385 | 330,750 | 269,284 | 1,687,153 | (2,292,188) | 1,689,384 |
| Accumulated other comprehensive loss, net of tax | (161,061) | (53,255) | (12,551) | (128,535) | 194,341 | (161,061) |
| Treasury stock, at cost | (205,567) | | | (664) | 664 | (205,567) |
| | 3,803,721 | 1,132,649 | 991,699 | 4,785,076 | (6,909,424) | 3,803,721 |
| | \$4,377,536 | \$1,132,729 | \$5,146,226 | \$52,579,814 | (\$15,956,174) | \$47,280,131 |

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CONDITION
DECEMBER 31, 2006
(UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Popular, Inc. Consolidated |
|-------------------------------------------------------------------|------------------------------|---------------------|--------------------|---------------------------|------------------------|-------------------------------|
| ASSETS | | | | | | |
| Cash and due from banks | \$ 2 | \$ 157 | \$ 322 | \$ 1,015,470 | (\$ 65,793) | \$ 950,158 |
| Money market investments | 8,700 | 1,075 | 2,553 | 508,424 | (219,044) | 301,708 |
| Investment securities available-for-sale, at fair value | | 71,262 | | 9,782,815 | (3,215) | 9,850,862 |
| Investment securities held-to-maturity, at amortized cost | 430,000 | 2,157 | | 89,183 | (430,000) | 91,340 |
| Other investment securities, at lower of cost or realizable value | 143,469 | 5,001 | 26,152 | 122,772 | | 297,394 |
| Trading account securities, at fair value | | | | 382,325 | | 382,325 |
| Investment in subsidiaries | 3,177,371 | 1,135,808 | 2,062,710 | 816,684 | (7,192,573) | |
| Loans held-for-sale, at lower of cost or market value | | | | 719,922 | | 719,922 |
| Loans held-in-portfolio | 467,649 | | 2,958,559 | 35,467,096 | (6,567,940) | 32,325,364 |
| Less Unearned income | | | | 308,347 | | 308,347 |
| Allowance for loan losses | 40 | | | 522,192 | | 522,232 |
| | 467,609 | | 2,958,559 | 34,636,557 | (6,567,940) | 31,494,785 |
| Premises and equipment, net | 25,628 | | 134 | 569,545 | (167) | 595,140 |
| Other real estate | | | | 84,816 | | 84,816 |
| Accrued income receivable | 1,058 | 12 | 11,581 | 264,089 | (28,500) | 248,240 |
| Other assets | 60,430 | 42,883 | 28,125 | 1,528,398 | (47,946) | 1,611,890 |
| Goodwill | | | | 667,853 | | 667,853 |
| | 554 | | | 107,000 | | 107,554 |

Other intangible
assets

| | | | | | |
|-------------|-------------|-------------|--------------|----------------|--------------|
| \$4,314,821 | \$1,258,355 | \$5,090,136 | \$51,295,853 | (\$14,555,178) | \$47,403,987 |
|-------------|-------------|-------------|--------------|----------------|--------------|

LIABILITIES AND STOCKHOLDERS EQUITY

Liabilities:

Deposits:

| | | | | | |
|----------------------|--|--|--------------|-------------|--------------|
| Non-interest bearing | | | \$ 4,287,868 | (\$ 65,735) | \$ 4,222,133 |
| Interest bearing | | | 20,283,441 | (67,243) | 20,216,198 |

Federal funds
purchased and assets
sold under
agreements to
repurchase

| | | | | | |
|--|--|------------|------------|-----------|------------|
| | | | 24,571,309 | (132,978) | 24,438,331 |
| | | \$ 159,829 | 5,739,416 | (136,800) | 5,762,445 |

Other short-term

| | | | | | | |
|------------|------------|--|---------|-----------|-------------|-----------|
| borrowings | \$ 150,787 | | 894,959 | 5,297,595 | (2,309,216) | 4,034,125 |
|------------|------------|--|---------|-----------|-------------|-----------|

| | | | | | | |
|---------------|---------|--|-----------|-----------|-------------|-----------|
| Notes payable | 484,406 | | 2,835,595 | 9,651,217 | (4,233,972) | 8,737,246 |
|---------------|---------|--|-----------|-----------|-------------|-----------|

| | | | | | | |
|--------------------|--|--|--|---------|-----------|--|
| Subordinated notes | | | | 430,000 | (430,000) | |
|--------------------|--|--|--|---------|-----------|--|

| | | | | | | |
|-------------------|--------|-------|--------|---------|----------|---------|
| Other liabilities | 59,322 | \$ 60 | 78,988 | 758,613 | (85,559) | 811,424 |
|-------------------|--------|-------|--------|---------|----------|---------|

| | | | | | | |
|--|---------|----|-----------|------------|-------------|------------|
| | 694,515 | 60 | 3,969,371 | 46,448,150 | (7,328,525) | 43,783,571 |
|--|---------|----|-----------|------------|-------------|------------|

Minority interest in
consolidated
subsidiaries

| | | | | | | |
|--|--|--|--|-----|--|-----|
| | | | | 110 | | 110 |
|--|--|--|--|-----|--|-----|

Stockholders

equity:

| | | | | | | |
|-----------------|---------|--|--|--|--|---------|
| Preferred stock | 186,875 | | | | | 186,875 |
|-----------------|---------|--|--|--|--|---------|

| | | | | | | |
|--------------|-----------|-------|---|--------|----------|-----------|
| Common stock | 1,753,146 | 3,961 | 2 | 70,421 | (74,384) | 1,753,146 |
|--------------|-----------|-------|---|--------|----------|-----------|

| | | | | | | |
|---------|---------|---------|---------|-----------|-------------|---------|
| Surplus | 521,855 | 851,193 | 734,964 | 3,182,285 | (4,763,441) | 526,856 |
|---------|---------|---------|---------|-----------|-------------|---------|

| | | | | | | |
|-------------------|-----------|---------|---------|-----------|-------------|-----------|
| Retained earnings | 1,599,145 | 458,922 | 406,811 | 1,804,476 | (2,675,210) | 1,594,144 |
|-------------------|-----------|---------|---------|-----------|-------------|-----------|

Accumulated other
comprehensive loss,
net of tax

| | | | | | | |
|--|-----------|----------|----------|-----------|---------|-----------|
| | (233,728) | (55,781) | (21,012) | (207,443) | 284,236 | (233,728) |
|--|-----------|----------|----------|-----------|---------|-----------|

Treasury stock, at
cost

| | | | | | | |
|--|-----------|--|--|---------|-------|-----------|
| | (206,987) | | | (2,146) | 2,146 | (206,987) |
|--|-----------|--|--|---------|-------|-----------|

| | | | | | | |
|--|-----------|-----------|-----------|-----------|-------------|-----------|
| | 3,620,306 | 1,258,295 | 1,120,765 | 4,847,593 | (7,226,653) | 3,620,306 |
|--|-----------|-----------|-----------|-----------|-------------|-----------|

| | | | | | | |
|--|-------------|-------------|-------------|--------------|----------------|--------------|
| | \$4,314,821 | \$1,258,355 | \$5,090,136 | \$51,295,853 | (\$14,555,178) | \$47,403,987 |
|--|-------------|-------------|-------------|--------------|----------------|--------------|

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CONDITION
SEPTEMBER 30, 2006
(UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Popular, Inc. Consolidated |
|-------------------------------------------------------------------|------------------------------|---------------------|--------------------|---------------------------|------------------------|-------------------------------|
| ASSETS | | | | | | |
| Cash and due from banks | \$ 769 | \$ 204 | \$ 15,019 | \$ 777,966 | (\$ 57,289) | \$ 736,669 |
| Money market investments | 60,000 | 300 | 242 | 678,444 | (193,737) | 545,249 |
| Investment securities available-for-sale, at fair value | 8,536 | 70,500 | 9,677 | 10,069,659 | (47) | 10,158,325 |
| Investment securities held-to-maturity, at amortized cost | 699,683 | 2,160 | | 85,587 | (430,000) | 357,430 |
| Other investment securities, at lower of cost or realizable value | 143,782 | 5,001 | 18,671 | 130,018 | | 297,472 |
| Trading account securities, at fair value | | | | 451,684 | (22) | 451,662 |
| Investment in subsidiaries | 3,198,490 | 1,158,368 | 2,077,657 | 803,046 | (7,237,561) | |
| Loans held-for-sale, at lower of cost or market value | | | | 447,314 | | 447,314 |
| Loans held-in-portfolio | 27,032 | | 2,819,009 | 34,601,455 | (5,832,737) | 31,614,759 |
| Less Unearned income | | | | 305,114 | | 305,114 |
| Allowance for loan losses | 40 | | | 487,299 | | 487,339 |
| | 26,992 | | 2,819,009 | 33,809,042 | (5,832,737) | 30,822,306 |
| Premises and equipment, net | 26,217 | | 135 | 562,117 | (187) | 588,282 |
| Other real estate | | | | 83,636 | | 83,636 |
| Accrued income receivable | 359 | 43 | 11,243 | 301,402 | (24,705) | 288,342 |
| Other assets | 61,963 | 41,661 | 44,255 | 1,236,372 | (9,351) | 1,374,900 |
| Goodwill | | | | 678,666 | | 678,666 |
| | 554 | | | 103,943 | | 104,497 |

Other intangible
assets

| | | | | | |
|-------------|-------------|-------------|--------------|-----------------|--------------|
| \$4,227,345 | \$1,278,237 | \$4,995,908 | \$50,218,896 | (\$ 13,785,636) | \$46,934,750 |
|-------------|-------------|-------------|--------------|-----------------|--------------|

LIABILITIES AND STOCKHOLDERS

EQUITY

Liabilities:

Deposits:

| | | | | | |
|----------------------|--|--|--------------|-------------|--------------|
| Non-interest bearing | | | \$ 3,879,816 | (\$ 57,232) | \$ 3,822,584 |
| Interest bearing | | | 19,408,598 | (93,737) | 19,314,861 |

| | | | | | |
|--|--|--|------------|-----------|------------|
| | | | 23,288,414 | (150,969) | 23,137,445 |
|--|--|--|------------|-----------|------------|

Federal funds
purchased and assets
sold under
agreements to

| | | | | | |
|------------|--|-----------|-----------|----------|-----------|
| repurchase | | \$ 73,000 | 7,058,466 | (86,000) | 7,045,466 |
|------------|--|-----------|-----------|----------|-----------|

| | | | | | |
|--------------------------------|--------|---------|-----------|-------------|-----------|
| Other short-term borrowings | \$ 300 | 130,556 | 3,711,662 | (1,133,007) | 2,709,511 |
|--------------------------------|--------|---------|-----------|-------------|-----------|

| | | | | | |
|---------------|------------|-----------|------------|-------------|-----------|
| Notes payable | \$ 532,428 | 3,533,639 | 10,286,509 | (4,670,679) | 9,681,897 |
|---------------|------------|-----------|------------|-------------|-----------|

| | | | | | |
|--------------------|--|--|---------|-----------|--|
| Subordinated notes | | | 430,000 | (430,000) | |
|--------------------|--|--|---------|-----------|--|

| | | | | | | |
|-------------------|--------|----|---------|---------|----------|---------|
| Other liabilities | 58,894 | 58 | 114,508 | 594,723 | (43,887) | 724,296 |
|-------------------|--------|----|---------|---------|----------|---------|

| | | | | | | |
|--|---------|-----|-----------|------------|-------------|------------|
| | 591,322 | 358 | 3,851,703 | 45,369,774 | (6,514,542) | 43,298,615 |
|--|---------|-----|-----------|------------|-------------|------------|

Minority interest in
consolidated
subsidiaries

| | | | | | |
|--|--|--|-----|--|-----|
| | | | 111 | | 111 |
|--|--|--|-----|--|-----|

Stockholders

equity:

| | | | | | |
|-----------------|---------|--|--|--|---------|
| Preferred stock | 186,875 | | | | 186,875 |
|-----------------|---------|--|--|--|---------|

| | | | | | | |
|--------------|-----------|-------|---|--------|----------|-----------|
| Common stock | 1,751,868 | 3,961 | 2 | 70,421 | (74,384) | 1,751,868 |
|--------------|-----------|-------|---|--------|----------|-----------|

| | | | | | | |
|---------|---------|---------|---------|-----------|-------------|---------|
| Surplus | 489,397 | 851,193 | 734,964 | 3,103,198 | (4,684,354) | 494,398 |
|---------|---------|---------|---------|-----------|-------------|---------|

| | | | | | | |
|-------------------|-----------|---------|---------|-----------|-------------|-----------|
| Retained earnings | 1,616,104 | 481,905 | 432,772 | 1,852,429 | (2,772,107) | 1,611,103 |
|-------------------|-----------|---------|---------|-----------|-------------|-----------|

| | | | | | | |
|--------------------------------------------------------|-----------|----------|----------|-----------|---------|-----------|
| Accumulated other comprehensive loss, net of tax | (201,688) | (59,180) | (23,533) | (175,251) | 257,965 | (201,687) |
|--------------------------------------------------------|-----------|----------|----------|-----------|---------|-----------|

| | | | | | | |
|----------------------------|-----------|--|--|---------|-------|-----------|
| Treasury stock, at cost | (206,533) | | | (1,786) | 1,786 | (206,533) |
|----------------------------|-----------|--|--|---------|-------|-----------|

| | | | | | | |
|--|-----------|-----------|-----------|-----------|-------------|-----------|
| | 3,636,023 | 1,277,879 | 1,144,205 | 4,849,011 | (7,271,094) | 3,636,024 |
|--|-----------|-----------|-----------|-----------|-------------|-----------|

| | | | | | | |
|--|-------------|-------------|-------------|--------------|----------------|--------------|
| | \$4,227,345 | \$1,278,237 | \$4,995,908 | \$50,218,896 | (\$13,785,636) | \$46,934,750 |
|--|-------------|-------------|-------------|--------------|----------------|--------------|

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE QUARTER ENDED SEPTEMBER 30, 2007
(UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Popular, Inc. Consolidated |
|-------------------------------------------------------------------------------|------------------------------------|------------------------|-----------------------|---------------------------|------------------------|----------------------------------|
| INTEREST INCOME: | | | | | | |
| Loans | \$ 4,800 | \$ 31 | \$ 40,827 | \$ 713,782 | (\$ 96,467) | \$ 662,973 |
| Money market investments | 176 | 244 | 3 | 9,719 | (3,335) | 6,807 |
| Investment securities | 10,092 | 307 | 223 | 106,508 | (7,337) | 109,793 |
| Trading account securities | | | | 10,653 | | 10,653 |
| | 15,068 | 582 | 41,053 | 840,662 | (107,139) | 790,226 |
| INTEREST EXPENSE: | | | | | | |
| Deposits | | | | 199,409 | (2,584) | 196,825 |
| Short-term borrowings | 382 | | 14,635 | 129,035 | (30,220) | 113,832 |
| Long-term debt | 8,368 | | 38,071 | 150,661 | (77,647) | 119,453 |
| | 8,750 | | 52,706 | 479,105 | (110,451) | 430,110 |
| Net interest income (expense) | 6,318 | 582 | (11,653) | 361,557 | 3,312 | 360,116 |
| Provision for loan losses | | | | 148,093 | | 148,093 |
| Net interest income (expense) after provision for loan losses | 6,318 | 582 | (11,653) | 213,464 | 3,312 | 212,023 |
| Service charges on deposit accounts | | | | 49,704 | | 49,704 |
| Other service fees | | | | 121,030 | (27,666) | 93,364 |
| Net (loss) gain on sale and valuation adjustments of investment securities | (1,025) | 258 | | (2,322) | | (3,089) |
| Trading account loss | | | | (2,827) | (40) | (2,867) |
| Gain on sale of loans and valuation adjustments on loans held-for-sale | | | | 5,987 | 4 | 5,991 |
| Other operating income (loss) | 67 | 2,296 | (94) | 31,374 | (9,741) | 23,902 |
| | 5,360 | 3,136 | (11,747) | 416,410 | (34,131) | 379,028 |
| OPERATING EXPENSES: | | | | | | |
| Personnel costs: | | | | | | |
| Salaries | 3,882 | 99 | | 117,687 | (858) | 120,810 |
| Pension, profit sharing and other benefits | 978 | 15 | | 30,681 | (244) | 31,430 |
| | 4,860 | 114 | | 148,368 | (1,102) | 152,240 |
| Net occupancy expenses | 541 | 7 | 1 | 28,887 | | 29,436 |

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| | | | | | | |
|------------------------------------------------------------------------|------------------|--------------------|--------------------|--------------------|-------------------|------------------|
| Equipment expenses | 387 | | | 30,349 | (48) | 30,688 |
| Other taxes | 438 | | | 12,789 | | 13,227 |
| Professional fees | 2,717 | (2) | (14) | 69,693 | (35,291) | 37,103 |
| Communications | 116 | | | 16,772 | (42) | 16,846 |
| Business promotion | 989 | | | 27,667 | (96) | 28,560 |
| Printing and supplies | 15 | | 1 | 4,115 | | 4,131 |
| Other operating expenses | (11,547) | (100) | 95 | 44,708 | (648) | 32,508 |
| Amortization of intangibles | | | | 2,234 | | 2,234 |
| | (1,484) | 19 | 83 | 385,582 | (37,227) | 346,973 |
| Income (loss) before income tax and equity in earnings of subsidiaries | 6,844 | 3,117 | (11,830) | 30,828 | 3,096 | 32,055 |
| Income tax | 1,755 | | (4,140) | (2,672) | 1,109 | (3,948) |
| Income (loss) before equity in earnings of subsidiaries | 5,089 | 3,117 | (7,690) | 33,500 | 1,987 | 36,003 |
| Equity in earnings of subsidiaries | 30,914 | (52,915) | (46,191) | (51,726) | 119,918 | |
| NET INCOME (LOSS) | \$ 36,003 | (\$ 49,798) | (\$ 53,881) | (\$ 18,226) | \$ 121,905 | \$ 36,003 |

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE QUARTER ENDED SEPTEMBER 30, 2006
(UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Popular, Inc. Consolidated |
|----------------------------------------------------------------------------|------------------------------------|---------------------|--------------------|---------------------------|------------------------|----------------------------------|
| INTEREST INCOME: | | | | | | |
| Loans | \$ 694 | | \$ 37,876 | \$671,409 | (\$ 72,733) | \$637,246 |
| Money market investments | 200 | \$ 12 | 2 | 9,234 | (2,410) | 7,038 |
| Investment securities | 11,318 | 366 | 517 | 124,119 | (6,997) | 129,323 |
| Trading account securities | | | | 7,724 | | 7,724 |
| | 12,212 | 378 | 38,395 | 812,486 | (82,140) | 781,331 |
| INTEREST EXPENSE: | | | | | | |
| Deposits | | | | 152,164 | (1,156) | 151,008 |
| Short-term borrowings | 71 | 396 | 3,776 | 152,553 | (15,069) | 141,727 |
| Long-term debt | 9,134 | | 47,722 | 157,288 | (67,586) | 146,558 |
| | 9,205 | 396 | 51,498 | 462,005 | (83,811) | 439,293 |
| Net interest income (expense) | 3,007 | (18) | (13,103) | 350,481 | 1,671 | 342,038 |
| Provision for loan losses | | | | 63,445 | | 63,445 |
| Net interest income (expense) after provision for loan losses | 3,007 | (18) | (13,103) | 287,036 | 1,671 | 278,593 |
| Service charges on deposit accounts | | | | 47,484 | | 47,484 |
| Other service fees | | | | 106,498 | (26,861) | 79,637 |
| Net (loss) gain on sale and valuation adjustments of investment securities | (143) | 106 | | 846 | 6,314 | 7,123 |
| Trading account profit | | | | 5,221 | 4,798 | 10,019 |
| Gain on sale of loans | | | | 16,421 | 3,692 | 20,113 |
| Other operating income (loss) | 696 | 1,676 | (3,090) | 38,318 | (10,627) | 26,973 |

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| | | | | | | |
|------------------------------------------------------------------------|-----------------|--------------------|--------------------|------------------|--------------------|------------------|
| | 3,560 | 1,764 | (16,193) | 501,824 | (21,013) | 469,942 |
| OPERATING EXPENSES: | | | | | | |
| Personnel costs: | | | | | | |
| Salaries | 4,165 | 95 | | 127,252 | (899) | 130,613 |
| Pension, profit sharing and other benefits | 1,129 | 15 | | 33,178 | (239) | 34,083 |
| | 5,294 | 110 | | 160,430 | (1,138) | 164,696 |
| Net occupancy expenses | 594 | 4 | 1 | 30,974 | | 31,573 |
| Equipment expenses | 420 | 3 | 3 | 33,946 | (26) | 34,346 |
| Other taxes | 353 | | | 11,417 | | 11,770 |
| Professional fees | 2,028 | 11 | 56 | 62,044 | (34,521) | 29,618 |
| Communications | 152 | | | 17,221 | (30) | 17,343 |
| Business promotion | 800 | | | 33,694 | (639) | 33,855 |
| Printing and supplies | 26 | | 1 | 4,381 | | 4,408 |
| Other operating expenses | (9,309) | (100) | 109 | 38,391 | (385) | 28,706 |
| Amortization of intangibles | | | | 3,608 | | 3,608 |
| | 358 | 28 | 170 | 396,106 | (36,739) | 359,923 |
| Income (loss) before income tax and equity in earnings of subsidiaries | 3,202 | 1,736 | (16,363) | 105,718 | 15,726 | 110,019 |
| Income tax | (938) | | (1,855) | 26,845 | 3,807 | 27,859 |
| Income (loss) before equity in earnings of subsidiaries | 4,140 | 1,736 | (14,508) | 78,873 | 11,919 | 82,160 |
| Equity in earnings of subsidiaries | 78,020 | (13,525) | 337 | 1,523 | (66,355) | |
| NET INCOME (LOSS) | \$82,160 | (\$ 11,789) | (\$ 14,171) | \$ 80,396 | (\$ 54,436) | \$ 82,160 |

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007
(UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Popular, Inc. Consolidated |
|-------------------------------------------------------------------------------|------------------------------------|---------------------|--------------------|---------------------------|------------------------|-------------------------------|
| INTEREST INCOME: | | | | | | |
| Loans | \$ 14,339 | \$ 31 | \$ 117,001 | \$ 2,097,088 | (\$ 264,887) | \$ 1,963,572 |
| Money market investments | 1,116 | 359 | 13 | 23,128 | (7,448) | 17,168 |
| Investment securities | 27,456 | 1,503 | 670 | 330,457 | (21,739) | 338,347 |
| Trading account securities | | | | 29,645 | | 29,645 |
| | 42,911 | 1,893 | 117,684 | 2,480,318 | (294,074) | 2,348,732 |
| INTEREST EXPENSE: | | | | | | |
| Deposits | | | | 557,184 | (4,527) | 552,657 |
| Short-term borrowings | 2,348 | | 43,521 | 402,175 | (89,937) | 358,107 |
| Long-term debt | 25,100 | | 111,956 | 423,348 | (208,951) | 351,453 |
| | 27,448 | | 155,477 | 1,382,707 | (303,415) | 1,262,217 |
| Net interest income (expense) | 15,463 | 1,893 | (37,793) | 1,097,611 | 9,341 | 1,086,515 |
| Provision for loan losses | 7 | | | 359,599 | | 359,606 |
| Net interest income (expense) after provision for loan losses | 15,456 | 1,893 | (37,793) | 738,012 | 9,341 | 726,909 |
| Service charges on deposit accounts | | | | 146,567 | | 146,567 |
| Other service fees | | | | 354,484 | (83,681) | 270,803 |
| Net gain (loss) on sale and valuation adjustments of investment securities | 115,567 | (8,249) | | (27,461) | | 79,857 |
| Trading account loss | | | | (6,614) | (40) | (6,654) |
| Gain on sale of loans and valuation adjustments on loans held-for-sale | | | | 50,254 | (12,535) | 37,719 |
| Other operating income (loss) | 9,830 | 13,506 | (723) | 100,073 | (28,422) | 94,264 |
| | 140,853 | 7,150 | (38,516) | 1,355,315 | (115,337) | 1,349,465 |
| OPERATING EXPENSES: | | | | | | |
| Personnel costs: | | | | | | |
| Salaries | 15,500 | 293 | | 370,402 | (1,956) | 384,239 |
| Pension, profit sharing and other benefits | 4,295 | 52 | | 106,881 | (564) | 110,664 |
| | 19,795 | 345 | | 477,283 | (2,520) | 494,903 |
| Net occupancy expenses | 1,707 | 22 | 2 | 86,220 | | 87,951 |

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| | | | | | | |
|------------------------------------------------------------------------|------------------|---------------------|---------------------|-------------------|-------------------|-------------------|
| Equipment expenses | 1,061 | | 3 | 94,413 | (148) | 95,329 |
| Other taxes | 1,148 | | | 35,761 | | 36,909 |
| Professional fees | 8,495 | 17 | 107 | 209,030 | (105,917) | 111,732 |
| Communications | 393 | | | 50,610 | (122) | 50,881 |
| Business promotion | 2,152 | | | 85,853 | (704) | 87,301 |
| Printing and supplies | 56 | | 1 | 12,899 | | 12,956 |
| Other operating expenses | (36,499) | (300) | 328 | 135,249 | (1,416) | 97,362 |
| Amortization of intangibles | | | | 8,030 | | 8,030 |
| | (1,692) | 84 | 441 | 1,195,348 | (110,827) | 1,083,354 |
| Income (loss) before income tax and equity in earnings of subsidiaries | 142,545 | 7,066 | (38,957) | 159,967 | (4,510) | 266,111 |
| Income tax | 31,001 | | (13,635) | 21,445 | (2,300) | 36,511 |
| Income (loss) before equity in earnings of subsidiaries | 111,544 | 7,066 | (25,322) | 138,522 | (2,210) | 229,600 |
| Equity in earnings of subsidiaries | 118,056 | (135,832) | (112,800) | (140,641) | 271,217 | |
| NET INCOME (LOSS) | \$229,600 | (\$ 128,766) | (\$ 138,122) | (\$ 2,119) | \$ 269,007 | \$ 229,600 |

Table of Contents

**POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2006
(UNAUDITED)**

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Popular, Inc. Consolidated |
|----------------------------------------------------------------------------|---------------------------------|------------------------|--------------------|---------------------------|------------------------|-------------------------------|
| INTEREST INCOME: | | | | | | |
| Loans | \$ 6,118 | | \$111,043 | \$1,934,965 | (\$ 209,253) | \$1,842,873 |
| Money market investments | 1,722 | \$ 131 | 439 | 29,389 | (8,755) | 22,926 |
| Investment securities | 27,686 | 1,029 | 964 | 387,361 | (20,910) | 396,130 |
| Trading account securities | | | | 23,649 | | 23,649 |
| | 35,526 | 1,160 | 112,446 | 2,375,364 | (238,918) | 2,285,578 |
| INTEREST EXPENSE: | | | | | | |
| Deposits | | | | 414,636 | (3,256) | 411,380 |
| Short-term borrowings | 174 | 1,237 | 13,878 | 422,032 | (43,717) | 393,604 |
| Long-term debt | 27,184 | | 138,060 | 445,564 | (197,795) | 413,013 |
| | 27,358 | 1,237 | 151,938 | 1,282,232 | (244,768) | 1,217,997 |
| Net interest income (expense) | 8,168 | (77) | (39,492) | 1,093,132 | 5,850 | 1,067,581 |
| Provision for loan losses | | | | 179,488 | | 179,488 |
| Net interest income (expense) after provision for loan losses | 8,168 | (77) | (39,492) | 913,644 | 5,850 | 888,093 |
| Service charges on deposit accounts | | | | 142,277 | | 142,277 |
| Other service fees | | | | 321,510 | (81,510) | 240,000 |
| Net gain (loss) on sale and valuation adjustments of investment securities | 589 | 13,595 | | (15,869) | 6,724 | 5,039 |
| Trading account profit | | | | 6,404 | 16,920 | 23,324 |
| Gain on sale of loans | | | | 100,653 | (4,225) | 96,428 |
| Other operating income (loss) | 15,169 | 5,177 | (271) | 106,845 | (29,820) | 97,100 |

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| | | | | | | |
|------------------------------------------------------------------------|------------------|-----------------|--------------------|-------------------|---------------------|-------------------|
| | 23,926 | 18,695 | (39,763) | 1,575,464 | (86,061) | 1,492,261 |
| OPERATING EXPENSES: | | | | | | |
| Personnel costs: | | | | | | |
| Salaries | 14,823 | 283 | | 380,183 | (2,444) | 392,845 |
| Pension, profit sharing and other benefits | 4,149 | 51 | | 112,878 | (692) | 116,386 |
| | 18,972 | 334 | | 493,061 | (3,136) | 509,231 |
| Net occupancy expenses | 1,723 | 11 | 1 | 87,105 | | 88,840 |
| Equipment expenses | 1,221 | 6 | 10 | 100,336 | (57) | 101,516 |
| Other taxes | 853 | | | 32,087 | | 32,940 |
| Professional fees | 12,187 | 34 | 132 | 196,099 | (103,268) | 105,184 |
| Communications | 471 | | | 51,531 | (66) | 51,936 |
| Business promotion | 3,887 | | | 95,561 | (779) | 98,669 |
| Printing and supplies | 62 | | 1 | 13,268 | | 13,331 |
| Other operating expenses | (39,508) | (299) | 327 | 126,182 | (1,093) | 85,609 |
| Impact of change in fiscal period at certain subsidiaries | | | 3,495 | 4,109 | 2,137 | 9,741 |
| Amortization of intangibles | | | | 9,160 | | 9,160 |
| | (132) | 86 | 3,966 | 1,208,499 | (106,262) | 1,106,157 |
| Income (loss) before income tax and equity in earnings of subsidiaries | 24,058 | 18,609 | (43,729) | 366,965 | 20,201 | 386,104 |
| Income tax | 1,778 | | (11,015) | 93,258 | 4,039 | 88,060 |
| Income (loss) before equity in earnings of subsidiaries | 22,280 | 18,609 | (32,714) | 273,707 | 16,162 | 298,044 |
| Equity in earnings of subsidiaries | 275,764 | (17,246) | 14,214 | (9,110) | (263,622) | |
| NET INCOME (LOSS) | \$298,044 | \$ 1,363 | (\$ 18,500) | \$ 264,597 | (\$ 247,460) | \$ 298,044 |

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 (UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Consolidated Popular, Inc. |
|---------------------------------------------------------------------------------------------|------------------------------|---------------------|--------------------|---------------------------|------------------------|-------------------------------|
| Cash flows from operating activities: | | | | | | |
| Net income (loss) | \$ 229,600 | (\$128,766) | (\$138,122) | (\$2,119) | \$ 269,007 | \$ 229,600 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | | | | | |
| Equity in undistributed earnings of subsidiaries | (118,056) | 135,832 | 112,800 | 140,641 | (271,217) | |
| Depreciation and amortization of premises and equipment | 1,781 | | 2 | 57,830 | (55) | 59,558 |
| Provision for loan losses | 7 | | | 359,599 | | 359,606 |
| Amortization of intangibles | | | | 8,030 | | 8,030 |
| Amortization and fair value adjustment of servicing assets | | | | 34,941 | | 34,941 |
| Net (gain) loss on sale and valuation adjustment of investment securities | (115,567) | 8,249 | | 27,461 | | (79,857) |
| Net loss (gain) on disposition of premises and equipment | 1 | | | (5,294) | | (5,293) |
| Net gain on sale of loans and valuation adjustments on loans held-for-sale | | | | (50,254) | 12,535 | (37,719) |
| Net amortization of premiums and accretion of discounts on investments | (5,525) | 7 | | 21,337 | (18) | 15,801 |
| Net amortization of premiums and deferred loan origination fees and costs | | | | 77,963 | (7,318) | 70,645 |
| (Earnings) losses from investments under the equity method | (4,580) | (13,506) | 723 | (927) | (1,224) | (19,514) |

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| | | | | | | |
|-------------------------------------------------------------------------------------|-------------|---------|----------|--------------|-----------|--------------|
| Stock options expense | 464 | | | 875 | | 1,339 |
| Deferred income taxes | 1,451 | | (13,635) | (111,812) | 29,415 | (94,581) |
| Net disbursements on loans held-for-sale | | | | (4,007,301) | | (4,007,301) |
| Acquisitions of loans held-for-sale | | | | (474,269) | | (474,269) |
| Proceeds from sale of loans held-for-sale | | | | 3,475,817 | | 3,475,817 |
| Net decrease in trading securities | | | | 1,001,953 | 1,125 | 1,003,078 |
| Net decrease (increase) in accrued income receivable | 316 | (43) | (2,693) | (42,473) | 2,218 | (42,675) |
| Net decrease (increase) in other assets | 23,128 | 2,699 | (4,220) | 3,556 | 5,344 | 30,507 |
| Net increase (decrease) in interest payable | 375 | | 6,436 | (38) | (2,187) | 4,586 |
| Net increase in postretirement benefit obligation | | | | 2,407 | | 2,407 |
| Net increase in other liabilities | 3,370 | 20 | 32,608 | 19,181 | (36,534) | 18,645 |
| Total adjustments | (212,835) | 133,258 | 132,021 | 539,223 | (267,916) | 323,751 |
| Net cash provided by (used in) operating activities | 16,765 | 4,492 | (6,101) | 537,104 | 1,091 | 553,351 |
| Cash flows from investing activities: | | | | | | |
| Net (increase) decrease in money market investments | (62,300) | 775 | 2,357 | (687,112) | 479,326 | (266,954) |
| Purchases of investment securities: | | | | | | |
| Available-for-sale | (6,808) | (2) | | (793,475) | 732,365 | (67,920) |
| Held-to-maturity | (2,749,665) | | | (14,277,166) | | (17,026,831) |
| Other | | | (928) | (46,858) | | (47,786) |
| Proceeds from calls, paydowns, maturities and redemptions of investment securities: | | | | | | |
| Available-for-sale | | | | 1,801,852 | (735,548) | 1,066,304 |
| Held-to-maturity | 2,559,000 | 900 | | 14,284,651 | | 16,844,551 |
| Other | | | | 17,071 | | 17,071 |
| Proceeds from sale of investment securities available-for-sale | 5,783 | 16,605 | | 14,964 | | 37,352 |
| | 245,484 | 2 | 865 | 1 | | 246,352 |

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| | | | | | | |
|----------------------------------------------------------------------------------------|-----------|----------|-----------|-------------|-------------|-------------|
| Proceeds from sale of other investment securities | | | | | | |
| Net repayments (disbursements) on loans | 89,556 | (21,550) | (125,919) | (1,883,576) | 803,507 | (1,137,982) |
| Proceeds from sale of loans | | | | 16,367 | | 16,367 |
| Acquisition of loan portfolios | | | | (22,312) | | (22,312) |
| Capital contribution to subsidiary | | (300) | | (1,141) | 1,441 | |
| Assets acquired, net of cash | | | | (2,378) | | (2,378) |
| Mortgage servicing rights purchased | | | | (25,596) | | (25,596) |
| Acquisition of premises and equipment | (513) | | | (69,094) | | (69,607) |
| Proceeds from sale of premises and equipment | | | | 29,501 | | 29,501 |
| Proceeds from sale of foreclosed assets | | | | 113,776 | | 113,776 |
| Dividends received from subsidiary | 159,200 | | | | (159,200) | |
| Net cash provided by (used in) investing activities | 239,737 | (3,570) | (123,625) | (1,530,525) | 1,121,891 | (296,092) |
| Cash flows from financing activities: | | | | | | |
| Net increase in deposits | | | | 2,652,852 | (502,184) | 2,150,668 |
| Net increase in federal funds purchased and assets sold under agreements to repurchase | | | 105,503 | 472,255 | (52,900) | 524,858 |
| Net decrease in other short-term borrowings | (125,787) | | (45,242) | (2,766,359) | 318,160 | (2,619,228) |
| Payments of notes payable | | | (4,583) | (2,369,207) | 1,128,458 | (1,245,332) |
| Proceeds from issuance of notes payable | 298 | | 89,293 | 2,975,764 | (2,244,268) | 821,087 |
| Dividends paid to parent company | | | | (159,200) | 159,200 | |
| Dividends paid | (142,898) | | | | | (142,898) |
| Proceeds from issuance of common stock | 12,836 | | | | | 12,836 |
| Treasury stock acquired | (63) | | | (289) | | (352) |

57

Table of Contents

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Consolidated Popular, Inc. |
|-----------------------------------------------------|------------------------------|------------------------|--------------------|---------------------------|------------------------|-------------------------------|
| Capital contribution from parent | | | | 1,441 | (1,441) | |
| Net cash (used in) provided by financing activities | (255,614) | | 144,971 | 807,257 | (1,194,975) | (498,361) |
| Net increase (decrease) in cash and due from banks | 888 | 922 | 15,245 | (186,164) | (71,993) | (241,102) |
| Cash and due from banks at beginning of period | 2 | 157 | 322 | 1,015,470 | (65,793) | 950,158 |
| Cash and due from banks at end of period | \$ 890 | \$ 1,079 | \$ 15,567 | \$ 829,306 | (\$137,786) | \$ 709,056 |

58

Table of Contents

POPULAR, INC.
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2006
(UNAUDITED)

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Consolidated Popular, Inc. |
|---------------------------------------------------------------------------------------------|------------------------------------|------------------------|-----------------------|---------------------------|------------------------|-------------------------------|
| Cash flows from operating activities: | | | | | | |
| Net income (loss) | \$ 298,044 | \$ 1,363 | (\$18,500) | \$ 264,597 | (\$247,460) | \$ 298,044 |
| Less: Impact of change in fiscal period of certain subsidiaries, net of tax | | | (2,271) | (2,638) | (1,220) | (6,129) |
| Net income before impact of change in fiscal period | 298,044 | 1,363 | (16,229) | 267,235 | (246,240) | 304,173 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | | | | | |
| Equity in undistributed earnings of subsidiaries | (275,764) | 17,246 | (14,214) | 9,110 | 263,622 | |
| Depreciation and amortization of premises and equipment | 1,723 | | 1 | 62,135 | (54) | 63,805 |
| Provision for loan losses | | | | 179,488 | | 179,488 |
| Amortization of intangibles | | | | 9,160 | | 9,160 |
| Amortization of servicing assets | | | | 43,333 | (24) | 43,309 |
| Net (gain) loss on sale and valuation adjustment of investment securities | (589) | (13,595) | | 15,870 | (6,725) | (5,039) |
| Net gain on disposition of premises and equipment | 4 | | | (7,181) | | (7,177) |
| Net gain on sale of loans | | | | (100,653) | 4,225 | (96,428) |
| Net amortization of premiums and accretion of discounts on investments | (394) | 10 | (118) | 19,752 | (190) | 19,060 |
| Net amortization of premiums and deferred loan origination fees and costs | (54) | | | 103,619 | (4,500) | 99,065 |
| Earnings from investments under the equity method | (1,924) | (5,165) | | (894) | (1,098) | (9,081) |
| Stock options expense | 566 | | | 1,742 | | 2,308 |
| Deferred income taxes | (480) | | (11,015) | (12,174) | 4,039 | (19,630) |
| Net disbursements on loans held-for-sale | | | | (4,963,647) | | (4,963,647) |

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| | | | | | | |
|-------------------------------------------------------------------------------------|-----------|----------|---------|--------------|-----------|--------------|
| Acquisitions of loans held-for-sale | | | | (1,188,844) | | (1,188,844) |
| Proceeds from sale of loans held-for-sale | | | | 5,559,968 | | 5,559,968 |
| Net decrease in trading securities | | | | 1,196,104 | (465) | 1,195,639 |
| Net decrease (increase) in accrued income receivable | 172 | (9) | 1,301 | (48,925) | 3,150 | (44,311) |
| Net (increase) decrease in other assets | (12,190) | 4,644 | 4,338 | 68,882 | 2,207 | 67,881 |
| Net increase (decrease) in interest payable | 818 | (23) | 27,452 | 16,173 | (3,163) | 41,257 |
| Net increase in postretirement benefit obligation | | | | 3,028 | | 3,028 |
| Net increase (decrease) in other liabilities | 9,014 | 3 | 40,905 | (138,083) | 1 | (88,160) |
| Total adjustments | (279,098) | 3,111 | 48,650 | 827,963 | 261,025 | 861,651 |
| Net cash provided by operating activities | 18,946 | 4,474 | 32,421 | 1,095,198 | 14,785 | 1,165,824 |
| Cash flows from investing activities: | | | | | | |
| Net decrease (increase) in money market investments | 170,000 | | (91) | 381,685 | (347,272) | 204,322 |
| Purchases of investment securities: | | | | | | |
| Available-for-sale | | (21,189) | | (437,372) | 215,080 | (243,481) |
| Held-to-maturity | (269,683) | | | (20,578,088) | | (20,847,771) |
| Other | | | (5,529) | (45,451) | | (50,980) |
| Proceeds from calls, paydowns, maturities and redemptions of investment securities: | | | | | | |
| Available-for-sale | | | | 1,777,303 | (216,691) | 1,560,612 |
| Held-to-maturity | | | | 20,644,100 | | 20,644,100 |
| Other | 1,753 | | | 70,858 | | 72,611 |
| Proceeds from sale of investment securities available for sale | 7,195 | 28,628 | | 154,426 | 7,942 | 198,191 |
| Net (disbursements) repayments on loans | (1,325) | | 12,467 | (1,066,200) | 177,430 | (877,628) |
| Proceeds from sale of loans | | | | 759,518 | | 759,518 |
| Acquisition of loan portfolios | | | | (291,330) | | (291,330) |
| Capital contribution to subsidiary | (36,000) | (4,000) | (4,127) | (30,891) | 75,018 | |
| Assets acquired, net of cash | | | | (2,752) | | (2,752) |
| | | | | (18,723) | | (18,723) |

| | | | | | | |
|----------------------------------------------------------------------------------------|---------|----------|-----------|-------------|-------------|-------------|
| Mortgage servicing rights purchased | | | | | | |
| Acquisition of premises and equipment | (4,919) | | | (80,496) | | (85,415) |
| Proceeds from sale of premises and equipment | | | | 39,031 | | 39,031 |
| Proceeds from sale of foreclosed assets | 99 | | | 99,829 | | 99,928 |
| Dividends received from subsidiary | 203,200 | | | 60,763 | (263,963) | |
| Net cash provided by investing activities | 70,320 | 3,439 | 2,720 | 1,436,210 | (352,456) | 1,160,233 |
| Cash flows from financing activities: | | | | | | |
| Net increase in deposits | | | | 446,624 | 47,467 | 494,091 |
| Net decrease in federal funds purchased and assets sold under agreements to repurchase | | | (68,700) | (2,009,943) | 308,497 | (1,770,146) |
| Net (decrease) increase in other short-term borrowings | | (45,812) | (228,545) | 56,315 | 120,400 | (97,642) |
| Payments of notes payable | (450) | | (205,962) | (2,363,884) | 747,993 | (1,822,303) |
| Proceeds from issuance of notes payable | 294 | | 482,559 | 1,360,425 | (1,066,107) | 777,171 |
| Dividends paid to parent company | | | | (263,962) | 263,962 | |

Table of Contents

| (In thousands) | Popular, Inc. Holding Co. | PIBI Holding Co. | PNA Holding Co. | All other Subsidiaries | Elimination Entries | Consolidated Popular, Inc. |
|----------------------------------------------------------------------|------------------------------|------------------------|-----------------------|---------------------------|------------------------|-------------------------------|
| Dividends paid | (140,765) | | | | | (140,765) |
| Proceeds from issuance of common stock | 51,728 | | | 3,300 | (3,133) | 51,895 |
| Capital contribution from parent | | 36,000 | | 35,718 | (71,718) | |
| Net cash used in financing activities | (89,193) | (9,812) | (20,648) | (2,735,407) | 347,361 | (2,507,699) |
| Cash effect of change in fiscal period of certain subsidiaries | | | 78 | 19,570 | (7,734) | 11,914 |
| Net increase (decrease) in cash and due from banks | 73 | (1,899) | 14,571 | (184,429) | 1,956 | (169,728) |
| Cash and due from banks at beginning of period | 696 | 2,103 | 448 | 962,395 | (59,245) | 906,397 |
| Cash and due from banks at end of period | \$ 769 | \$ 204 | \$ 15,019 | \$ 777,966 | (\$57,289) | \$ 736,669 |

60

Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This report includes management's discussion and analysis (MD&A) of the consolidated financial position and financial performance of Popular, Inc. and its subsidiaries (the Corporation or Popular). All accompanying tables, financial statements and notes included elsewhere in this report should be considered an integral part of this analysis.

OVERVIEW

Popular, Inc. is a diversified, publicly-owned financial holding company subject to the supervision and regulation of the Board of Governors of the Federal Reserve System. The Corporation is a full service financial services provider based in Puerto Rico with operations in Puerto Rico, the United States, the Caribbean and Latin America. As the leading financial institution in Puerto Rico, the Corporation offers retail and commercial banking services through its principal banking subsidiary, Banco Popular de Puerto Rico (BPPR), as well as auto and equipment leasing and financing, mortgage loans, consumer lending, investment banking, broker-dealer and insurance services through specialized subsidiaries. In the United States, the Corporation has established a community banking franchise providing a broad range of financial services and products to the communities it serves. Banco Popular North America (BPNA) operates branches in New York, California, Illinois, New Jersey, Florida and Texas, while E-LOAN provides online consumer direct lending for obtaining mortgage, auto and home equity loans, and provides an online platform to raise deposits for BPNA. Popular Financial Holdings (PFH) offers mortgage and personal loans and provides mortgage loan servicing. The Corporation, through its transaction processing company, EVERTEC, continues to use its expertise in technology as a competitive advantage in its expansion throughout the United States, the Caribbean and Latin America, as well as internally servicing many of its subsidiaries' system infrastructures and transactional processing businesses.

Net income for the quarter ended September 30, 2007 was \$36.0 million, compared with \$82.2 million in the same quarter of 2006. The reduction in the Corporation's consolidated net income for the third quarter of 2007 was driven principally by net losses in its U.S. operations of \$44.7 million for the third quarter of 2007. The results of the third quarter continue to reflect the impact of unprecedented market conditions, particularly on the Corporation's mainland U.S. operations. The Corporation's core operations in Puerto Rico continued to perform well despite a difficult economic environment which presents credit challenges. Table A provides selected financial data and performance metrics for the quarters and nine months ended September 30, 2007 and 2006.

Financial results for the third quarter of 2007 were principally impacted by the following items (on a pre-tax basis) compared with the same quarter in 2006:

An \$84.6 million increase in the provision for loan losses for the third quarter of 2007 as compared with the same quarter in the previous year, which was mostly influenced by higher charge-offs due to a slowdown in the housing sector, particularly in the U.S. mainland, and to weak economic conditions in Puerto Rico. The provision for loans losses for the quarter ended September 30, 2007 increased by \$32.9 million compared with the second quarter of 2007. Details on credit quality metrics are included later in this MD&A.

A reduction in net gain on sale and valuation adjustment of loans held-for-sale of approximately \$14.1 million when compared to the third quarter of 2006, primarily due to a reduction of \$33.7 million at the Corporation's U.S. mainland operations, reflecting the lack of liquidity in the U.S. mortgage market and lower origination volume. In the third quarter of 2006, Popular Financial Holdings (PFH), which is part of these U.S. mainland operations, completed an off-balance sheet mortgage loan securitization with gains approximating \$7.3 million. The unfavorable variance in gain on sale of loans described above was in part offset by a favorable change in the Puerto Rico operations. During the third quarter of 2006, BPPR realized a loss of \$20.1 million related with \$0.6 billion in mortgage loans sold in a single transaction to a private investor.

Unfavorable valuation adjustments in the residual interests of PFH amounting to \$14.1 million for the third quarter of 2007, compared to \$0.8 million in the same quarter of the previous year. These

Table of Contents

residual interests are associated with securitizations of subprime loans originated through PFH's discontinued wholesale subprime operations. As of September 30, 2007, the aggregate balance of PFH's residual interests was \$22 million. As indicated in the Corporation's Form 10-Q filed on May 10, 2007 and in the Corporation's 2006 Annual Report incorporated by reference in Popular, Inc.'s Form 10-K, the Corporation exited the wholesale nonprime mortgage loan origination business during the first quarter of 2007. It shut down its wholesale broker, retail and call center business divisions.

The above were partially offset by:

Higher net interest income by \$18.1 million,

Lower operating expenses by \$13.0 million, principally due to a decline in personnel costs by \$12.5 million mainly due to the headcount reduction at PFH due to the Restructuring Plan, and

Lower income tax expense by \$31.8 million.

Further details on the above items are provided later in this MD&A.

Refer to the Non-Interest Income section of this MD&A for other factors influencing the variance in non-interest income. Also, refer to the Critical Accounting Policies / Estimates section of this MD&A for more detailed information on the valuation of residual interests and changes in assumptions.

Total earning assets at September 30, 2007 increased by less than 1% compared with December 31, 2006 and September 30, 2006. Refer to the Financial Condition section of this MD&A for descriptive information on the composition of assets, deposits, borrowings and capital of the Corporation.

The Corporation's financing strategy at September 30, 2007 shows greater reliance on deposits, including brokered certificates of deposit, instead of unsecured short-term borrowings. These funding measures were influenced by the global credit market conditions which presented unprecedented instability and disruption since the beginning of the third quarter of 2007, making even routine asset sale and funding activities more challenging for financial institutions. Also, the Corporation increased its capacity to borrow under secured lines of credit as explained in the Liquidity and Liquidity Risk sections of this MD&A. As a result, there was an increase in the volume of investment securities and loans that were pledged as collateral as of September 30, 2007, compared to December 31, 2007. This increase is depicted in the consolidated statement of condition and Note 4 to the consolidated financial statements. Refer to the Financial Condition section of this MD&A for further information on the composition of the Corporation's financing. Also, refer to the Liquidity section for a description of several strategies being implemented by the Corporation with the objective of mitigating the impact of current market conditions on liquidity risk.

Table of Contents**TABLE A****Financial Highlights**

| Financial Condition Highlights (In thousands) | At September 30, | | | Average for the nine months | | |
|--------------------------------------------------|------------------|------------|-------------|-----------------------------|------------|--------------|
| | 2007 | 2006 | Variance | 2007 | 2006 | Variance |
| Money market investments | \$ 635,097 | \$ 545,249 | \$ 89,848 | \$ 449,722 | \$ 585,959 | (\$ 136,237) |
| Investment and trading securities | 9,999,296 | 11,264,889 | (1,265,593) | 10,626,834 | 12,613,184 | (1,986,350) |
| Loans* | 33,320,804 | 31,756,959 | 1,563,845 | 32,766,924 | 32,047,516 | 719,408 |
| Total earning assets | 43,955,197 | 43,567,097 | 388,100 | 43,843,480 | 45,246,659 | (1,403,179) |
| Total assets | 47,280,131 | 46,934,750 | 345,381 | 47,168,015 | 48,630,196 | (1,462,181) |
| Deposits | 26,601,515 | 23,137,445 | 3,464,070 | 24,972,662 | 22,947,394 | 2,025,268 |
| Borrowings | 16,016,991 | 19,436,874 | (3,419,883) | 17,530,620 | 21,218,840 | (3,688,220) |
| Stockholders equity | 3,803,721 | 3,636,024 | 167,697 | 3,870,770 | 3,718,691 | 152,079 |

| Operating Highlights (In thousands, except per share information) | Third Quarter | | | Nine months ended September 30, | | |
|----------------------------------------------------------------------|---------------|-----------|-------------|---------------------------------|-------------|-------------|
| | 2007 | 2006 | Variance | 2007 | 2006 | Variance |
| Net interest income | \$360,116 | \$342,038 | \$ 18,078 | \$1,086,515 | \$1,067,581 | \$ 18,934 |
| Provision for loan losses | 148,093 | 63,445 | 84,648 | 359,606 | 179,488 | 180,118 |
| Non-interest income | 167,005 | 191,349 | (24,344) | 622,556 | 604,168 | 18,388 |
| Operating expenses | 346,973 | 359,923 | (12,950) | 1,083,354 | 1,106,157 | (22,803) |
| Income tax | (3,948) | 27,859 | (31,807) | 36,511 | 88,060 | (51,549) |
| Net income | \$ 36,003 | \$ 82,160 | (\$ 46,157) | \$ 229,600 | \$ 298,044 | (\$ 68,444) |
| Net income applicable to common stock | \$ 33,024 | \$ 79,181 | (\$ 46,157) | \$ 220,665 | \$ 289,109 | (\$ 68,444) |
| Basic and diluted EPS | \$ 0.12 | \$ 0.28 | (\$ 0.16) | \$ 0.79 | \$ 1.04 | (\$ 0.25) |

| Selected Statistical Information | Third Quarter | | Nine months ended September 30, | |
|---------------------------------------|---------------|---------|---------------------------------|----------|
| | 2007 | 2006 | 2007 | 2006 |
| Common Stock Data Market price | | | | |
| High | \$ 16.18 | \$20.12 | \$ 18.94 | \$ 21.98 |
| Low | 11.38 | 17.41 | 11.38 | 17.41 |
| End | 12.28 | 19.44 | 12.28 | 19.44 |
| Book value per share at period end | 12.94 | 12.38 | 12.94 | 12.38 |
| Dividends declared per share | 0.16 | 0.16 | 0.48 | 0.48 |
| Dividend payout ratio | 135.35% | 56.25% | 60.71% | 45.36% |
| Price/earnings ratio | 12.40x | 12.79x | 12.40x | 12.79x |

| | | | | |
|----------------------------------------------|---------|-------|-------|-------|
| Profitability Ratios Return on assets | 0.30% | 0.67% | 0.65% | 0.82% |
| Return on common equity | 3.52 | 8.75 | 8.01 | 11.00 |
| Net interest spread (taxable equivalent) | 2.95 | 2.81 | 2.98 | 2.95 |
| Net interest margin (taxable equivalent) | 3.50 | 3.31 | 3.51 | 3.40 |
| Effective tax rate | (12.32) | 25.32 | 13.72 | 22.81 |
| Overhead ratio** | 49.98 | 49.29 | 42.41 | 47.02 |
| Efficiency ratio *** | 65.44 | 69.00 | 66.62 | 66.55 |

| | | | | |
|-------------------------------------------------|--------|-------|-------|-------|
| Capitalization Ratios - Equity to assets | 8.29% | 7.81% | 8.21% | 7.65% |
| Tangible equity to assets | 6.77 | 6.32 | 6.68 | 6.17 |
| Equity to loans | 11.87 | 11.70 | 11.81 | 11.60 |
| Internal capital generation | (1.20) | 3.67 | 2.98 | 5.63 |
| Tier I capital to risk adjusted assets | 10.73 | 10.87 | 10.73 | 10.87 |
| Total capital to risk adjusted assets | 11.98 | 12.13 | 11.98 | 12.13 |
| Leverage ratio | 8.31 | 7.88 | 8.31 | 7.88 |

* Includes loans held-for-sale.

** Non-interest expense less non-interest income divided by net interest income.

*** Non-interest expense divided by net interest income plus recurring non-interest income (refer to the Operating expenses section of this MD&A for a description of items not considered recurring).

The Corporation, like other financial institutions, is subject to a number of risks, many of which are outside of management's control, though efforts are made to manage those risks while optimizing returns. Among the risks to which the Corporation is subject are: (1) market risk, which is the risk that changes in market rates and prices will adversely affect the Corporation's financial condition or results of operations, (2) liquidity risk, which is the risk that the Corporation will have insufficient cash or access to cash to meet operating needs and financial obligations,

Table of Contents

(3) credit risk, which is the risk that loan customers or other counterparties will be unable to perform their contractual obligations, and (4) operational risk, which is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. In addition, the Corporation is subject to legal, compliance and reputational risks, among others.

As a financial services company, the Corporation's earnings are significantly affected by general business and economic conditions. Lending and deposit activities and fee income generation are influenced by the level of business spending and investment, consumer income, spending and savings, capital market activities, competition, customer preferences, interest rate conditions and prevailing market rates on competing products. The Corporation continuously monitors general business and economic conditions, industry-related indicators and trends, competition, interest rate volatility, credit quality indicators, loan and deposit demand, operational and systems efficiencies, revenue enhancements and changes in the regulation of financial services companies. The Corporation operates in a highly regulated environment and may be adversely affected by changes in federal and local laws and regulations. Also, competition with other financial institutions could adversely affect its profitability.

The description of the Corporation's business contained in Item 1 of the Corporation's Form 10-K for the year ended December 31, 2006, while not all inclusive, discusses additional information about the business of the Corporation and risk factors, many beyond the Corporation's control, that in addition to the other information in this Form 10-Q, readers should consider.

Further discussion of operating results, financial condition and credit, market and liquidity risks is presented in the narrative and tables included herein.

The shares of the Corporation's common and preferred stock are traded on the National Association of Securities Dealers Automated Quotation (NASDAQ) system under the symbols BPOP and BPOPO, respectively.

SUBSEQUENT EVENTS**Sale of BPNA's Retail Bank Branches in Houston**

On October 22, 2007, the Corporation announced the signing of a definitive agreement to sell the six Houston retail bank branches of BPNA to Prosperity Bank. Prosperity Bank has agreed to pay a premium of 10.10% for approximately \$140 million in deposits, as well as purchase certain loans and other assets attributable to the branches. Prosperity Bank also agreed to retain all branch-based employees of BPNA's Houston locations as part of the transaction. BPNA will continue to operate its mortgage business based in Houston as well as its franchise and small business lending activities in Texas. BPNA will also continue to maintain a retail branch in Arlington, Texas. The agreement was approved by the Boards of Directors of both banks and is expected to close during the fourth quarter of 2007. The transaction is subject to certain customary closing conditions, including receipt of regulatory approvals.

E-LOAN Restructuring Plan

On November 5, 2007, the Board of Directors of Popular adopted a Restructuring Plan for its internet financial services subsidiary E-LOAN (the E-LOAN's Restructuring Plan).

Considering the losses in the operation of E-LOAN, market conditions and other factors, the Board of Directors approved a substantial reduction of marketing and personnel costs at E-LOAN. This change will include concentrating marketing investment toward the internet and the origination of first mortgage loans that are actually being sold to Government Sponsored Entities (GSEs). The E-LOAN Restructuring Plan continues to promote the expansion of the Internet deposit gathering initiative with BPNA.

The cost-control plan initiative at the E-LOAN subsidiary will result in the elimination of approximately 513 positions out of a total of 771 and will be substantially accomplished in the fourth quarter of 2007. As a result of the E-LOAN Restructuring Plan, operating expenses are expected to be reduced by approximately \$79 million for 2008. E-LOAN's estimated net losses for the year ended December 31, 2008 are expected to decline by \$28 million, resulting principally from the reduction in operating expenses, partially offset by the related tax impact and by lower volume of loan originations in certain business channels that are impacted by this plan.

It is expected that this Plan will result in estimated restructuring charges as follows:

| | |
|---------------|------------------------|
| (In millions) | Fourth Quarter 2007 |
|---------------|------------------------|

| | | |
|-------------------------------------------------------|----|------|
| Severance | \$ | 4.4 |
| Stay and retention bonuses | | 0.2 |
| Lease terminations | | 4.2 |
| | | |
| Total restructuring charges | | 8.8 |
| Impairment of long-lived assets | | 12.3 |
| Impairment charges on definite-life intangible assets | | 3.1 |
| | | |
| Total estimated charges | \$ | 24.2 |

These estimates are preliminary as management continues to work on the E-LOAN Restructuring Plan. Further, the Corporation is currently evaluating whether this change in E-LOAN's business model could result in impairment in the value of its recorded goodwill and trademark. As of September 30, 2007, E-LOAN's accounting records reflect \$164 million in goodwill and \$64 million in trademark. The impairment valuation analysis is to be completed in the fourth quarter of 2007. Any impairment charge will not impact the regulatory capital ratios of the Corporation or its liquidity since it would be a non-cash transaction.

CRITICAL ACCOUNTING POLICIES / ESTIMATES

The accounting and reporting policies followed by the Corporation and its subsidiaries conform to generally accepted accounting principles in the United States of America and general practices within the financial services industry. Various elements of the Corporation's accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. These estimates are made under facts and circumstances at a point in time and changes in those facts and circumstances could produce actual results that differ from those estimates.

Management has discussed the development and selection of the critical accounting policies and estimates with the Corporation's Audit Committee. The Corporation has identified as critical accounting policies those related to securities classification and related values, loans and allowance for loan losses, retained interests on transfers of financial assets subprime mortgage loans securitizations (valuations of interest-only strips and mortgage servicing rights), income taxes, goodwill and other intangible assets, and pension and postretirement benefit obligations. For a summary of the Corporation's critical accounting policies, refer to that particular section in the MD&A included in Popular, Inc.'s 2006 Financial Review and Supplementary Information to Stockholders, incorporated by reference in

Table of Contents

Popular, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2006 (the "2006 Annual Report"). Also, refer to Note 1 to the consolidated financial statements included in the 2006 Annual Report for a summary of the Corporation's significant accounting policies.

As indicated in the 2006 Annual Report, one of the accounting policies / estimates considered critical by the Corporation's management is that associated with the valuation of PFH's residual interests.

The Corporation accounts for the residual interests derived from PFH's off-balance sheet securitizations that took place prior to 2006 as investment securities available-for-sale. Under SFAS No. 140, interest-only strips, retained interests in securitizations, or other financial assets that can contractually be prepaid or otherwise settled in such a way that the holder would not recover substantially all of its investment, shall be subsequently measured like investments in debt securities classified as available-for-sale or trading under SFAS No. 115. In 2006, as permitted by SFAS No. 115, management determined, on a prospective basis, to begin classifying PFH's new residual interests as trading securities and, as such, account for any changes in fair value through earnings.

On a quarterly basis, management performs a fair value analysis of PFH's residual interests that are classified as investment securities available-for-sale and evaluates whether any unfavorable change in fair value is other-than-temporary as required under SFAS No. 115. Management's basis in determining when these securities must be written down to fair value due to other-than-temporary impairment is based on EITF 99-20 "Recognition of Interest Income and Impairment on Purchased and Retained Interests in Securitized Financial Assets." Whenever the current fair value of the residual interests classified as available-for-sale is lower than its current amortized cost, management evaluates to see if an impairment charge for the deficiency is required to be taken through earnings. If there has been an adverse change in estimated cash flows (considering both the timing and amount of flows), then residual interest security is written-down to fair value, which becomes the new amortized cost basis. During 2007, all declines in fair value in residual interests classified as available-for-sale have been considered other-than-temporary.

For residual interests classified as trading securities, the fair value determinations are also performed on a quarterly basis. SFAS No. 115 provides that changes in fair value in those securities are reflected in earnings as they occur. During the nine-month period ended September 30, 2007, the Corporation recognized unfavorable valuation adjustments of \$69.1 million in the fair value of PFH's residual interests. Of this amount, \$32.7 million corresponded to residual interests classified as available-for-sale and \$36.4 million corresponded to residual interests classified as trading securities. As of September 30, 2007, the aggregate balance of all PFH's residual interests recognized in the Corporation's statement of financial condition was \$22 million. The unpaid principal balance of mortgage loans sold in off-balance sheet securitizations to which these residual interests are associated amounted to approximately \$2.2 billion at September 30, 2007, of which 51% are fixed-rate and 49% are adjustable rate mortgage loans. During the first quarter of 2007, management reviewed the critical assumptions used in the valuation of residual interests derived from off-balance sheet securitizations performed by PFH. As indicated in the Form 10-Q for the quarter ended March 31, 2007, during the first quarter of 2007, adjustments were made to two critical assumptions utilized for the valuation of PFH's residual interests, namely the discount rate and cumulative credit losses. During the third quarter of 2007, and as a result of further deterioration in the residential mortgage market in the U.S. mainland, management incorporated further revisions to critical assumptions used in the valuation of the residual interests, particularly in the discount rate, prepayment speed and cumulative credit loss assumptions, which are described below. There were no significant changes in the methodology or models used to value the residual interests that are described in the 2006 Annual Report.

In 2007, the subprime mortgage market has continued to experience (1) deteriorating credit performance trends, particularly in loans originated in 2005, 2006 and 2007, (2) unprecedented turmoil with subprime lenders due to increases in losses, bankruptcies and liquidity problems, (3) lower levels of housing activity and home price appreciation, and (4) a general tightening of credit standards that may adversely affect subprime borrowers when trying to refinance their mortgages. Furthermore, since the beginning of the third quarter of 2007, the U.S. credit markets have been affected by unprecedented instability and disruption, making even routine asset sales much more challenging. Credit spreads have widened significantly and rapidly, as many investors have allocated their funds to only the highest-quality financial assets such as U.S. government securities.

Table of Contents

These factors led to an increase in cash flow uncertainty for investors in subprime mortgage securities thereby causing risk premiums to increase. Given the increase in risk premiums, along with lower liquidity for subprime mortgage securities observed in the market, in the first quarter of 2007, the Corporation changed the discount rate utilized to discount projected residual cash flows at the end of the first quarter of 2007 to 25% from 17% at the end of the fourth quarter in 2006. Market liquidity deteriorated further during the third quarter of 2007, as evidenced by wider subordinate spreads on newly issued asset-backed security transactions. As a result of the incremental market disruptions, during the third quarter of 2007, management increased again the discount rate utilized in the valuation of the residual interests to 30%.

For the reasons described below, the prepayment assumption for fixed-rate loans was changed for the third quarter 2007 valuation to 23% HEP (home equity prepayment curve) from the 28% HEP utilized in the previous quarter. The HEP model assumes that prepayment speeds increase evenly over the seasoning ramp of 12 months. The revised HEP percent reflects a change in the long-term projected prepayment rates for the fixed-rate mortgage collateral influenced by factors such as decreases in home prices, slowdown in the purchases and sales of both new and existing homes, and interest rates behavior, which impact refinance activity.

With respect to credit losses, reduction in home prices, declining demand for housing units leading to rising inventories, housing affordability challenges and a general tightening of underwriting standards are expected to lead to higher future cumulative credit losses. Based on an analysis by management of PFH's historical collateral performance, risk model estimates and rating agency loss coverage levels, the cumulative credit loss assumptions were also changed during the first and third quarters of 2007. The changes in the first quarter of 2007 reflected an increase in the cumulative credit loss estimate range for the nine securitization transactions completed and accounted for as sale transactions during 2005 and 2006 of between 112 and 364 basis points. The changes in the third quarter of 2007 considered an additional increase in the cumulative credit loss estimate range for the four securitization deals completed in 2006 and 2007 of between 109 and 200 basis points, which reflect current conditions in the housing and credit markets and higher delinquencies in these vintages. Furthermore, the overall industry credit performance of mortgage collateral originated in those years is showing considerable underperformance relative to other vintages (i.e. higher delinquency levels at the same stage of seasoning), which implies higher cumulative losses than originally estimated.

Refer to Note 8 to the consolidated financial statements for information on key economic assumptions used in measuring the fair value of the residual interests as of September 30, 2007. Also, the note provides a sensitivity analysis based on immediate changes to the most critical assumptions used in the valuations at September 30, 2007. Another of the Corporation's critical accounting policies relates to the valuation of mortgage servicing rights. As further described in Note 2 to the consolidated financial statements and in the Recent Accounting Pronouncements and Interpretations section included in this MD&A, in January 2007, the Corporation adopted *SFAS No. 156*

Accounting for Servicing of Financial Assets – an amendment of FASB No. 140. The provisions of SFAS No. 156 did not have an impact on the estimation techniques, valuation assumptions and other subjective assessments associated with the mortgage servicing rights computations. Refer to Note 8 to the consolidated financial statements for information on key economic assumptions used in measuring the fair value of mortgage servicing rights as of September 30, 2007 and to Note 7 for SFAS No. 156 required disclosures.

Also, during the quarter ended March 31, 2007, the Corporation adopted *FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement 109 (FIN 48)*, which also relates to one of the Corporation's critical accounting policies, namely income taxes. As indicated in the section below, the impact of the FIN 48 adoption in the first quarter of 2007 was not material to the Corporation. Refer to Note 14 to the consolidated financial statements for information on the financial impact and required disclosures as of September 30, 2007.

Table of Contents**RECENT ACCOUNTING PRONOUNCEMENTS AND INTERPRETATIONS***SFAS No. 155 Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140*

In February 2006, the FASB issued *SFAS No. 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140*. SFAS No. 155 permits companies to elect, on a transaction-by-transaction basis, to apply a fair value measurement to hybrid financial instruments that contain an embedded derivative that would otherwise require bifurcation under SFAS No. 133. This statement also clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133, establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, and amends SFAS No. 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS No. 155 did not have a material impact on the Corporation's consolidated financial statements during the nine months ended September 30, 2007.

SFAS No. 156 Accounting for Servicing of Financial Assets an amendment of FASB No. 140

SFAS No. 156 requires that all separately recognized servicing assets and liabilities be initially measured at fair value, if practicable. For subsequent measurements, SFAS No. 156 permits companies to choose between using an amortization method or a fair value measurement method for reporting purposes by class of servicing asset or liability. The Corporation adopted SFAS No. 156 in January 2007. The Corporation elected the fair value measurement for mortgage servicing rights (MSRs). Servicing rights associated with Small Business Administration (SBA) commercial loans will continue to be accounted at the lower of cost or market method. The initial impact of adoption of the fair value measurement for MSRs during the first quarter of 2007 was included as a cumulative effect of a change in accounting principle directly in stockholders' equity and resulted in a net increase in stockholders' equity of approximately \$9.6 million, net of deferred taxes. Refer to Note 7 to the consolidated financial statements for additional information on the adoption of SFAS No. 156 disclosures.

FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement 109 (FIN 48)

In 2006, the FASB issued FIN 48, which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition related to income taxes. The accounting provisions of FIN 48 were effective for the Corporation beginning in the first quarter of 2007. Based on management's assessment, there was no impact on retained earnings as of January 1, 2007 due to the initial application of the provisions of FIN 48. Also, as a result of the implementation, the Corporation did not recognize any change in the liability for unrecognized tax benefits. Refer to Note 14 to the consolidated financial statements for further information on the impact of FIN 48.

EITF Issue No. 06-03 How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation) (EITF 06-03)

EITF 06-03 provides that the presentation of taxes assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer on either a gross basis (included in revenues and costs) or on a net basis (excluded from revenues) is an accounting policy decision that should be disclosed. The Corporation adopted the EITF 06-03 guidance in the first quarter of 2007. The Corporation's accounting policy is to account on a net basis for the taxes collected from customers and remitted to governmental authorities. The corresponding amounts recognized in the consolidated financial statements are not significant.

EITF Issue No. 06-5 Accounting for Purchases of Life Insurance Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance (EITF 06-5)

EITF 06-5 focuses on how an entity should determine the amount that could be realized under the insurance contract at the balance sheet date in applying FTB 85-4, and whether the determination should be on an individual or group policy basis. At the September 2006 meeting, the Task Force affirmed as a final consensus that the cash

Table of Contents

surrender value and any additional amounts provided by the contractual terms of the insurance policy that are realizable at the balance sheet date should be considered in determining the amount that could be realized under FTB 85-4, and any amounts that are not immediately payable in cash to the policyholder should be discounted to their present value. Additionally, the Task Force affirmed as a final consensus the tentative conclusion that in determining the amount that could be realized, companies should assume that policies will be surrendered on an individual-by-individual basis, rather than surrendering the entire group policy. Also, the Task Force reached a consensus that contractual limitations on the ability to surrender a policy do not affect the amount to be reflected under FTB 85-4, but, if significant, the nature of those restrictions should be disclosed. The Corporation adopted the EITF 06-5 guidance in the first quarter of 2007 and, as a result, recorded a \$0.9 million cumulative effect adjustment to beginning retained earnings (reduction of capital) for the existing bank-owned life insurance arrangement.

SFAS No. 157 Fair Value Measurements

SFAS No. 157, issued in September 2006, defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. SFAS No. 157 requires companies to disclose the fair value of their financial instruments according to a fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets carried at fair value will be classified and disclosed in one of the three categories in accordance with the hierarchy. The three levels of the fair value hierarchy are: (1) quoted market prices for identical assets or liabilities in active markets; (2) observable market-based inputs or unobservable inputs that are corroborated by market data; and (3) unobservable inputs that are not corroborated by market data. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Corporation will adopt the provisions of SFAS No. 157 commencing with the first quarter of 2008. The Corporation is evaluating the impact that this accounting pronouncement may have on its consolidated financial statements and disclosures.

SFAS No. 159 Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS No. 159, which provides companies with an option to report selected financial assets and liabilities at fair value. The election to measure a financial asset or liability at fair value can be made on an instrument-by-instrument basis and is irrevocable. The difference between the carrying amount and the fair value at the election date is recorded as a transition adjustment to opening retained earnings. Subsequent changes in fair value are recognized in earnings. The statement also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The new statement does not eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in FASB Statements No. 157, *Fair Value Measurements*, and No. 107, *Disclosures about Fair Value of Financial Instruments*. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. The Corporation will adopt the provisions of SFAS No. 159 commencing in January 2008. Management is evaluating the impact that this accounting standard may have on its consolidated financial statements and disclosures.

FSP FIN No. 39-1 Amendment of FASB Interpretation No. 39

In April 2007, the FASB issued Staff Position FSP FIN No. 39-1 which defines "right of setoff" and specifies what conditions must be met for a derivative contract to qualify for this right of setoff. It also addresses the applicability of a right of setoff to derivative instruments and clarifies the circumstances in which it is appropriate to offset amounts recognized for those instruments in the statement of financial position. In addition, this FSP permits the offsetting of fair value amounts recognized for multiple derivative instruments executed with the same counterparty under a master netting arrangement and fair value amounts recognized for the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) arising from the same master netting arrangement as the derivative instruments. This interpretation is effective for fiscal years beginning after November 15, 2007, with early application permitted. The adoption of FSP FIN No. 39-1 is not expected to have a material impact on the Corporation's consolidated financial statements and disclosures.

SOP 07-01 Clarification of the Scope of the Audit and Accounting Guide Investment Companies and Accounting by Parent Companies and Equity Method Investors for Investments in Investment Companies

The Statement of Position (SOP) 07-01 issued in June 2007 provides guidance for determining whether an entity is within the scope of the American Institute of Certified Public Accountants (AICPA) Audit and Accounting Guide

Table of Contents

for Investment Companies (the AICPA Guide). Additionally, it provides guidance as to whether a parent company or an equity method investor can apply the specialized industry accounting principles of the AICPA Guide. SOP 07-01 is effective for fiscal years beginning on or after December 15, 2007. On October 17, 2007, the FASB agreed to propose an indefinite delay of the effective dates of SOP 07-01 and, for entities that meet the definition of an investment company in SOP 07-01, of *FSP FIN 46(R)-7, Application of FASB Interpretation No. 46(R) to Investment Companies* . The proposed delays, which will be exposed for comment for 30 days, will enable the FASB to add a project to its technical agenda to address the implementation issues that have arisen and possibly revise SOP 07-01. Until that occurs, affected entities should continue to follow existing guidance. Nevertheless, management is evaluating the impact, if any, that the adoption of SOP 07-01 may have on its consolidated financial statements and disclosures.

FSP FIN No. 46(R) 7 Application of FASB Interpretation No. 46(R) to Investment Companies

In May 2007, the FASB issued Staff Position FSP FIN No. 46 (R) 7, which amends the scope of the exception to FIN No. 46 (R) to indicate that investments accounted for at fair value in accordance with the specialized accounting guidance in the AICPA Guide, are not subject to consolidation under FIN No. 46 (R). This interpretation is effective for fiscal years beginning on or after December 15, 2007. Management is evaluating the impact, if any, that the adoption of this interpretation may have on its consolidated financial statements and disclosures. Also, management is considering the guidance of SOP 07-01 which was previously described that considers an indefinite delay on its implementation until further notification by the FASB.

NET INTEREST INCOME

Tables B and C present the different components of the Corporation's net interest income, on a taxable equivalent basis, for the quarter and nine months ended September 30, 2007, as compared with the same periods in 2006, segregated by major categories of interest earning assets and interest bearing liabilities.

The interest earning assets include investment securities and loans that are exempt from income tax, principally in Puerto Rico. The main sources of tax-exempt interest income are investments in obligations of some U.S. Government agencies and sponsored entities of the Puerto Rico Commonwealth and its agencies, and assets held by the Corporation's international banking entities, which are tax-exempt under Puerto Rico laws. To facilitate the comparison of all interest data related to these assets, the interest income has been converted to a taxable equivalent basis, using the applicable statutory income tax rates at each respective quarter and nine-month period end. The marginal tax rate for Puerto Rico subsidiaries in 2007 was 39%, compared to 43.5% for BPPR and 41.5% for the other Puerto Rico subsidiaries in the quarter and nine-month periods ended September 30, 2006. The marginal tax rates for the quarter and nine months ended September 30, 2006 reflected the impact of transitory tax rate increases which expired at the end of 2006. The taxable equivalent computation considers the interest expense disallowance required by the Puerto Rico tax law, also affected by the mentioned increases in tax rates.

Average outstanding securities balances are based upon amortized cost excluding any unrealized gains or losses on securities available-for-sale. Non-accrual loans have been included in the respective average loan categories. Loan fees collected and costs incurred in the origination of loans are deferred and amortized over the term of the loan as an adjustment to interest yield. Interest income for the quarter and nine months ended September 30, 2007 included unfavorable impacts of \$2.1 million and \$7.5 million, respectively. These balances consist principally of amortization of net loan origination costs (net of origination fees), and the amortization of net premiums on loans purchased, partially offset by prepayment penalties and late payment charges. The unfavorable impacts for the quarter and nine months ended September 30, 2006 amounted to \$3 million and \$14.9 million, respectively. The reduction in the unfavorable impact for the third quarter of 2007, compared with the same quarter in the previous year, was mainly the result of a lower balance of premium amortized related to mortgage loans purchased by PFH, mainly in years prior to 2006, due to reduced loan prepayments and to the direct impact of the maturity run-off of the purchased mortgage loan portfolio.

Throughout 2006 and 2007 the Corporation implemented strategies to improve the net interest margin. The strategies included selling low yielding mortgage loans and not reinvesting maturities of securities due to unfavorable market conditions. These strategies, in addition to the growth of the commercial and consumer portfolios and the reduction experienced in the Corporation's U.S. subprime mortgage loan originations, contributed to a change in the mix of

Table of Contents

earning assets.

Refer to the Financial Condition section of this MD&A for further information on the change in the different categories of earning assets.

The Corporation's funding sources also experienced a change in its mix which contributed to the variance attributable to change in volume shown in Table B. The reduction of low yielding assets allowed the Corporation to reduce its levels of borrowed money while focusing on increasing its deposit base. The E-LOAN internet deposit gathering initiative, launched in the latter part of 2006, contributed to these efforts as well as increases in non-internet certificates of deposit, including brokered CDs and money market accounts.

The following events also influenced the increase in the taxable equivalent net interest margin:

Higher yields in the leasing category since the results for the third quarter of 2006 were negatively impacted by the reversal of approximately \$1.3 million of interest income on a specific commercial lease financing relationship which reached non-accrual status in that period.

Higher yields in the mortgage loan portfolio in part as a result of higher rates for new loans, a reduction in the premium amortized for secured mortgage loans due to a reduction in prepayment speeds, and the sale of low yielding mortgage loans from the Puerto Rico operations during 2006.

Increase in the yield of consumer loans driven in part by higher rates for the Puerto Rico consumer loan portfolio and to a revision of the credit card uncollectible interest reserve.

Partially offsetting these favorable loan yield variances was a reduction in the commercial loan yield, primarily as a result of the reversal of \$1.3 million in accrued interest associated with a \$41.5 million construction loan relationship in the Puerto Rico operations which was categorized as an impaired loan in the third quarter of 2007 based on management's FAS 114 analysis.

The higher cost of interest bearing deposits impacted the variance attributable to change in rates shown in Table B. The increase in cost for this category was in part the result of savings and time deposits raised through the E-LOAN platform, which carry higher rates than deposits from branches due to the competitive interest rates offered. In addition, the Corporation raised a greater volume of certificates of deposit through non-internet channels, a higher cost deposit category. Furthermore, there was an increase in the costs of money market accounts driven by competitive campaigns to attract and retain customers, mainly in the U.S. operations. The Corporation continues its strategy to reduce the use of wholesale borrowings by increasing its deposit base.

70

Table of Contents**TABLE B****Analysis of Levels & Yields on a Taxable Equivalent Basis**

Quarter ended September 30,

| Average Volume | | Average Yields / Costs | | | | Interest | | Attribu |
|----------------------------|------------|---------------------------|-------|----------|---------------------------------------------------|----------------|-----------|-------------------|
| 2006 | Variance | 2007 | 2006 | Variance | | 2007 | 2006 | Rate |
| | | | | | | (In thousands) | | |
| 508 | \$ 30 | 5.27% | 5.88% | (0.61%) | Money market investments | \$ 7,155 | \$ 7,525 | (\$ 370) (\$ 599) |
| 11,672 | (2,035) | 5.23 | 5.23 | | Investment securities | 126,024 | 152,614 | (26,590) 115 |
| 495 | 183 | 6.41 | 6.56 | (0.15) | Trading securities | 10,948 | 8,183 | 2,765 (190) |
| 12,675 | (1,822) | 5.31 | 5.31 | | | 144,127 | 168,322 | (24,195) (674) |
| Loans: | | | | | | | | |
| 13,824 | 1,464 | 7.75 | 7.79 | (0.04) | Commercial * | 298,533 | 271,419 | 27,114 (1,491) |
| 1,273 | (109) | 7.94 | 7.15 | 0.79 | Leasing | 23,107 | 22,766 | 341 2,379 |
| 12,053 | (1,249) | 7.11 | 6.98 | 0.13 | Mortgage | 191,955 | 210,432 | (18,477) 3,658 |
| 5,123 | 496 | 10.97 | 10.71 | 0.26 | Consumer | 155,020 | 137,986 | 17,034 1,951 |
| 32,273 | 602 | 8.10 | 7.93 | 0.17 | | 668,615 | 642,603 | 26,012 6,497 |
| 44,948 | (\$ 1,220) | 7.40% | 7.19% | 0.21% | Total earning assets | \$812,742 | \$810,925 | \$ 1,817 \$ 5,823 |
| Interest bearing deposits: | | | | | | | | |
| 3,862 | \$ 717 | 2.68% | 2.20% | 0.48% | NOW and money market** | \$ 30,980 | \$ 21,396 | \$ 9,584 \$ 3,824 |
| 5,231 | 453 | 2.03 | 1.34 | 0.69 | Savings | 29,028 | 17,735 | 11,293 912 |
| 10,154 | 1,249 | 4.76 | 4.37 | 0.39 | Time deposits | 136,817 | 111,877 | 24,940 8,392 |
| 19,247 | 2,419 | 3.60 | 3.11 | 0.49 | | 196,825 | 151,008 | 45,817 13,128 |
| 10,607 | (1,969) | 5.23 | 5.30 | (0.07) | Short-term borrowings | 113,832 | 141,727 | (27,895) (1,643) |
| 9,987 | (1,900) | 5.87 | 5.83 | 0.04 | Medium and long-term debt | 119,453 | 146,558 | (27,105) 213 |
| 39,841 | (1,450) | 4.45 | 4.38 | 0.07 | Total interest bearing liabilities | 430,110 | 439,293 | (9,183) 11,698 |
| 3,970 | 10 | | | | Non-interest bearing demand deposits | | | |
| 1,137 | 220 | | | | Other sources of funds | | | |
| 44,948 | (\$ 1,220) | 3.90% | 3.88% | 0.02% | | | | |
| | | 3.50% | 3.31% | 0.19% | Net interest margin | | | |
| | | | | | Net interest income on a taxable equivalent basis | 382,632 | 371,632 | 11,000 (\$ 5,875) |
| | | 2.95% | 2.81% | 0.14% | Net interest spread | | | |
| | | | | | Taxable equivalent adjustment | 22,516 | 29,594 | (7,078) |

| | | | |
|---------------------|-----------|-----------|-----------|
| Net interest income | \$360,116 | \$342,038 | \$ 18,078 |
|---------------------|-----------|-----------|-----------|

Note: The changes that are not due solely to volume or rate are allocated to volume and rate based on the proportion of the change in each category.

* Includes commercial construction loans.

** Includes interest bearing demand deposits corresponding to certain government entities in Puerto Rico.

As shown in Table C, for the nine-month period ended September 30, 2007 the net interest income on a taxable equivalent basis decreased mainly as a result of a lower benefit derived from the taxable equivalent adjustment due to the expiration of the temporary additional tax for the Puerto Rico operations and to a lower volume of exempt assets as compared to the same period in 2006. In addition, besides the factors previously described in the quarterly results, the following factors also contributed to the variance in net interest income:

Higher yields in commercial loans, mainly in the floating rate portfolios. As of September 30, 2007, approximately 58% of the commercial and construction loan portfolio had floating or adjustable interest rates. In September 2007, the Federal Reserve lowered the fed funds target rate by 50 basis points; however,

Table of Contents

this reduction did not have a significant impact in the 2007 average results because of its occurrence in the later part of the quarter.

Higher cost of short-term borrowings was primarily the result of the previously mentioned tightening performed by the Federal Reserve during 2006.

Increase in cost of long-term debt in part due to secured debt with floating rates derived from on-balance sheet mortgage loan transactions.

The overall increase in the Corporation's cost of deposits was also affected by the lagged impact of the Fed's rate increases and competitive pressures.

TABLE C
Analysis of Levels & Yields on a Taxable Equivalent Basis
Nine-month period ended September 30,

| Average Volume | | | Average Yields / Costs | | | | Interest | | | Variance | |
|------------------|--------|----------|------------------------|-------|----------|----------------------------|-------------|-------------|------------|-----------|------------|
| 2007 | 2006 | Variance | 2007 | 2006 | Variance | | 2007 | 2006 | Variance | Rate | Volume |
| (\$ in millions) | | | | | | (In thousands) | | | | | |
| \$ 450 | \$ 586 | \$ (136) | 5.38% | 5.54% | (0.16%) | Money market investments | \$ 18,104 | \$ 24,274 | \$ (6,170) | \$ (469) | \$ (5,701) |
| 9,982 | 12,104 | (2,122) | 5.17 | 5.13 | 0.04 | Investment securities | 387,283 | 465,432 | (78,149) | 3,635 | (81,784) |
| 644 | 509 | 135 | 6.38 | 6.56 | (0.18) | Trading securities | 30,726 | 24,979 | 5,747 | (727) | 6,474 |
| 11,076 | 13,199 | (2,123) | 5.25 | 5.20 | 0.05 | | 436,113 | 514,685 | (78,572) | 2,439 | (81,011) |
| | | | | | | Loans: | | | | | |
| 14,945 | 13,400 | 1,545 | 7.79 | 7.56 | 0.23 | Commercial * | 870,873 | 757,704 | 113,169 | 22,366 | 90,803 |
| 1,185 | 1,299 | (114) | 7.88 | 7.37 | 0.51 | Leasing | 70,055 | 71,752 | (1,697) | 4,823 | (6,520) |
| 11,207 | 12,336 | (1,129) | 7.12 | 6.86 | 0.26 | Mortgage | 598,624 | 634,691 | (36,067) | 23,579 | (59,646) |
| 5,430 | 5,013 | 417 | 10.84 | 10.51 | 0.33 | Consumer | 440,779 | 394,367 | 46,412 | 7,717 | 38,695 |
| 32,767 | 32,048 | 719 | 8.07 | 7.74 | 0.33 | | 1,980,331 | 1,858,514 | 121,817 | 58,485 | 63,332 |
| | | | | | | Total earning assets | \$2,416,444 | \$2,373,199 | \$ 43,245 | \$ 60,924 | \$(17,679) |
| | | | | | | Interest bearing deposits: | | | | | |
| | | | | | | NOW and money market** | \$ 85,622 | \$ 56,408 | \$ 29,214 | \$ 16,911 | \$ 12,303 |

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| | | | | | | | | | | | |
|----------|----------|-----------|-------|-------|-------|---------------------------------------------------|-------------|-------------|-----------|-------------|-----------|
| 5,741 | 5,374 | 367 | 1.99 | 1.33 | 0.66 | Savings | 85,481 | 53,286 | 32,195 | 3,481 | 28,714 |
| 10,837 | 9,772 | 1,065 | 4.71 | 4.13 | 0.58 | Time deposits | 381,554 | 301,686 | 79,868 | 40,820 | 39,048 |
| 20,961 | 18,994 | 1,967 | 3.53 | 2.90 | 0.63 | | 552,657 | 411,380 | 141,277 | 61,212 | 80,065 |
| 9,224 | 11,017 | (1,793) | 5.19 | 4.78 | 0.41 | Short-term borrowings | 358,107 | 393,604 | (35,497) | 39,510 | (75,007) |
| 8,306 | 10,202 | (1,896) | 5.65 | 5.41 | 0.24 | Medium and long-term debt | 351,453 | 413,013 | (61,560) | 15,452 | (77,012) |
| 38,491 | 40,213 | (1,722) | 4.38 | 4.05 | 0.33 | Total interest bearing liabilities | 1,262,217 | 1,217,997 | 44,220 | 116,174 | (71,954) |
| 4,012 | 3,953 | 59 | | | | Non-interest bearing demand deposits | | | | | |
| 1,340 | 1,081 | 259 | | | | Other sources of funds | | | | | |
| \$43,843 | \$45,247 | \$(1,404) | 3.85% | 3.60% | 0.25% | | | | | | |
| | | | 3.51% | 3.40% | 0.11% | Net interest margin | | | | | |
| | | | | | | Net interest income on a taxable equivalent basis | 1,154,227 | 1,155,202 | (975) | \$ (55,250) | \$ 54,275 |
| | | | 2.98% | 2.95% | 0.03% | Net interest spread | | | | | |
| | | | | | | Taxable equivalent adjustment | 67,712 | 87,621 | (19,909) | | |
| | | | | | | Net interest income | \$1,086,515 | \$1,067,581 | \$ 18,934 | | |

Note: The changes that are not due solely to volume or rate are allocated to volume and rate based on the proportion of the change in each category.

* Includes commercial

construction
loans.

** Includes interest
bearing demand
deposits
corresponding
to certain
government
entities in
Puerto Rico.

Table of Contents**NON-INTEREST INCOME**

Refer to Table D for a breakdown of non-interest income by major categories for the quarters and nine months ended September 30, 2007 and 2006.

TABLE D**Non-Interest Income**

| (In thousands) | Quarter ended September 30, | | | Nine months ended September 30, | | |
|---------------------------------------------------------------------------|-----------------------------|------------|-------------|---------------------------------|------------|-------------|
| | 2007 | 2006 | \$ Variance | 2007 | 2006 | \$ Variance |
| Service charges on deposit accounts | \$ 49,704 | \$ 47,484 | \$ 2,220 | \$ 146,567 | \$ 142,277 | \$ 4,290 |
| Other service fees: | | | | | | |
| Credit card fees and discounts | \$ 25,975 | \$ 22,035 | \$ 3,940 | \$ 74,498 | \$ 66,979 | \$ 7,519 |
| Debit card fees | 16,228 | 15,345 | 883 | 49,184 | 45,349 | 3,835 |
| Insurance fees | 15,024 | 13,327 | 1,697 | 42,693 | 39,879 | 2,814 |
| Processing fees | 11,674 | 11,164 | 510 | 35,463 | 32,382 | 3,081 |
| Sale and administration of investment products | 8,043 | 7,345 | 698 | 22,614 | 21,451 | 1,163 |
| Mortgage servicing fees, net of amortization and fair value adjustments | 7,400 | (1,756) | 9,156 | 18,269 | (2,423) | 20,692 |
| Trust fees | 2,880 | 2,400 | 480 | 7,806 | 7,044 | 762 |
| Other fees | 6,140 | 9,777 | (3,637) | 20,276 | 29,339 | (9,063) |
| Total other service fees | \$ 93,364 | \$ 79,637 | \$ 13,727 | \$ 270,803 | \$ 240,000 | \$ 30,803 |
| Net (loss) gain on sale and valuation adjustment of investment securities | (\$ 3,089) | \$ 7,123 | (\$ 10,212) | \$ 79,857 | \$ 5,039 | \$ 74,818 |
| Trading account (loss) profit | (2,867) | 10,019 | (12,886) | (6,654) | 23,324 | (29,978) |
| Gain on sale of loans and valuation adjustments on loans held-for-sale | 5,991 | 20,113 | (14,122) | 37,719 | 96,428 | (58,709) |
| Other operating income | 23,902 | 26,973 | (3,071) | 94,264 | 97,100 | (2,836) |
| Total non-interest income | \$ 167,005 | \$ 191,349 | (\$ 24,344) | \$ 622,556 | \$ 604,168 | \$ 18,388 |

Variances in non-interest income for the quarter and nine months ended September 30, 2007, compared with the same periods in the previous year, were mostly impacted by:

Higher other service fees which are detailed by category in Table D above.

- o The favorable variance in mortgage servicing fee income was related to higher servicing fees due to growth in the portfolio of loans serviced for others which rose by approximately \$5.1 billion from September 30, 2006 to the same date in 2007, and higher late payment fees derived from the serviced portfolio as a result of increased delinquencies, primarily associated with the U.S. mainland. Also, the positive variance was impacted in part by the adoption of SFAS No. 156 in 2007, which eliminated the monthly amortization of the mortgage servicing rights. As indicated in the Recent Accounting Pronouncements and Interpretations section of this MD&A, the Corporation elected the fair value measurement to account for residential mortgage servicing rights. The residential mortgage servicing rights are no longer amortized in proportion to and over the period of estimated net servicing income. Refer to Note 7 to the consolidated financial statements for detailed information on the adoption of SFAS No. 156. Any fair value adjustment of MSR's is being recorded in other service fees in the consolidated statements of operations together with the loan servicing fees charged to third-parties on the serviced portfolio. These favorable variances were partially offset by lower prepayment penalty fees on loans serviced due to a slowdown in prepayments.
- o The increase in credit card fees was the result of higher merchant fees due to increased purchase volume, and higher late payment fees due to greater volume of credit card accounts billed at a higher average rate due to a change in contract terms.
- o There were lower other fees primarily due to lower brokered loan fees related to support services provided to mortgage brokers on the origination of loans for their portfolios. These service fees were reduced as PFH discontinued the broker-origination channel as part of the Restructuring Plan.

Table of Contents

Net (loss) gain on sale and valuation adjustments of investment securities for the quarter and nine-month period in 2007 and 2006 consisted of the following:

| (In thousands) | Quarter ended September 30, | | | Nine months ended September 30, | | |
|--------------------------------------------------|-----------------------------|---------|-------------|---------------------------------|-----------|-------------|
| | 2007 | 2006 | \$ Variance | 2007 | 2006 | \$ Variance |
| Net (loss) gain on sale of investment securities | (\$ 776) | \$7,564 | (\$ 8,340) | \$120,443 | \$ 22,417 | \$ 98,026 |
| Valuation adjustments of investment securities | (2,313) | (441) | (1,872) | (40,586) | (17,378) | (23,208) |
| Total | (\$ 3,089) | \$7,123 | (\$10,212) | \$ 79,857 | \$ 5,039 | \$ 74,818 |

The unfavorable variance in net (loss) gain on sale of investment securities for the quarter ended September 30, 2007, compared with the same quarter in 2006, was principally due to the sale by BPPR during the third quarter of 2006 of FNMA securities with a carrying value of approximately \$144 million at a gain of approximately \$7.6 million. The favorable variance in net gain on sale of investment securities for the nine months ended September 30, 2007, compared with the same period in 2006, was mainly due to \$118.7 million in gains from the sale of the Corporation's interest in TELPRI during the first quarter of 2007. The gain on sale of securities in 2006 were primarily associated with marketable equity securities and FNMA securities.

The variance in negative valuation adjustments of investment securities were mostly associated with PFH's residual interests classified as available-for-sale as described in the Overview and Critical Accounting Policies / Estimates sections of this MD&A.

Trading account (loss) profit for the third quarter and nine-month period in 2007 and 2006 consisted of the following:

| (In thousands) | Quarter ended September 30, | | | Nine months ended September 30, | | |
|--------------------------------------------|-----------------------------|----------|-------------|---------------------------------|----------|-------------|
| | 2007 | 2006 | \$ Variance | 2007 | 2006 | \$ Variance |
| Mark-to-market of PFH's residual interests | (\$12,106) | (\$ 352) | (\$11,754) | (\$36,419) | (\$ 424) | (\$35,995) |
| Other trading account profit | 9,239 | 10,371 | (1,132) | 29,765 | 23,748 | 6,017 |
| Total | (\$ 2,867) | \$10,019 | (\$12,886) | (\$ 6,654) | \$23,324 | (\$29,978) |

PFH's residual interests classified as trading securities were also unfavorably impacted by the adverse conditions in the subprime housing market and lack of liquidity which prompted the change in certain valuation assumptions as indicated in the Overview and Critical Accounting Policies / Estimates sections of this MD&A.

Moreover, the variance in other trading account profit for the nine months ended September 30, 2007, compared with the same period in 2006, was mainly due to favorable mark-to-market adjustments in the valuation of mortgage-backed securities which are guaranteed by government sponsored entities. The other trading account profit for the nine months ended September 30, 2006 included \$8.5 million in trading profits associated with the pooling of approximately \$464 million in mortgage loans at BPPR into FNMA mortgage-backed securities that were sold to investors during the first quarter of 2006.

Lower gain on sales of loans and higher negative adjustments in the valuation of loans held-for-sale, particularly mortgage loans, as follows:

| Quarter ended September 30, | Nine months ended September 30, |
|-----------------------------|---------------------------------|
|-----------------------------|---------------------------------|

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| (In thousands) | 2007 | 2006 | \$ Variance | 2007 | 2006 | \$ Variance |
|---------------------------------------------------------------------|----------|----------|-------------|-----------|----------|-------------|
| Gain on sales of loans | \$10,816 | \$20,113 | (\$9,297) | \$ 63,034 | \$96,428 | (\$33,394) |
| Lower of cost or market valuation adjustment on loans held-for-sale | (4,825) | | (4,825) | (25,315) | | (25,315) |
| Total | \$ 5,991 | \$20,113 | (\$14,122) | \$ 37,719 | \$96,428 | (\$58,709) |

Reduced gain on sales of loans for the third quarter of 2007, when compared to the third quarter of 2006, was primarily due to a reduction of \$33.7 million at the Corporation's U.S. mainland operations, due to a lower volume of loans originated and the exiting of the wholesale subprime mortgage business by PFH, lower origination volume

74

Table of Contents

at E-LOAN due to weakness in the U.S. mainland mortgage and housing market, and the lack of liquidity in the private secondary markets. This reduction was offset in part by a favorable variance in the Corporation's Puerto Rico operations. Refer to the Overview section of this MD&A for further information.

The decrease in gain on sales of loans for the nine-month period ended September 30, 2007, compared to the same period in 2006, was influenced by the same factors described for the quarterly results. Furthermore, there were lower gain on the sales of SBA loans by the Corporation's U.S. banking subsidiary.

During the nine months ended September 30, 2007, PFH completed one off-balance sheet mortgage loan securitization involving approximately \$461 million in loans with realized gains of approximately \$13.5 million. The mortgage loan portfolio that was securitized consisted principally of subprime mortgage loans originated by PFH in the latter part of 2006 and in 2007 by the business divisions that were shut down as part of the Restructuring Plan.

During the nine months ended September 30, 2006, PFH completed three off-balance sheet mortgage loan securitizations involving approximately \$1.0 billion in loans, in which the Corporation realized approximately \$18.8 million in gains in connection with these transactions.

The unfavorable valuation adjustment of mortgage loans held-for-sale indicated in the table above resulted principally from deterioration in the U.S. subprime mortgage market experienced during 2007 and lack of liquidity in the private secondary markets.

OPERATING EXPENSES

Refer to Table E for a breakdown of operating expenses by major categories. Also, this table identifies the categories of the statement of income impacted by the restructuring costs related to Popular North America reportable segment. These costs are segregated to ease the financial comparison analysis.

TABLE E**Operating Expenses**

| (In thousands) | Quarter ended | | \$ Variance | Nine months ended | | Nine months ended | | \$ Variance |
|-----------------------------------|---------------|------------|-------------|--------------------|--------------------|--------------------|--------------------|-------------|
| | 2007 | 2006 | | September 30, 2007 | September 30, 2007 | September 30, 2007 | September 30, 2006 | |
| Personnel costs | \$ 152,240 | \$ 164,696 | (\$12,456) | \$ 494,903 | \$ 8,124 | \$ 486,779 | \$ 509,231 | (\$22,452) |
| Net occupancy expenses | 29,436 | 31,573 | (2,137) | 87,951 | 4,413 | 83,538 | 88,840 | (5,302) |
| Equipment expenses | 30,688 | 34,346 | (3,658) | 95,329 | 261 | 95,068 | 101,516 | (6,448) |
| Other taxes | 13,227 | 11,770 | 1,457 | 36,909 | | 36,909 | 32,940 | 3,969 |
| Professional fees | 37,103 | 29,618 | 7,485 | 111,732 | 1,762 | 109,970 | 105,184 | 4,786 |
| Communications | 16,846 | 17,343 | (497) | 50,881 | 67 | 50,814 | 51,936 | (1,122) |
| Business promotion | 28,560 | 33,855 | (5,295) | 87,301 | | 87,301 | 98,669 | (11,368) |
| Printing and supplies | 4,131 | 4,408 | (277) | 12,956 | | 12,956 | 13,331 | (375) |
| Other operating expenses | 32,508 | 28,706 | 3,802 | 97,362 | 269 | 97,093 | 85,609 | 11,484 |
| Impact of change in fiscal period | | | | | | | 9,741 | (9,741) |

| | | | | | | | | |
|-----------------------------|-----------|-----------|------------|-------------|----------|-------------|-------------|------------|
| of certain subsidiaries | | | | | | | | |
| Amortization of intangibles | 2,234 | 3,608 | (1,374) | 8,030 | | 8,030 | 9,160 | (1,130) |
| Total | \$346,973 | \$359,923 | (\$12,950) | \$1,083,354 | \$14,896 | \$1,068,458 | \$1,106,157 | (\$37,699) |

There were no significant restructuring costs incurred in the third quarter of 2007; as such, the breakdown is not included in Table E.

The reduction in personnel costs for the quarter ended September 30, 2007, compared with the same quarter in the previous year, was mainly impacted by a decline in Popular North America's reportable segment of \$11.7 million. In particular, PFH was impacted by a reduction in headcount of 579 full-time equivalent employees (FTEs) from September 30, 2006, as a result of the Restructuring Plan. Isolating the severance costs associated with the Restructuring Plan (refer to the Restructuring Plan section later in this MD&A for details), Popular North America's reportable segment experienced a decline of \$29.7 million in personnel costs for the nine months ended September

Table of Contents

30, 2007, when compared to the same period in 2006. This reduction was partially offset by the impact of merit increases across the corporation's subsidiaries, among various factors. The Corporation's FTEs were 12,181 at September 30, 2007, a decrease of 423 FTEs from the same date in 2006.

The reduction in business promotion expenses for the quarter ended September 30, 2007, when compared to the same quarter in the previous year, was mainly impacted by the Popular North America reportable segment, which experienced a decrease of \$5.7 million as a result of cost control measures on marketing expenditures on the U.S. mainland operations, primarily at E-LOAN. The decrease in net occupancy expense was related to lease contract terminations related to the closing of certain PFH offices. The reduction in equipment expenses was due to lower equipment depreciation, maintenance and repair expenses, as well as lower equipment requirements due to the streamlining of PFH's operations. These reductions in operating expenses were partially offset by an increase in professional fees, which included higher business strategy consulting, computer service fees, temporary services, recruiting expenses, and credit collection expenses.

Similar factors influenced the variance in those operating expense categories for the nine months ended September 30, 2007, compared to the same period in 2006. Also, operating expenses were favorably impacted by the \$9.7 million pre-tax loss related to the change in fiscal year at certain subsidiaries in 2006. Offsetting the favorable variances on a year-to-date basis were higher costs in the other operating expense category, consisting primarily of higher credit card interchange expenses primarily due to higher volume at a higher average rate, higher other real estate expenses related to the increased foreclosure costs and number of repossessed units, and a reserve for approximately \$2.1 million related to EVERTEC de Venezuela. This later reserve is explained in the Reportable Segments section in this MD&A under the EVERTEC reporting segment.

Table A presents the Corporation's efficiency ratio for the quarters and nine months ended September 30, 2007 and 2006. The efficiency ratio measures how much of a company's revenue is used to pay operating expenses. As stated in the Glossary of Selected Financial Terms included in the 2006 Annual Report, in determining the efficiency ratio, the Corporation includes recurring non-interest income items, thus isolating income items that may be considered volatile in nature. Management believes that the exclusion of those items would permit greater comparability for analytical purposes. Amounts within non-interest income not considered recurring in nature by the Corporation amounted to (\$3.1) million in the quarter ended September 30, 2007, compared with \$11.7 million in the same quarter of the previous year. On a year-to-date basis, the non-interest income not considered recurring was \$82.8 million for the nine months ended September 30, 2007, compared with \$9.7 million of the same period in 2006. These amounts corresponded principally to net gains on sale and valuation adjustments of investment securities available-for-sale and gains on the sale of real estate properties.

INCOME TAX

Income tax benefit for the quarter ended September 30, 2007 amounted to \$3.9 million, compared with income tax expense of \$27.9 million in the same quarter of 2006. The tax benefit in the third quarter of 2007 was directly associated with the taxable loss in the Corporation's U.S. mainland operations, which lowered the Corporation's consolidated income before tax. Also, the decline in income tax expense was related to the decrease in the statutory tax rate applicable to Puerto Rico corporations from 43.5% and 41.5% in 2006 to 39% in 2007.

Income tax expense for the nine-month period ended September 30, 2007 amounted to \$36.5 million, a decrease of \$51.5 million over the amount reported for the same period in 2006. The decrease was primarily due to lower pre-tax earnings and by an increase in income subject to a lower preferential tax rate. Also, income tax expense decreased by the reduction in the statutory tax rate in the Puerto Rico operations. These decreases were partially offset by lower exempt interest income net of disallowance of expenses attributed to such exempt income, and by the reversal of several tax positions during 2006 upon the completion of various federal and Puerto Rico tax audits. The effective tax rate for the nine months ended September 30, 2007 was 13.72%, compared with 22.81% for the same period in 2006.

Table of Contents**REPORTABLE SEGMENT RESULTS**

The Corporation's reportable segments for managerial reporting purposes consist of Banco Popular de Puerto Rico, Popular North America and EVERTEC. Also, a Corporate group has been defined to support the reportable segments. For managerial reporting purposes, the costs incurred by this latter group are not allocated to the three reportable segments. For a description of the Corporation's reportable segments, including additional financial information and the underlying management accounting process, refer to Note 21 to the consolidated financial statements. Financial information for periods prior to 2007 was restated to conform to the 2007 presentation.

The Corporate group had a net loss of \$7.9 million in the third quarter of 2007, compared with a net loss of \$15.7 million in the same quarter of 2006. The Corporate group had net income of \$67.6 million for the nine months ended September 30, 2007, compared to net losses of \$18.1 million in the same period of the previous year. During the nine months ended September 30, 2007, the Corporate group realized net gains on the sale and valuation adjustment of investment securities approximating \$107.3 million, mainly due to a gain on the sale of TELPRI shares in the first quarter of 2007, compared with \$14.2 million in the same period of 2006. This favorable variance on the year-to-date results of the Corporate group was offset in part by higher income tax expense in 2007, compared to tax benefits due to a taxable loss in 2006.

Highlights on the earnings results for the reportable segments are discussed below.

Banco Popular de Puerto Rico

The Banco Popular de Puerto Rico reportable segment reported net income of \$80.2 million for the quarter ended September 30, 2007, a decrease of \$7.8 million, or 9%, when compared with the same quarter in the previous year. The main factors that contributed to the variance in results for the quarter ended September 30, 2007, when compared to the third quarter of 2006, included:

- higher net interest income by \$14.5 million, or 6%, primarily related to the commercial banking business;

- higher provision for loan losses by \$34.1 million, or 107%, primarily associated with higher net charge-offs mainly in the consumer and commercial loan portfolios. The ratio of allowance for loan losses to loans held-in-portfolio for the Banco Popular de Puerto Rico reportable segment was 2.22% at September 30, 2007, compared with 2.06% at September 30, 2006. The provision for loan losses represented 136% of net charge-offs for the third quarter of 2007, compared with 103% of net charge-offs in the same period of 2006. The net charge-offs to average loans held-in-portfolio for the Banco Popular de Puerto Rico operations was 1.23% for the quarter ended September 30, 2007, compared with 0.84% in the same quarter of the previous year. The provision for the third quarter of 2007 considers deterioration in the loan portfolio in Puerto Rico due to continued slowdown in the local economy;

- higher non-interest income by \$14.7 million, or 14%, mainly due to a favorable variance in the caption of gain on sales of loans because of the aforementioned \$20.1 million loss on the bulk sale of mortgage loans in the third quarter of 2006. Also, there were higher other service fees in the third quarter of 2007, principally credit cards and mortgage servicing fees. These favorable variances in non-interest income were partially offset by lower gains on the sale of investment securities influenced by the aforementioned gain on the sale of the FNMA securities in 2006;

- higher operating expenses by \$1.9 million, or 1%, primarily associated with higher professional fees, partially offset by lower personnel costs and equipment expenses; and

- higher income taxes by \$0.9 million, or 3%, primarily due to lower exempt interest income net of disallowance of expenses attributed to such exempt income, partially offset by lower pre-tax earnings and a lower statutory tax rate.

Net income for the nine months ended September 30, 2007 totaled \$247.1 million, a decrease of \$31.3 million, or 11%, compared with the same period in the previous year. These results reflected:

- higher net interest income by \$29.1 million, or 4%;

higher provision for loan losses by \$87.2 million, or 98%;

higher non-interest income by \$39.8 million, or 13%;

higher operating expenses by \$17.4 million, or 3%; and

lower income tax expense by \$4.4 million.

Table of Contents

EVERTEC

EVERTEC's net income for the quarter ended September 30, 2007 totaled \$8.1 million, an increase of \$0.4 million, or 5%, compared with the results of the same quarter in the previous year.

The principal factors that contributed to the variance in results for the quarter ended September 30, 2007, when compared with the third quarter of 2006, included:

higher net interest income by \$0.4 million;

higher non-interest income by \$2.1 million, or 4%, as a result of higher customer debit accounts and higher electronic transactions processing fees related to the automated teller machine network;

higher operating expenses by \$2.3 million, or 5%, primarily due to higher personnel costs and to a loss reserve established related to EVERTEC's Venezuela operations. As of September 30, 2007, a reserve of approximately \$2.1 million had been recorded to provide for expected losses on the realization of accounts receivable due from EVERTEC de Venezuela. Those accounts receivable are recorded in U.S. dollars at the official currency exchange rate. However, due to Venezuela's uncertain political and economic market conditions and the options available to exchange bolívares for U.S. dollars, a loss may be realized at the time the exchange is made to pay for those accounts receivable, since the conversion is actually being made at a more unfavorable exchange rate, based on a parallel market. The accounts receivable from Venezuela operations amounted to approximately \$3.0 million at September 30, 2007.

lower income tax expense by \$0.1 million primarily due to a reduction in the tax rate from 41.5% in 2006 to 39% in 2007.

Net income for the nine months ended September 30, 2007 totaled \$21.9 million, compared with net income of \$18.2 million for the same period in the previous year. These results reflected:

higher non-interest income by \$9.5 million, or 6%;

higher operating expenses by \$5.6 million, or 4%, and

higher income tax expense by \$1.3 million.

Popular North America

For the quarter ended September 30, 2007, net loss for the reportable segment of Popular North America totaled \$44.7 million, compared to net income of \$1.8 million for the third quarter of 2006. The main factors that contributed to this quarterly variance included:

lower net interest income by \$2.2 million, or 2%;

higher provision for loan losses by \$50.5 million, or 160%, primarily due to higher net charge-offs in the mortgage loan portfolios, especially with respect to the subprime mortgages. The ratio of allowance for loan losses to loans held-in-portfolio for the Popular North America reportable segment was 1.45% at September 30, 2007, compared with 1.10% at September 30, 2006. The provision for loan losses represented 128% of net charge-offs for the third quarter of 2007, compared with 109% of net charge-offs in the same period of 2006. The net charge-offs to average loans held-in-portfolio for the Popular North America operations was 1.53% for the quarter ended September 30, 2007, compared with 0.70% in the same quarter of the previous year.

lower non-interest income by \$43.2 million, or 63%, mainly due to lower gain on sale of loans by \$33.7 million mainly due to the exiting of the wholesale subprime mortgage business by PFH and lower volume of originations in E-LOAN due to softening in the U.S. mainland mortgage and housing market and the lack of liquidity in the private secondary markets. Also, the reduction in non-interest income includes the impact of the unfavorable valuation adjustments of PFH's residual interests of \$14.1 million in the third quarter of 2007,

compared to \$0.8 million in the same quarter of 2006; partially offset by higher other service fees, primarily mortgage servicing related fees;

lower operating expenses by \$17.0 million, or 11%, mainly due to lower personnel costs, business promotion, net occupancy expenses, equipment expenses and amortization of intangibles, partially offset by higher professional fees and higher operating expenses. These variances are principally associated with PFH's Restructuring Plan and other general variances covered in the Operating Expenses section of this MD&A; and

income tax benefit of \$29.7 million in the third quarter of 2007 due to taxable losses, compared with income tax expense of \$2.7 million in the third quarter of 2006.

Table of Contents

Net losses for the nine months ended September 30, 2007 totaled \$107.7 million, compared with net income of \$20.3 million in the same period of the previous year. These results reflected:

lower net interest income by \$22.2 million, or 5%;

higher provision for loan losses by \$93.0 million, or 103%;

lower non-interest income by \$125.1 million, or 66%, which includes lower gain on sale of loans by \$50.1 million, the unfavorable valuation adjustments of \$25.3 million in the value of mortgage loans held-for-sale and the impact of the unfavorable valuation adjustments of residual interests held by PFH. These are generally described in the Non-Interest section of this MD&A. The unfavorable valuation adjustments of residual interests amounted to \$69.1 million in the nine-month period ended September 30, 2007, compared with \$17.8 million in the same period of 2006.

lower operating expenses by \$33.8 million, or 7%; mainly due to lower personnel costs due to the restructuring plan implemented at PFH, lower business promotion expenses and last year's recognition of PFH's subsidiaries impact of change in fiscal period which amounted to \$6.2 million (increased operating expenses for 2006), partially offset by higher professional fees expenses; and

income tax benefit of \$64.0 million for the nine-month period ended September 30, 2007, compared with income tax expense of \$14.4 million in the same period in 2006.

RESTRUCTURING PLAN

As indicated in the 2006 Annual Report, in January 2007, the Corporation announced the Restructuring Plan of PFH's businesses. The Restructuring Plan had the following four basic components:

exiting the wholesale subprime mortgage origination business during the first quarter of 2007, which entailed shutting down the wholesale broker, retail and call center business divisions;

consolidating support activities at PFH (Finance, Credit Risk, Compliance, Human Resources, Facilities) within BPNA to reduce expenses;

integrating PFH's existing commercial lending businesses (mortgage warehouse and mixed use) into BPNA's business lending groups; and

focusing on the core Equity One network of 132 consumer finance branches in 15 states.

As part of the Restructuring Plan, the Corporation also executed an internal corporate reorganization of its U.S. subsidiaries. In January 2007, E-LOAN, as well as all of its direct and indirect subsidiaries, with the exception of E-LOAN Insurance Services, Inc. and E-LOAN International, Inc., became operating subsidiaries of BPNA. Prior to the consummation of this U.S. reorganization, E-LOAN was a direct wholly-owned subsidiary of PFH. E-LOAN continues to offer its broad range of products and conducts its direct activities through its online platform.

Management will be leveraging the E-LOAN brand, technology and internet financial services platform over the next several years to complement BPNA's community banking growth strategy.

This reorganization and the Restructuring Plan led management to redefine its business reportable segments.

Commencing in 2007, the U.S. operations are combined into a single reportable segment defined as Popular North America. This segment includes the operations of BPNA and PFH, including all of its wholly-owned subsidiaries. For the nine-month period ended September 30, 2007, the Corporation recorded pre-tax restructuring charges in the Popular North America segment related to the Restructuring Plan as follows:

Nine months
ended

(In thousands)

| | September 30, 2007 |
|--------------------------------------------|-----------------------|
| Severance, stay bonuses and other benefits | \$ 8,124 |
| Outplacement costs | 1,019 |
| Lease terminations | 4,413 |
| Others | 1,340 |
| Total restructuring costs | \$ 14,896 |

79

Table of Contents

There were no significant charges related to the Restructuring Plan recorded in the third quarter of 2007. The above restructuring costs were recorded substantially in the first quarter of 2007. Refer to the Operating Expenses section of this MD&A for the classification of these charges in the consolidated statements of income. Of the above restructuring costs, approximately \$4.2 million were recognized as a liability as of September 30, 2007 and are expected to be paid out with operating cash flows. These costs correspond primarily to lease termination costs.

During the fourth quarter of 2006, and as a result of the Restructuring Plan, the Corporation recognized impairment charges on long-lived assets of \$7.2 million, mainly associated with software and leasehold improvements, and impairment in goodwill of \$14.2 million.

As of September 30, 2007, the Restructuring Plan has resulted in estimated combined charges of \$36.4 million, broken down as follows:

| (In thousands) | Impairments on goodwill and long-lived assets | Restructuring costs | Total |
|--------------------|-----------------------------------------------------------|------------------------|----------|
| Quarter ended: | | | |
| December 31, 2006 | \$ 21,471 | | \$21,471 |
| March 31, 2007 | | \$ 15,135 | 15,135 |
| June 30, 2007 | | (219) | (219) |
| September 30, 2007 | | (20) | (20) |
| Total | \$ 21,471 | \$ 14,896 | \$36,367 |

The Corporation does not expect to incur additional significant restructuring costs in the remaining quarter of 2007. Settlement amounts in lease terminations may differ and are subject to the outcome of negotiations.

It is anticipated that the cost reduction initiatives resulting from the Restructuring Plan will result in an expense reduction of approximately \$39 million on an annualized basis, related to approximately \$34 million in salary and benefits, \$3 million in net occupancy expenses and \$2 million in equipment expenses.

The Corporation exited PFH's wholesale broker, retail mortgage and call center origination channels during the first quarter of 2007. In addition, the Corporation had previously exited PFH's asset acquisition channel in early 2006. Certain mortgage loan assets originated through these channels are expected to run-off over a time period which may average 3 years.

Financial results for PFH's exited operations for the third quarter 2007 were an estimated loss of \$45.7 million, net of taxes. The net loss approximated \$132.4 million, net of taxes, for the nine-month period ended September 30, 2007. The net loss considers the impairments in the valuation of the residual interests taken during 2007, the restructuring charges previously mentioned and increased provisioning for loan losses as a result of the credit deterioration in the subprime market.

PFH has conducted mortgage loan securitizations since 1997. Securitizations conducted prior to 2001 and certain securitizations conducted during 2005, 2006 and 2007 qualified for sale accounting under the provisions of SFAS No. 140. Accordingly, the loans sold in these off-balance sheet securitizations are not consolidated in the Corporation's financial statements. The unpaid principal balances (UPB) of these sold loans amounted to \$2.2 billion at September 30, 2007. The outstanding balance of residual interests and MSR's related to these off-balance sheet securitizations was \$22 million and \$30 million, respectively, at September 30, 2007. As previously mentioned, during the nine months ended September 30, 2007, the Corporation recognized other-than-temporary impairments amounting to \$69.1 million related to these residual interests.

The business channels exited also originated mortgage loans, which were used by PFH in conducting asset securitizations that did not meet the sale criteria under SFAS No. 140; accordingly, the transactions were treated as

on-balance sheet securitizations for accounting purposes. The loans that serve as collateral for these asset securitizations are referred to in this MD&A as loans owned-in-trust and approximated \$3.7 billion as of September 30, 2007.

Table of Contents

As of September 30, 2007, the exited lines of business also had outstanding \$964 million in mortgage loans that were not sold / securitized, and are included in Table F under the column Owned Centralized . The term centralized refers to loans originated outside PFH's branch network, such as brokers, customer loan center and asset acquisition, among others.

Refer to Table F for a breakdown of PFH's mortgage loans held-in-portfolio between owned and owned-in-trust . To provide a better view of the characteristics, behavior and credit exposure of the portfolio, it is segregated between those loans originated through the exited channels (centralized) and those originated through branches, which is the continuing business of PFH.

Of the PFH's total mortgage loans held-in-portfolio as of September 30, 2007, \$3.9 billion, or approximately 69%, had FICO® scores of 660 or below. As distinguished by coupon type, 76% of PFH's mortgage loans held-in-portfolio had fixed-rate coupons, while 24% had adjustable rates (ARMs).

As of September 30, 2007, \$251 million in ARMs were scheduled to readjust their rate for the first time between October 1, 2007 and December 31, 2007, and \$478 million were scheduled to readjust their rate in 2008.

The average FICO® score for PFH's mortgage loans held-in-portfolio was 612 as of September 30, 2007 while the average original loan-to-value ratio of the portfolio was 83.27%.

One of the characteristics of subprime loans is that their delinquency and charge-off rates tend to be higher than for agency conforming loans and Alt-A loans. Alt-A loans are loans usually made to borrowers who have unsteady sources of income or simply have too little documented income to qualify for a conforming loan. For the quarter ended September 30, 2007, the ratio of non-performing mortgage loans to mortgage loans held-in-portfolio for PFH amounted to 7.94%, while annualized mortgage charge-offs to average loans for the quarter amounted to 2.73%.

Also, refer to the Mortgage Loan Exposure section for additional information on PFH's mortgage loan portfolio, maximum credit exposure in the owned-in-trust portfolio and certain sensitivity analyses with respect to hypothetical credit losses.

Table of Contents**Table F****PFH Mortgage Loan Portfolio Performance Trends (excludes loans held-for-sale)**

| (\$ in millions) | Owned Centralized (a) | | | Owned - Branches (a) | | |
|---------------------------------------------|-----------------------|---------|----------|----------------------|----------|----------|
| | 9-30-07 | 6-30-07 | 12-31-06 | 9-30-07 | 6-30-07 | 12-31-06 |
| Current Balance (c) (\$ in millions) | \$ 964 | \$ 971 | \$ 1,174 | \$ 1,122 | \$ 1,081 | \$ 1,017 |
| First Liens | \$ 808 | \$ 790 | \$ 977 | \$ 986 | \$ 948 | \$ 891 |
| Second Liens | \$ 156 | \$ 180 | \$ 197 | \$ 136 | \$ 134 | \$ 126 |
| Weighted-average coupon (WAC) | 8.92% | 8.92% | 8.78% | 9.00% | 9.02% | 8.98% |
| Avg. Loan-to-Value (LTV) (d) | 86.47% | 86.26% | 85.50% | 79.38% | 79.29% | 79.09% |
| Avg. Loan Balance (\$ in thousands) | \$ 96 | \$ 93 | \$ 96 | \$ 55 | \$ 54 | \$ 52 |
| Avg. FICO® score (e) | 598 | 598 | 604 | 610 | 610 | 609 |
| Bankruptcy (% of \$) | 3.32% | 3.44% | 2.45% | 3.04% | 3.22% | 3.52% |
| Total Delinquency | 17.73% | 17.72% | 12.57% | 3.80% | 3.46% | 4.17% |
| 30 Days (% of \$) | 4.11% | 3.89% | 3.29% | 1.31% | 0.97% | 1.67% |
| 60 Days (% of \$) | 1.85% | 1.88% | 1.31% | 0.59% | 0.48% | 0.42% |
| 90+ Days (% of \$) | 5.00% | 4.82% | 3.43% | 1.26% | 1.19% | 1.39% |
| Foreclosure (% of \$) | 6.77% | 7.13% | 4.54% | 0.64% | 0.82% | 0.69% |
| Business Channel | | | | | | |
| Broker | 35% | 37% | 41% | | | |
| Asset Acquisition | 30% | 32% | 32% | | | |
| Retail Mortgage (call centers) | 8% | 7% | 9% | | | |
| Customer Loan Center (CLC) (f) | 24% | 16% | 12% | | | |
| Decentralized (branches) | | | | 100% | 100% | 100% |
| Other | 3% | 8% | 6% | | | |
| Product Type | | | | | | |
| Fixed-rate | 54% | 45% | 42% | 100% | 100% | 100% |
| ARM (Adjustable rate mortgage) | 25% | 31% | 37% | | | |
| Balloon | 19% | 22% | 19% | | | |
| Interest only - Fixed | | | | | | |
| Interest only - ARM | 2% | 2% | 2% | | | |

(a) Owned portfolio represents mortgage loans originated / acquired, but not sold / securitized.

(b)

Owned-in-trust represents mortgage loans securitized in on-balance sheet securitizations, as such, are part of PFH s portfolio under SFAS No. 140.

- (c) Excluding deferred fees, origination costs, net premiums and other items.
- (d) LTV a lending risk ratio calculated by dividing the total amount of the mortgage or loan by the fair value of the property. The LTV presented is based on amounts at loan origination date.
- (e) FICO® the Corporation uses external credit scores as a useful measure for assessing the credit quality of a borrower. These scores are numbers supplied by credit information providers, based on statistical models that summarize an individual s

credit record.
FICO® scores,
developed by
Fair Isaac
Corporation, are
the most
commonly used
credit scores.

- (f) CLC unit that anticipates possible refinancing needs of the customer and makes efforts to retain the customer by offering the company's products.

Table of Contents**Table F (Continued)****PFH Mortgage Loan Portfolio Performance Trends (excludes loans held-for-sale)**

| (\$ in millions) | Total Owned (a) | | | Owned-in-Trust (b) | | |
|---------------------------------------------|-----------------|---------|----------|--------------------|---------|----------|
| | 9-30-07 | 6-30-07 | 12-31-06 | 9-30-07 | 6-30-07 | 12-31-06 |
| Current Balance (c) (\$ in millions) | \$2,086 | \$2,052 | \$2,191 | \$3,641 | \$3,947 | \$4,543 |
| First Liens | \$1,794 | \$1,738 | \$1,868 | \$3,618 | \$3,922 | \$4,511 |
| Second Liens | \$ 292 | \$ 314 | \$ 323 | \$ 23 | \$ 25 | \$ 32 |
| Weighted-average coupon (WAC) | 8.96% | 8.97% | 8.87% | 7.67% | 7.56% | 7.55% |
| Avg. Loan-to-Value (LTV) (d) | 82.55% | 82.64% | 82.66% | 83.88% | 83.93% | 83.39% |
| Avg. Loan Balance (\$ in thousands) | \$ 68 | \$ 67 | \$ 69 | \$ 137 | \$ 139 | \$ 140 |
| Avg. FICO® score (e) | 606 | 606 | 607 | 618 | 617 | 620 |
| Bankruptcy (% of \$) | 3.17% | 3.32% | 2.95% | 3.15% | 2.80% | 2.18% |
| Total Delinquency | 10.26% | 10.21% | 8.66% | 14.73% | 11.94% | 10.93% |
| 30 Days (% of \$) | 2.61% | 2.35% | 2.54% | 4.01% | 3.09% | 3.48% |
| 60 Days (% of \$) | 1.18% | 1.14% | 0.89% | 1.69% | 1.31% | 1.30% |
| 90+ Days (% of \$) | 2.99% | 2.91% | 2.48% | 2.33% | 2.09% | 1.84% |
| Foreclosure (% of \$) | 3.48% | 3.81% | 2.75% | 6.70% | 5.45% | 4.31% |
| Business Channel | | | | | | |
| Broker | 16% | 17% | 22% | 16% | 16% | 17% |
| Asset Acquisition | 14% | 15% | 17% | 72% | 72% | 72% |
| Retail Mortgage (call centers) | 4% | 4% | 4% | 6% | 6% | 6% |
| Customer Loan Center (CLC) (f) | 11% | 7% | 6% | 5% | 5% | 4% |
| Decentralized (branches) | 54% | 53% | 46% | | | |
| Other | 1% | 4% | 3% | 1% | 1% | 1% |
| Product Type | | | | | | |
| Fixed-rate | 78% | 74% | 69% | 65% | 63% | 60% |
| ARM (Adjustable rate mortgage) | 12% | 15% | 20% | 25% | 26% | 29% |
| Balloon | 9% | 10% | 10% | 4% | 4% | 4% |
| Interest only - Fixed | | | | 1% | 1% | 1% |
| Interest only - ARM | 1% | 1% | 1% | 5% | 6% | 6% |

(a) Owned portfolio represents mortgage loans originated / acquired, but not sold / securitized.

(b)

Owned-in-trust represents mortgage loans securitized in on-balance sheet securitizations, as such, are part of PFH's portfolio under SFAS No. 140.

- (c) Excluding deferred fees, origination costs, net premiums and other items.
- (d) LTV is a lending risk ratio calculated by dividing the total amount of the mortgage or loan by the fair value of the property. The LTV presented is based on amounts at loan origination date.
- (e) FICO® is the Corporation uses external credit scores as a useful measure for assessing the credit quality of a borrower. These scores are numbers supplied by credit information providers, based on statistical models that summarize an individual's

credit record.
FICO® scores,
developed by
Fair Isaac
Corporation, are
the most
commonly used
credit scores.

- (f) CLC unit that anticipates possible refinancing needs of the customer and makes efforts to retain the customer by offering the company's products.

Table of Contents**FINANCIAL CONDITION**

Refer to the consolidated financial statements included in this Form 10-Q for the Corporation's consolidated statements of condition as of September 30, 2007, December 31, 2006 and September 30, 2006. Also, refer to Table A for financial highlights on major line items of the consolidated statements of condition.

When compared to December 31, 2006, total assets as of September 30, 2007 remained stable, reflecting a slight decrease of less than 1%. When compared to September 30, 2006, total assets as of September 30, 2007 increased by less than 1%.

A breakdown at period-end of the Corporation's loan portfolio, its principal category of earning assets, is presented in Table G below.

TABLE G**Loans Ending Balances (including Loans Held-for-Sale)**

| (In thousands) | September 30, 2007 | December 31, 2006 | Variance | September 30, 2006 | Variance |
|-----------------|-----------------------|----------------------|------------------------------------------------------|-----------------------|-------------------------------------------------------|
| | | | September 30, 2007 Vs. December 31, 2006 | | September 30, 2007 Vs. September 30, 2006 |
| Commercial * | \$ 15,527,062 | \$ 14,536,837 | \$ 990,225 | \$ 14,071,713 | \$ 1,455,349 |
| Lease financing | 1,156,773 | 1,226,490 | (69,717) | 1,265,843 | (109,070) |
| Mortgage ** | 10,840,576 | 11,695,156 | (854,580) | 11,252,771 | (412,195) |
| Consumer | 5,796,393 | 5,278,456 | 517,937 | 5,166,632 | 629,761 |
| Total | \$ 33,320,804 | \$ 32,736,939 | \$ 583,865 | \$ 31,756,959 | \$ 1,563,845 |

* Includes commercial construction

** Includes residential construction

The increase in commercial loans from December 31, 2006 to September 30, 2007 included growth in commercial mortgage, construction and SBA loans. The increase in commercial loans from September 30, 2006 to September 30, 2007 also reflected growth in those areas. Commercial construction loans, which are included within the commercial category in Table G, amounted to \$1.8 billion at September 30, 2007, compared with \$1.4 billion at December 31, 2006 and \$1.3 billion at September 30, 2006.

The decline in mortgage loans from December 31, 2006 to September 30, 2007 was mostly due to the off-balance sheet securitization completed by PFH in the second quarter of 2007 as described in the Non-Interest Income section of this MD&A, which involved approximately \$461 million in unpaid principal balance of subprime mortgage loans. Also, the reduction was in part due to lower origination volume resulting from exiting certain loan origination channels of the PFH operations and the impact of the softening in the housing market which also influenced E-LOAN's originations. The decline in mortgage loans from September 30, 2006 to the same date in 2007 was also affected by those factors.

Table of Contents

A breakdown of the consumer loan portfolio is presented in Table H.

TABLE H**Breakdown of Consumer Loans**

| (In thousands) | September 30, 2007 | December 31, 2006 | Variance | September 30, 2006 | Variance |
|----------------|-----------------------|----------------------|------------------------------------------------------|-----------------------|-------------------------------------------------------|
| | | | September 30, 2007 Vs. December 31, 2006 | | September 30, 2007 Vs. September 30, 2006 |
| Personal | \$2,974,405 | \$2,457,619 | \$ 516,786 | \$2,331,814 | \$ 642,591 |
| Auto | 1,515,548 | 1,570,308 | (54,760) | 1,601,944 | (86,396) |
| Credit cards | 1,087,587 | 1,032,546 | 55,041 | 1,020,108 | 67,479 |
| Other | 218,853 | 217,983 | 870 | 212,766 | 6,087 |
| Total | \$5,796,393 | \$5,278,456 | \$ 517,937 | \$5,166,632 | \$ 629,761 |

The increase in personal loans from December 31, 2006 to September 30, 2007 was principally attributed to higher volume of home equity lines of credit in the Popular North America operations. The increase from September 30, 2006 to the same date in 2007 was also attributed to higher volume of home equity lines. The reduction in auto loans from December 31, 2006 and September 30, 2006 to September 30, 2007 was twofold. First, there was a decline in the auto loan portfolio of the Popular North America reportable segment as BPNA's auto loans portfolio continues to runoff because of management's decision to cease auto loan originations through dealer channels and instead focus on originating auto loans through the E-LOAN channel. Second, the economic slowdown in the Puerto Rico market has reduced automobile sales, which has decreased the size of the overall Puerto Rico auto loan market.

Investment securities available-for-sale (AFS) and held-to-maturity (HTM) totaled \$9.2 billion at September 30, 2007, compared with \$9.9 billion at December 31, 2006 and \$10.5 billion at September 30, 2006.

A breakdown of the Corporation's investment securities available-for-sale and held-to-maturity is provided in Table I.

TABLE I

| (In millions) | September 30, 2007 | December 31, 2006 | Variance | September 30, 2006 | Variance |
|---------------------------------------------------------------|-----------------------|----------------------|------------|-----------------------|-------------|
| | | | | | |
| U.S Treasury securities | \$ 475.8 | \$ 474.8 | \$ 1.0 | \$ 493.5 | (\$ 17.7) |
| Obligations of U.S. government sponsored entities | 6,014.6 | 6,458.8 | (444.2) | 6,891.9 | (877.3) |
| Obligations of Puerto Rico, states and political subdivisions | 178.3 | 187.1 | (8.8) | 188.5 | (10.2) |
| Collateralized mortgage obligations | 1,469.7 | 1,645.7 | (176.0) | 1,713.3 | (243.6) |
| Mortgage-backed securities | 949.5 | 1,036.8 | (87.3) | 1,071.2 | (121.7) |
| Equity securities | 41.3 | 73.8 | (32.5) | 72.8 | (31.5) |
| Other | 28.6 | 65.2 | (36.6) | 84.6 | (56.0) |
| Total | \$9,157.8 | \$9,942.2 | (\$ 784.4) | \$10,515.8 | (\$1,358.0) |

The vast majority of these investment securities, or approximately 99%, are rated the equivalent of AAA by the major rating agencies. The mortgage-backed securities (MBS) and collateralized mortgage obligations (CMOs) are investment grade securities, all of which are rated AAA by at least one of the three major rating agencies as of September 30, 2007. All MBS held by the Corporation and approximately 83% of the CMOs held as of September 30,

2007 are guaranteed by government sponsored entities.

The decrease in the Corporation's AFS and HTM investment securities portfolio from September 30, 2006 to the same date in 2007 was mainly due to maturities of U.S. agency securities with low rates, which were not replaced, in part because the interest spread was not favorable, and also as part of the Corporation's strategy to deleverage the balance sheet and reduce lower yielding assets. Notes 5 and 6 to the consolidated financial statements provide additional information of the Corporation's available-for-sale and held-to-maturity investment portfolios.

Table of Contents

Refer to Note 10 of the consolidated financial statements for details on the composition of intangible assets.

Table J provides a breakdown of the Other Assets caption presented in the consolidated statements of condition.

TABLE J**Breakdown of Other Assets**

| (In thousands) | September 30, 2007 | December 31, 2006 | Variance | | |
|-----------------------------------------------|-----------------------|----------------------|---------------------------------|-------------------------------------------------------------|------------------|
| | | | September 30, 2007 Vs. | September 30, 2007 Vs. September 30, 2006 | |
| Net deferred tax assets | \$ 420,288 | \$ 359,433 | \$ 60,855 | \$ 305,943 | \$ 114,345 |
| Bank-owned life insurance program | 212,698 | 206,331 | 6,367 | 203,967 | 8,731 |
| Servicing rights | 196,992 | 164,999 | 31,993 | 172,323 | 24,669 |
| Prepaid expenses | 187,725 | 168,717 | 19,008 | 179,102 | 8,623 |
| Investments under the equity method | 85,806 | 66,794 | 19,012 | 65,760 | 20,046 |
| Securitization advances and related assets | 82,980 | 181,387 | (98,407) | 139,914 | (56,934) |
| Derivative assets | 64,981 | 55,413 | 9,568 | 58,427 | 6,554 |
| Others | 190,211 | 408,816 | (218,605) | 249,464 | (59,253) |
| Total | \$1,441,681 | \$1,611,890 | (\$ 170,209) | \$1,374,900 | \$ 66,781 |

Explanations for the principal variances from December 31, 2006 to September 30, 2007 were:

Increase in net deferred tax assets was mainly associated with the increase in the allowance for loan losses and the increase in net operating loss carryforwards, partially offset by lower unrealized losses on securities available-for-sale.

Increase in servicing rights was mainly due to purchased mortgage servicing rights in the Popular North America and BPPR reportable segments resulting from new servicing contracts, mortgage servicing rights derived from the off-balance sheet securitization executed by PFH in 2007, and from sales and securitizations of originated loans by the Puerto Rico operations. Also, the increase was due in part to the adoption of SFAS No. 156 during 2007, pursuant to which the Corporation elected to account for residential mortgage servicing rights at fair value. Notes 2 and 7 provide further information on the implementation impact of this accounting pronouncement.

The decrease in securitization advances and related assets was primarily associated to PFH's on-balance sheet securitization performed in December 2006, which required a pre-funded amount of \$66 million to be held in trust. As disclosed in the 2006 Annual Report, this pre-funded amount was classified as other asset in the consolidated statements of condition. In early 2007, PFH delivered additional loans to the securitization trust and received back the pre-funded amount.

Decrease in the others caption was mainly due to lower trade receivables. At December 31, 2006, there were securities trade receivables of \$232 million for mortgage-backed securities sold prior to year-end, with a

settlement date in January 2007.

Principal variances in other assets from September 30, 2006 to the same date in 2007 were mostly due to similar factors as described above.

Table of Contents

The composition of the Corporation's financing to total assets at September 30, 2007 and December 31, 2006 follows:

| | September 30, 2007 | December 31, 2006 | % increase (decrease) from December 31, 2006 to September 30, 2007 | % of total assets | |
|-----------------------------------------|--------------------------|-------------------------|--------------------------------------------------------------------------------------|--------------------------|-------------------------|
| | | | | September 30, 2007 | December 31, 2006 |
| (Dollars in millions) | 2007 | 2006 | | 2007 | 2006 |
| Non-interest bearing deposits | \$ 3,975 | \$ 4,222 | (5.9%) | 8.4% | 8.9% |
| Interest-bearing core deposits | 15,206 | 14,923 | 1.9% | 32.2% | 31.5% |
| Other interest-bearing deposits | 7,420 | 5,293 | 40.2% | 15.7% | 11.2% |
| Federal funds and repurchase agreements | 6,287 | 5,762 | 9.1% | 13.3% | 12.2% |
| Other short-term borrowings | 1,415 | 4,034 | (64.9%) | 3.0% | 8.5% |
| Notes payable | 8,315 | 8,737 | (4.8%) | 17.6% | 18.4% |
| Others | 858 | 813 | 5.5% | 1.8% | 1.7% |
| Stockholders' equity | 3,804 | 3,620 | 5.1% | 8.0% | 7.6% |

A breakdown of the Corporation's deposits at period-end is included in Table K.

TABLE K**Deposits Ending Balances**

| | September 30, 2007 | December 31, 2006 | Variance September 30, 2007 Vs. December 31, 2006 | September 30, 2006 | Variance September 30, 2007 Vs. September 30, 2006 |
|----------------------------------------|-----------------------|----------------------|---------------------------------------------------------------|-----------------------|----------------------------------------------------------------|
| | | | | | |
| Demand deposits * | \$ 4,641,736 | \$ 4,910,848 | (\$ 269,112) | \$ 4,324,476 | \$ 317,260 |
| Savings, NOW and money market deposits | 9,328,094 | 9,200,732 | 127,362 | 8,397,040 | 931,054 |
| Time deposits | 12,631,685 | 10,326,751 | 2,304,934 | 10,415,929 | 2,215,756 |
| Total | \$26,601,515 | \$24,438,331 | \$ 2,163,184 | \$23,137,445 | \$ 3,464,070 |

* Includes interest and non-interest bearing demand deposits.

The growth in time deposits was principally in brokered certificates of deposit which increased from \$968 million at September 30, 2006 and \$866 million at December 31, 2006 to \$2.1 billion at September 30, 2007. This increase in brokered certificates of deposit is directly related to the Corporation's decision to substitute short-term borrowings with deposits as a result of continued instability in the global financial and capital markets. Refer to the Liquidity section later in this MD&A for further information on the Corporation's banking subsidiaries and holding companies liquidity position. Also, the increase in time deposits from December 31, 2006 to September 30, 2007 was due to competitive interest rate campaigns by BPPR focused on certificates of deposit to individuals, growth in public fund deposits and

increased volume of time deposits gathered through the E-LOAN internet platform. Similar factors influenced the variance in time deposits from September 30, 2006. The time deposits gathered through E-LOAN's internet platform approximated \$866 million at September 30, 2007, compared with \$426 million at December 31, 2006 and \$10 million at September 30, 2006.

The increase in savings deposits from September 30, 2006 to the same date in 2007 was mainly derived from the U.S. mainland operations as a result of deposits captured through E-LOAN's online platform. The savings deposits gathered through E-LOAN approximated \$882 million at September 30, 2007, compared with \$17 million at September 30, 2006, and \$842 million at December 31, 2006.

The Corporation's core deposits, which consist of demand, savings, money markets, and time deposits under \$100 thousand, constituted 72% of total deposits at September 30, 2007. Certificates of deposit with denominations of \$100 thousand and over at September 30, 2007 represented 28% of total deposits. The distribution of these certificates of deposit by maturity was as follows:

(In millions)

| | |
|------------------|---------|
| 3 months or less | \$2,648 |
| 3 to 6 months | 1,705 |
| 6 to 12 months | 1,272 |
| Over 12 months | 1,795 |
| | \$7,420 |

The aggregate amount of overdrafts in demand deposit accounts that were reclassified to loans was \$135 million as of September 30, 2007, \$136 million as of December 31, 2006 and \$101 million as of September 30, 2006.

At September 30, 2007, borrowed funds totaled \$16.0 billion, compared with \$18.5 billion at December 31, 2006 and \$19.4 billion at September 30, 2006. Refer to Note 11 to the consolidated financial statements for additional information on the Corporation's borrowings as of such dates.

Table of Contents

Refer to the consolidated statements of condition and of stockholders' equity included in this Form 10-Q for information on the composition of stockholders' equity at September 30, 2007, December 31, 2006 and September 30, 2006. Also, the disclosures of accumulated other comprehensive income (loss), an integral component of stockholders' equity, are included in the consolidated statements of comprehensive income (loss).

The Corporation offers a dividend reinvestment and stock purchase plan for stockholders that allows them to reinvest dividends in shares of common stock at a 5% discount from the average market price at the time of the issuance, as well as purchase shares of common stock directly from the Corporation by making optional cash payments.

The Corporation continues to exceed the well-capitalized guidelines under the federal banking regulations. Ratios and amounts of total risk-based capital, Tier 1 risk-based capital and Tier 1 leverage at September 30, 2007, December 31, 2006, and September 30, 2006 are presented on Table L. As of such dates, BPPR, BPNA and Banco Popular, National Association were all well-capitalized.

The average tangible equity amounted to \$3.1 billion at September 30, 2007, \$3.0 billion at December 31, 2006, and \$3.0 billion at September 30, 2006. Total tangible equity was \$3.0 billion at September 30, 2007, \$2.8 billion at December 31, 2006, and \$2.9 billion at September 30, 2006.

TABLE L
Capital Adequacy Data

| (Dollars in thousands) | September 30, 2007 | December 31, 2006 | September 30, 2006 |
|-----------------------------------------|-----------------------|----------------------|-----------------------|
| Risk-based capital | | | |
| Tier I capital | \$ 3,833,675 | \$ 3,727,860 | \$ 3,738,641 |
| Supplementary (Tier II) capital | 448,673 | 441,591 | 431,443 |
| Total capital | \$ 4,282,348 | \$ 4,169,451 | \$ 4,170,084 |
| Risk-weighted assets | | | |
| Balance sheet items | \$32,849,909 | \$32,519,457 | \$31,816,193 |
| Off-balance sheet items | 2,890,083 | 2,623,264 | 2,574,095 |
| Total risk-weighted assets | \$35,739,992 | \$35,142,721 | \$34,390,288 |
| Average assets | \$46,129,283 | \$46,330,505 | \$47,445,563 |
| Ratios: | | | |
| Tier I capital (minimum required 4.00%) | 10.73% | 10.61% | 10.87% |
| Total capital (minimum required 8.00%) | 11.98% | 11.86% | 12.13% |
| Leverage ratio * | 8.31% | 8.05% | 7.88% |

* All banks are required to have a minimum Tier I leverage ratio of 3% or 4% of adjusted quarterly average assets, depending on the bank's

classification.

At September 30, 2007, the capital adequacy minimum requirement for Popular, Inc. was (in thousands): Total Capital of \$2,859,199, Tier I Capital of \$1,429,600, and Tier I Leverage of \$1,383,878 based on a 3% ratio or \$1,845,171 based on a 4% ratio according to the Bank's classification.

OFF-BALANCE SHEET SECURITIZATION ACTIVITIES

In connection with PFH's securitization transactions, the Corporation is a party to pooling and servicing agreements pursuant to each of which the Corporation transfers (on a servicing retained basis) certain of the Corporation's loans to a special purpose entity, which in turn transfers the loans to a securitization trust fund that has elected to be treated as one or more Real Estate Mortgage Investment Conduits (REMICs). The two-step transfer of loans by the Corporation to a securitization trust fund, in which the Company surrenders control over the loans, is accounted for as a sale to the extent that consideration other than beneficial interests is received in exchange. SFAS No. 140 *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* sets forth the criteria that must be met for control over transferred assets to be considered to have been surrendered. When the Corporation transfers financial assets and the transfer does not comply with any one of the SFAS No. 140 criteria, the Corporation is then prevented from derecognizing the transferred financial assets and the transaction is accounted for as a secured borrowing.

88

Table of Contents

The trusts created as part of off-balance sheet mortgage loans securitizations, conducted prior to 2001, in 2005, 2006 and 2007, are not consolidated in the Corporation's financial statements since the transactions qualified for sale accounting based on the provisions of SFAS No. 140. The investors and the securitization trusts have no recourse to the Corporation's assets or revenues. The Corporation's creditors have no recourse to any assets or revenues of the special purpose entity or the securitization trust funds. At September 30, 2007 and 2006, these trusts held approximately \$2.2 billion and \$2.6 billion, respectively, in assets in the form of mortgage loans and repossessed properties. Their liabilities in the form of debt principal due to investors approximated \$2.2 billion at September 30, 2007 and \$2.5 billion at September 30, 2006. The Corporation retained servicing responsibilities and certain subordinated interests in these securitizations in the form of interest-only securities. Their value is subject to credit, prepayment and interest rate risks on the transferred financial assets. The servicing rights and interest-only securities retained by the Corporation are recorded in the statements of condition at fair value.

CREDIT RISK MANAGEMENT AND LOAN QUALITY

Table M summarizes the movement in the allowance for loan losses and presents several loan loss statistics for the quarters and nine months ended September 30, 2007 and 2006.

TABLE M**Allowance for Loan Losses and Selected Loan Losses Statistics**

| (Dollars in thousands) | Third Quarter | | | Nine months ended September 30, | | |
|----------------------------------------|---------------|-----------|-----------|---------------------------------|-----------|-----------|
| | 2007 | 2006 | Variance | 2007 | 2006 | Variance |
| Balance at beginning of period | \$564,847 | \$483,815 | \$ 81,032 | \$522,232 | \$461,707 | \$ 60,525 |
| Provision for loan losses | 148,093 | 63,445 | 84,648 | 359,606 | 179,488 | 180,118 |
| Impact of change in reporting period * | | | | | 2,510 | (2,510) |
| | 712,940 | 547,260 | 165,680 | 881,838 | 643,705 | 238,133 |
| Losses charged to the allowance: | | | | | | |
| Commercial (including construction) | 23,615 | 12,606 | 11,009 | 62,475 | 38,031 | 24,444 |
| Lease financing | 5,670 | 6,599 | (929) | 18,278 | 18,622 | (344) |
| Mortgage | 44,755 | 15,515 | 29,240 | 88,855 | 40,898 | 47,957 |
| Consumer | 54,247 | 39,862 | 14,385 | 156,935 | 104,141 | 52,794 |
| Subtotal | 128,287 | 74,582 | 53,705 | 326,543 | 201,692 | 124,851 |
| Recoveries: | | | | | | |
| Commercial (including construction) | 6,101 | 4,048 | 2,053 | 13,070 | 12,776 | 294 |
| Lease financing | 1,503 | 3,190 | (1,687) | 6,011 | 9,263 | (3,252) |
| Mortgage | 188 | 186 | 2 | 1,039 | 612 | 427 |
| Consumer | 7,828 | 7,237 | 591 | 24,858 | 22,675 | 2,183 |
| Subtotal | 15,620 | 14,661 | 959 | 44,978 | 45,326 | (348) |
| Net loans charged-off: | | | | | | |
| Commercial | 17,514 | 8,558 | 8,956 | 49,405 | 25,255 | 24,150 |
| Lease financing | 4,167 | 3,409 | 758 | 12,267 | 9,359 | 2,908 |
| Mortgage | 44,567 | 15,329 | 29,238 | 87,816 | 40,286 | 47,530 |
| Consumer | 46,419 | 32,625 | 13,794 | 132,077 | 81,466 | 50,611 |
| Subtotal | 112,667 | 59,921 | 52,746 | 281,565 | 156,366 | 125,199 |

| | | | | | | |
|--------------------------|-----------|-----------|-----------|-----------|-----------|-----------|
| Balance at end of period | \$600,273 | \$487,339 | \$112,934 | \$600,273 | \$487,339 | \$112,934 |
|--------------------------|-----------|-----------|-----------|-----------|-----------|-----------|

Ratios:

| | | | | | | |
|----------------------------------------------------|-------|-------|--|-------|-------|--|
| Net charge-offs to average loans held-in-portfolio | 1.39% | 0.77% | | 1.17% | 0.67% | |
| Provision to net charge-offs | 1.31x | 1.06x | | 1.28x | 1.15x | |

* Represents the net effect of provision for loan losses, less net charge-offs corresponding to the impact of the change in fiscal period at certain subsidiaries (as described in the 2006 Annual Report).

Table of Contents

Also, Table N presents annualized net charge-offs to average loans by loan category for the quarters and nine-month periods ended September 30, 2007 and 2006.

TABLE N**Annualized Net Charge-offs to Average Loans Held-in-Portfolio**

| | Quarter ended September | | Nine months ended September | |
|-------------------------------------|-------------------------|-------|-----------------------------|-------|
| | 30, 2007 | 2006 | 30, 2007 | 2006 |
| Commercial (including construction) | 0.46% | 0.25% | 0.44% | 0.25% |
| Lease financing | 1.43 | 1.07 | 1.38 | 0.96 |
| Mortgage | 1.70 | 0.55 | 1.09 | 0.46 |
| Consumer | 3.32 | 2.58 | 3.29 | 2.20 |
| | 1.39% | 0.77% | 1.17% | 0.67% |

The increase in the ratio of commercial loans net charge-offs to average loans held-in-portfolio for the quarter and nine-month period was mostly associated with deterioration in the economic conditions in Puerto Rico, triggered in part by the local government's budgetary imbalance, the new sales tax implemented at the end of 2006 and higher cost of living which has impacted consumer spending and, therefore, has negatively impacted certain industries and commercial businesses. The ratio of commercial loans net charge-offs to average commercial loans held-in-portfolio in the Banco Popular de Puerto Rico reportable segment was 0.52% for the quarter ended September 30, 2007, compared to 0.28% for the third quarter of 2006. Also, an increase was experienced in the Popular North America reportable segment, whose ratio was 0.38% for the third quarter of 2007, compared with 0.20% for the same quarter in the previous year.

The increase in net charge-offs to average loans held-in-portfolio in the lease financing portfolio during the quarter and nine-month periods was the result of higher delinquencies in the Banco Popular de Puerto Rico reportable segment. This was partially offset by a decrease in net charge-offs to average loans held-in-portfolio in the lease financing portfolio of the Popular North America operations. There was a large amount of charge-offs in the U.S. leasing subsidiary during 2006 related to a particular customer lending relationship.

Mortgage loans net charge-offs as a percentage of average mortgage loans held-in-portfolio increased primarily due to the slowdown in the housing sector and higher delinquency levels experienced in the U.S. mainland, primarily in the Corporation's subprime mortgage loan portfolio. This increase also reflects the impact of the reduction in the mortgage loan portfolio at PFH. The increase in net charge-offs on mortgage loans for the quarter ended September 30, 2007, compared with the third quarter in 2006, included an increase of \$16.1 million in net charge-offs on second liens mortgages at PFH. Refer to the Overview of Mortgage Loan Exposure section in this MD&A for information on PFH's mortgage loan portfolio, including credit statistics. Deteriorating economic conditions have impacted the mortgage delinquency rates in Puerto Rico increasing the levels of non-accruing mortgage loans. However, no significant increase in losses has occurred. The mortgage loans net charge-off to average mortgage loans held-in-portfolio ratio in the Puerto Rico operations was 0.05% for the nine months ended September 30, 2007. Historically, the Corporation has experienced a low level of losses in its Puerto Rico mortgage loan portfolio.

Consumer loans net charge-offs as a percentage of average consumer loans held-in-portfolio rose primarily due to higher delinquencies in the Puerto Rico operations. This primarily reflects the impact of a slowdown in the Puerto Rico economy. The ratio of consumer loans net charge-offs to average consumer loans held-in-portfolio in the Banco Popular de Puerto Rico reportable segment was 4.07% for the quarter ended September 30, 2007, compared to 2.80% for the third quarter of 2006.

Table of Contents**NON-PERFORMING ASSETS**

A summary of non-performing assets, which includes past-due loans that are no longer accruing interest, renegotiated loans and real estate property acquired through foreclosure, is presented in Table O, along with certain credit quality metrics. For a summary of the Corporation's policy for placing loans on non-accrual status, refer to the sections of Loans and Allowance for Loan Losses included in Note 1 to the audited consolidated financial statements included in Popular, Inc.'s 2006 Annual Report.

TABLE O**Non-Performing Assets**

| | September 30, 2007 | | December 31, 2006 | | \$ Variance September 30, 2007 Vs. December 31, 2006 | | \$ Variance September 30, 2007 Vs. September 30, 2006 | |
|------------------------------------------------------|--------------------------|------------------|--------------------------|------------------|------------------------------------------------------|--------------------|-------------------------------------------------------|------------------|
| | As a percentage of loans | HIP* by category | As a percentage of loans | HIP* by category | September 30, 2007 | September 30, 2006 | As a percentage of loans | HIP* by category |
| (Dollars in thousands) | | | | | | | | |
| Commercial (including construction) | 2.1% | | 1.1% | | \$ 328,253 | \$ 156,242 | 1.1% | |
| Lease financing | 1.1 | | 1.0 | | 12,954 | 14,569 | 1.2 | |
| Mortgage | 5.9 | | 4.5 | | 614,596 | 438,684 | 4.1 | |
| Consumer | 0.9 | | 0.9 | | 52,630 | 44,666 | 0.9 | |
| Total non-performing loans | 3.1 | | 2.2 | | 1,008,433 | 654,161 | 2.1 | |
| Other real estate | | | | | 133,508 | 83,636 | | |
| Total non-performing assets | 3.47% | | 2.51% | | \$ 1,141,941 | \$ 737,797 | 2.36% | |
| Accruing loans past due 90 days or more | | | | | \$ 108,841 | \$ 92,201 | | |
| | | | | | | | | \$ 16,640 |
| Non-performing assets to total assets | 2.42% | | 1.69% | | | | 1.57% | |
| Allowance for loan losses to loans held-in-portfolio | 1.82 | | 1.63 | | | | 1.56 | |
| Allowance for loan losses to non-performing assets | 52.57 | | 65.08 | | | | 66.05 | |
| Allowance for loan losses to non-performing loans | 59.53 | | 72.78 | | | | 74.50 | |

* HIP =
held-in-portfolio

The increase in non-performing mortgage loans was mainly due to the continued deterioration in the subprime market in the U.S. mainland as well as higher delinquencies triggered by deteriorating economic conditions in Puerto Rico. Refer to the Overview of Mortgage Loan Exposure section in this MD&A for information on the Corporation's subprime mortgage loan portfolio for Puerto Rico operations (BPPR reportable segment), BPNA and PFH's mortgage loan portfolio.

The rise in non-performing commercial loans reflected principally the current economic conditions, primarily in Puerto Rico. Refer to Part II Other Information, Item 1A. Risk Factors, included in this Form 10-Q for further information on Puerto Rico's current economic condition. Also, there was an increase in non-performing commercial loans in the Corporation's U.S. operations. Non-performing loans as of September 30, 2007 included 85% secured by real estate. As indicated in the Net Interest Income section of this MD&A, during the third quarter of 2007, the Corporation classified a \$41.5 million construction loan in impaired status under FAS 114 and reversed \$1.3 million in interest income.

Other real estate owned, representing real estate property acquired through foreclosure, increased principally in the Popular North America reportable segment. This increase is directly related to higher delinquencies in the mortgage sector and a higher volume of properties being foreclosed. Furthermore, with the slowdown in the U.S. housing market, there is a continued economic deterioration in certain geographic areas, which also has a softening effect on the market for resale of repossessed real estate properties.

Accruing loans past due 90 days or more are composed primarily of credit cards, FHA / VA and other insured mortgage loans, and delinquent mortgage loans included in the Corporation's financial statements pursuant to

Table of Contents

GNMA's buy-back option program. Under SFAS No. 140, servicers of loans underlying Ginnie Mae mortgage-backed securities must report as their own assets the defaulted loans that they have the option to purchase, even when they elect not to exercise that option. Also, accruing loans past due 90 days or more include residential conventional loans purchased from other financial institutions that, although delinquent, the Corporation has received timely payment from the sellers / servicers, and, in some instances, have partial guarantees under recourse agreements.

The allowance for loan losses, which represents management's estimate of credit losses inherent in the loan portfolio, is maintained at a sufficient level to provide for these estimated loan losses based on evaluations of inherent risks in the loan portfolios. The Corporation's management evaluates the adequacy of the allowance for loan losses on a monthly basis. In this evaluation, management considers current economic conditions and the resulting impact on Popular's loan portfolio, the composition of the portfolio by loan type and risk characteristics, historical loss experience, loss volatility, results of periodic credit reviews of individual loans, regulatory requirements and loan impairment measurement, among other factors. The increase in the Corporation's allowance level as of September 30, 2007 reflects the prevailing negative economic outlook, particularly in the non-prime mortgage business, and the deterioration in Puerto Rico's economy.

The Corporation's methodology to determine its allowance for loan losses is based on SFAS No. 114, *Accounting by Creditors for Impairment of a Loan* (as amended by SFAS No. 118) and SFAS No. 5, *Accounting for Contingencies*. Under SFAS No. 114, commercial loans over a predetermined amount are identified for evaluation on an individual basis, and specific reserves are calculated based on impairment analyses. SFAS No. 5 provides for the recognition of a loss contingency for a group of homogeneous loans, which are not individually evaluated under SFAS No. 114, when it is probable that a loss has been incurred and the amount can be reasonably estimated. To determine the allowance for loan losses under SFAS No. 5, the Corporation uses historical net charge-offs and volatility experience segregated by loan type and legal entity. Refer to the 2006 Annual Report for additional information on the Corporation's methodology for assessing the adequacy of the allowance for loan losses.

Under SFAS No. 114, the Corporation considers a commercial loan to be impaired when the loan amounts to \$250,000 or more and interest and / or principal is past due 90 days or more, or, when the loan amounts to \$500,000 or more and based on current information and events, management considers that the debtor will be unable to pay all amounts due according to the contractual terms of the loan agreement.

The Corporation's recorded investment in impaired commercial loans and the related valuation allowance calculated under SFAS No. 114 at September 30, 2007, December 31, 2006 and September 30, 2006 were:

| (In millions) | September 30, 2007 | | December 31, 2006 | | September 30, 2006 | |
|---------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| | Recorded Investment | Valuation Allowance | Recorded Investment | Valuation Allowance | Recorded Investment | Valuation Allowance |
| Impaired loans: | | | | | | |
| Valuation allowance required | \$ 196.5 | \$ 56.4 | \$ 125.7 | \$ 37.0 | \$ 94.0 | \$ 25.4 |
| No valuation allowance required | 121.7 | | 82.5 | | 74.5 | |
| Total impaired loans | \$ 318.2 | \$ 56.4 | \$ 208.2 | \$ 37.0 | \$ 168.5 | \$ 25.4 |

With respect to the \$121.7 million portfolio of impaired commercial loans for which no allowance for loan losses was required at September 30, 2007, management followed SFAS 114 guidance. As prescribed by SFAS 114, when a loan is impaired, the measurement of the impairment may be based on: (1) the present value of the expected future cash flows of the impaired loan discounted at the loan's original effective interest rate; (2) the observable market price of the impaired loan; or (3) the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral. The \$121.7 million impaired commercial loans were collateral dependent loans. Management performed a detailed

analysis based on the fair value of the collateral less estimated costs to sell, which was deemed adequate to cover any losses at September 30, 2007.

Table of Contents

Average impaired loans during the third quarter of 2007 and 2006 were \$297 million and \$148 million, respectively. The Corporation recognized interest income on impaired loans of \$2.1 million and \$0.7 million for the quarters ended September 30, 2007 and September 30, 2006, respectively, and \$6.3 million and \$2.4 million for the nine months ended on those same dates, respectively.

In addition to the non-performing loans included in Table N, there were \$65 million of loans at September 30, 2007, which in management's opinion are currently subject to potential future classification as non-performing and are considered impaired under SFAS No. 114. At December 31, 2006 and September 30, 2006, these potential problem loans approximated \$103 million and \$54 million, respectively.

Under standard industry practice, closed-end consumer loans are not customarily placed on non-accrual status prior to being charged-off. Excluding the closed-end consumer loans from non-accruing at September 30, 2007, adjusted non-performing assets would have been \$1.1 billion, or 3.31% of loans held-in-portfolio and the allowance to non-performing loans ratio would have been 62.80%. At December 31, 2006, adjusted non-performing assets would have been \$754 million, or 2.36%, of loans held-in-portfolio and the allowance to non-performing loans ratio would have been 78.00%. At September 30, 2006, adjusted non-performing assets would have been \$693 million, or 2.21%, of loans held-in-portfolio and the allowance to non-performing loans would have been 79.96%.

As explained in the 2006 Annual Report, the Corporation is exposed to geographical and government risk. Popular, Inc. has partly diversified its geographical risk as a result of its growth strategy in the United States and the Caribbean. The Corporation's assets and revenue composition by geographical area and by business segment reporting are presented in Note 21 to the consolidated financial statements.

Refer to Part II - Other Information, Item 1A. Risk Factors, included in this Form 10-Q, for further information on Puerto Rico's current economic condition.

At September 30, 2007, the Corporation had \$889 million of credit facilities granted to or guaranteed by the Puerto Rico Government and its political subdivisions, of which \$50 million are uncommitted lines of credit. Of these total credit facilities granted, \$773 million in loans were outstanding at September 30, 2007. A substantial portion of the Corporation's credit exposure to the Government of Puerto Rico is either collateralized loans or obligations that have a specific source of income or revenues identified for their repayment. Some of these obligations consist of senior and subordinated loans to public corporations that obtain revenues from rates charged for services or products, such as water and electric power utilities. Public corporations have varying degrees of independence from the central Government and many receive appropriations or other payments from the central Government. The Corporation also has loans to various municipalities for which the good faith, credit and unlimited taxing power of the applicable municipality has been pledged to their repayment. These municipalities are required by law to levy special property taxes in such amounts as shall be required for the payment of all of its general obligation bonds and loans. Another portion of these loans consists of special obligations of various municipalities that are payable from the basic real and personal property taxes collected within such municipalities. The full faith and credit obligations of the municipalities have a first lien on the basic property taxes.

Furthermore, as of September 30, 2007, the Corporation had outstanding \$178 million in Obligations of Puerto Rico, States and Political Subdivisions as part of its investment portfolio. Refer to Notes 5 and 6 to the consolidated financial statements for additional information. Of that total, \$155 million is exposed to the creditworthiness of the Puerto Rico Government and its municipalities. Of that portfolio, \$55 million are in the form of Puerto Rico Commonwealth Appropriation Bonds, which are currently rated Ba1, one notch below investment grade, by Moody's and BBB-, the lowest investment grade rating, by Standard & Poor's Rating Services (S&P), another nationally-recognized credit rating agency.

Table of Contents**OVERVIEW OF MORTGAGE LOAN EXPOSURE**

The following Table P provides information on the Corporation's mortgage loan exposure (for loans held-in-portfolio, thus excludes loans held-for-sale) at September 30, 2007. Subprime mortgage loans refer to mortgage loans made to individuals with a FICO® score of 660 or below. FICO® scores are used as an indicator of the probability of default for loans.

Table P

| (In millions) | Prime loans | Subprime loans | Total |
|-----------------------------------------------------------------|-------------|----------------|-----------|
| Banco Popular de Puerto Rico | \$ 1,128 | \$ 1,197 | \$ 2,325 |
| Popular North America: | | | |
| Banco Popular North America | 534 | 1,169 | 1,703 |
| Popular Financial Holdings: | | | |
| - Owned-in-trust | 1,275 | 2,365 | 3,640 |
| - Owned - originated through wholesale channels (centralized) | 217 | 747 | 964 |
| - Owned - originated through consumer branches | 305 | 814 | 1,119 |
| Sub-total | \$ 3,459 | \$ 6,292 | \$ 9,751 |
| Other not classified as prime or subprime loans | | | 729 |
| Total | | | \$ 10,480 |

BPPR's mortgage loans held-in-portfolio that are considered subprime under the above definition approximated 51% of its total mortgage loans held-in-portfolio as of September 30, 2007 based on amounts presented on the table above. The Corporation, however, believes that the particular characteristics of this subprime portfolio limit its exposure under current market conditions. BPPR's loans are fixed-rate fully amortizing, full-documentation loans that do not have the level of layered risk associated with subprime loans offered by certain major U.S. mortgage loan originators. Deteriorating economic conditions have impacted the mortgage delinquency rates in Puerto Rico increasing the levels of non-accruing mortgage loans. However, BPPR has not to date experienced significant increases in losses. The annualized ratio of mortgage loans net charge-offs to average mortgage loans held-in-portfolio for this subprime portfolio was 0.11% for the nine months ended September 30, 2007.

BPNA's mortgage loans held-in-portfolio considered subprime under the above definition approximated 69% of its total mortgage loans held-in-portfolio as of September 30, 2007. This portfolio has principally two products either 7/1 ARMs (fixed-rate interest until end of year seven in which interest rate begins to reset annually until maturity) or fixed-rate mortgages. Deteriorating economic conditions in the U.S. mainland housing market have impacted the mortgage industry delinquency rates, however, the levels of non-accruing mortgage loans in BPNA's subprime mortgage portfolio have performed much better than the Corporation's subprime portfolio at PFH. The non-accruing loans to loans held-in-portfolio ratio for BPNA's subprime mortgage loans was 2.65% at September 30, 2007. The annualized ratio of mortgage loans net charge-offs to average mortgage loans held-in-portfolio for this subprime portfolio was 0.94% for the nine months ended September 30, 2007.

In the past, PFH originated mortgage loans through various channels including bulk acquisitions, mortgage loan brokers and its retail branch network. As part of the 2007 Restructuring Plan, PFH ceased originating loans through all channels except for loans originated directly through its consumer finance branches and the customer loan center. This has resulted in a significant reduction in total origination of mortgage loans at PFH. Table Q provides information on PFH's mortgage loans held-in-portfolio segregated between owned and owned-in-trust, prime and subprime, first and second liens, and by origination channel (centralized Vs. branches as defined in the Restructuring Plan section of this MD&A). To assist investors in analyzing the trend in PFH's mortgage loan exposure, Tables R and S include information as of June 30, 2007 and December 31, 2006, respectively.

Table of Contents**Table Q****Mortgage Loan Exposure at Popular Financial Holdings (excludes mortgage loans held for sale)****As of September 30, 2007**

| | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|--------------------------------------|------------------------|--------------------|-----------|-----------|---------------|---------------|
| (Dollars in thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| Prime mortgage loans | Owned portfolio | Centralized | | | | |
| 1st Liens | \$ 177,127 | \$ 35,485 | \$ 43,635 | \$ 38,353 | \$ 25,667 | \$ 33,987 |
| Average FICO® Score | 711 | 697 | 706 | 708 | 716 | 720 |
| Loan-to-value Average | 78.41% | 83.35% | 77.63% | 83.34% | 78.70% | 74.20% |
| % Fixed-rate | 72% | 87% | 47% | 50% | 94% | 94% |
| % ARM | 28% | 13% | 53% | 50% | 6% | 6% |
| Delinquencies % | 5.09% | 3.60% | 11.62% | 0.00% | 1.00% | 7.09% |
| Non-performing % | 3.98% | 3.58% | 10.42% | 0.00% | 1.00% | 2.87% |
| Charge-offs % Third Quarter 2007 (a) | 0.82% | 0.00% | 2.97% | 0.00% | 0.00% | 0.25% |
| Prime mortgage loans | Owned portfolio | Centralized | | | | |
| Second Liens | \$ 40,192 | \$ 1,509 | \$ 6,480 | \$ 26,550 | \$ 3,133 | \$ 2,520 |
| Average FICO® Score | 702 | 697 | 701 | 701 | 704 | 709 |
| Loan-to-value Average | 92.95% | 95.92% | 93.08% | 97.08% | 95.94% | 69.99% |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | 4.01% | 4.22% | 13.93% | 2.01% | 3.02% | 0.62% |
| Non-performing % | 2.10% | 4.22% | 8.24% | 0.92% | 0.00% | 0.00% |
| Charge-offs % Third Quarter 2007 (a) | 0.28% | 0.00% | 0.00% | 0.00% | 0.00% | 5.00% |
| Prime mortgage loans | Owned portfolio | Branches | | | | |
| 1st Liens | \$ 270,834 | \$ 69,984 | \$ 82,418 | \$ 42,461 | \$ 24,703 | \$ 51,268 |
| Average FICO® Score | 713 | 704 | 710 | 712 | 716 | 721 |
| Loan-to-value Average (c) | 75.27% | 75.80% | 75.38% | 74.04% | Not available | Not available |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | 0.17% | 0.06% | 0.08% | 0.11% | 0.54% | 0.32% |
| Non-performing % | 0.03% | 0.00% | 0.00% | 0.00% | 0.00% | 0.16% |
| Charge-offs % Third Quarter 2007 (a) | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Prime mortgage loans | Owned portfolio | Branches | | | | |
| Second Liens | \$ 33,972 | \$ 13,267 | \$ 11,779 | \$ 4,501 | \$ 1,840 | \$ 2,585 |
| Average FICO® Score | 696 | 688 | 694 | 702 | 706 | 708 |
| Loan-to-value Average (c) | 83.72% | 83.91% | 84.14% | 81.67% | Not available | Not available |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | 0.24% | 0.11% | 0.22% | 0.54% | 0.00% | 0.68% |
| Non-performing % | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Charge-offs % Third Quarter 2007 (a) | 2.19% | 0.00% | 2.32% | 7.78% | 2.97% | 0.09% |

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| | | | | | | | |
|-----------------------------------|------------------------|-----------|-----------|-----------|-----------|----------|----------|
| TOTAL Prime mortgage loans | Owned portfolio | \$522,125 | \$120,245 | \$144,312 | \$111,865 | \$55,343 | \$90,360 |
| Average FICO® Score | | 708 | 697 | 704 | 706 | 713 | 719 |
| Loan-to-value Average | | 81.05% | 80.45% | 79.55% | 86.43% | 84.82% | 73.35% |
| % Fixed-rate | | 90% | 96% | 84% | 83% | 97% | 98% |
| % ARM | | 10% | 4% | 16% | 17% | 3% | 2% |
| Delinquencies % | | 2.14% | 1.16% | 4.21% | 0.54% | 0.87% | 2.88% |
| Non-performing % | | 1.53% | 1.11% | 3.52% | 0.22% | 0.46% | 1.17% |
| Charge-offs % | Third Quarter 2007 (a) | 0.45% | 0.00% | 1.13% | 0.32% | 0.10% | 0.22% |

95

Table of Contents**Table Q (Continued)**

| of September 30, 2007 | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|------------------------------------------------------------|--------------|------------|------------|------------|------------|--------------|
| (dollars in thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| Prime mortgage loans Owned-in-Trust | | | | | | |
| Liens | \$ 1,268,586 | \$ 0 | \$ 74,972 | \$ 388,829 | \$ 420,305 | \$ 384,486 |
| Average FICO® Score | 713 | | 696 | 705 | 717 | 711 |
| Loan-to-value Average | 83.23% | | 83.44% | 84.69% | 80.59% | 84.27% |
| Fixed-rate | 84% | | 45% | 64% | 96% | 98% |
| ARM | 16% | | 55% | 36% | 4% | 2% |
| Delinquencies % | 1.58% | | 2.81% | 2.38% | 0.95% | 1.22% |
| Non-performing % | 0.75% | | 0.79% | 1.09% | 0.52% | 0.63% |
| Charge-offs % Third Quarter 2007 (a) | 0.23% | | 1.61% | 0.16% | 0.06% | 0.19% |
| Prime mortgage loans Owned-in-Trust | | | | | | |
| Second Liens | \$ 6,727 | \$ 0 | \$ 0 | \$ 104 | \$ 225 | \$ 6,392 |
| Average FICO® Score | 712 | | | 687 | 684 | 711 |
| Loan-to-value Average | 92.49% | | | 100.00% | 89.71% | 92.49% |
| Fixed-rate | 100% | | | 100% | 100% | 100% |
| ARM | 0% | | | 0% | 0% | 0% |
| Delinquencies % | 0.40% | | | 0.00% | 0.00% | 0.42% |
| Non-performing % | 0.40% | | | 0.00% | 0.00% | 0.42% |
| Charge-offs % Third Quarter 2007 (a) | 0.00% | | | 0.00% | 0.00% | 0.00% |
| TOTAL Prime mortgage loans Owned-in-Trust | \$ 1,275,313 | \$ 0 | \$ 74,972 | \$ 388,933 | \$ 420,530 | \$ 390,878 |
| Average FICO® Score | 713 | | 696 | 705 | 717 | 711 |
| Loan-to-value Average | 83.48% | | 83.44% | 84.71% | 80.62% | 84.77% |
| Fixed-rate | 84% | | 45% | 64% | 96% | 98% |
| ARM | 16% | | 55% | 36% | 4% | 2% |
| Delinquencies % | 1.57% | | 2.81% | 2.38% | 0.95% | 1.19% |
| Non-performing % | 0.75% | | 0.79% | 1.09% | 0.52% | 0.63% |
| Charge-offs % Third Quarter 2007 (a) | 0.23% | | 1.60% | 0.16% | 0.06% | 0.19% |
| Subprime mortgage loans Owned portfolio Centralized | | | | | | |
| Liens | \$ 630,869 | \$ 186,129 | \$ 152,020 | \$ 137,291 | \$ 47,589 | \$ 107,840 |
| Average FICO® Score | 565 | 565 | 567 | 566 | 563 | 564 |
| Loan-to-value Average | 83.11% | 89.63% | 81.76% | 86.29% | 85.11% | 76.88% |
| Fixed-rate | 66% | 86% | 53% | 39% | 79% | 80% |
| ARM | 34% | 14% | 47% | 61% | 21% | 20% |
| Delinquencies % | 21.64% | 6.01% | 25.51% | 26.40% | 25.56% | 35.31% |
| Non-performing % | 14.59% | 2.64% | 17.85% | 18.21% | 18.88% | 24.11% |
| Charge-offs % Third Quarter 2007 (a) | 2.50% | 0.00% | 2.59% | 4.56% | 2.41% | 2.71% |
| Subprime mortgage loans Owned portfolio Centralized | | | | | | |
| Second Liens | \$ 115,740 | \$ 4,616 | \$ 18,044 | \$ 78,174 | \$ 5,962 | \$ 8,944 |
| Average FICO® Score | 569 | 597 | 583 | 565 | 573 | 566 |
| Loan-to-value Average | 93.27% | 94.77% | 94.08% | 97.80% | 98.29% | 70.88% |
| Fixed-rate | 100% | 100% | 100% | 100% | 100% | 100% |

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| | | | | | | |
|------------------|--------|-------|--------|--------|--------|--------|
| ARM | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | 20.44% | 6.39% | 16.27% | 22.26% | 12.80% | 25.30% |
| Non-performing % | 11.53% | 6.08% | 9.62% | 12.39% | 5.90% | 14.30% |
| Charge-offs % | 45.82% | 0.00% | 27.62% | 48.72% | 63.25% | 62.60% |

Third Quarter 2007 (a)

Table of Contents**Table Q (Continued)**

| As of September 30, 2007 | | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|--------------------------------------|------------------------|-----------------|--------------|------------|------------|------------|---------------|
| (Dollars in thousands) | | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| Subprime mortgage loans | Owned portfolio | Branches | | | | | |
| First Liens | | | \$ 711,667 | \$ 234,358 | \$ 217,369 | \$ 92,064 | \$ 56,030 |
| Average FICO® Score | | | 573 | 587 | 566 | 566 | 568 |
| Loan-to-value Average (c) | | | 76.66% | 75.21% | 77.63% | 77.94% | Not available |
| % Fixed-rate | | | 100% | 100% | 100% | 100% | 100% |
| % ARM | | | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | | | 4.98% | 1.86% | 5.37% | 8.14% | 9.46% |
| Non-performing % | | | 2.61% | 0.40% | 2.82% | 4.77% | 5.93% |
| Charge-offs % Third Quarter 2007 (a) | | | 0.51% | 0.00% | 0.27% | 0.84% | 1.31% |
| Subprime mortgage loans | Owned portfolio | Branches | | | | | |
| Second Liens | | | \$ 102,029 | \$ 41,250 | \$ 35,777 | \$ 11,706 | \$ 6,535 |
| Average FICO® Score | | | 579 | 603 | 571 | 555 | 558 |
| Loan-to-value Average (c) | | | 83.58% | 83.07% | 83.86% | 84.67% | Not available |
| % Fixed-rate | | | 100% | 100% | 100% | 100% | 100% |
| % ARM | | | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | | | 6.59% | 2.18% | 8.52% | 11.50% | 13.06% |
| Non-performing % | | | 2.63% | 0.60% | 3.36% | 5.66% | 5.43% |
| Charge-offs % Third Quarter 2007 (a) | | | 9.82% | 1.36% | 7.06% | 33.53% | 19.37% |
| TOTAL Subprime mortgage loans | Owned portfolio | | \$ 1,560,305 | \$ 466,353 | \$ 423,210 | \$ 319,235 | \$ 116,116 |
| Average FICO® Score | | | 572 | 588 | 569 | 564 | 565 |
| Loan-to-value Average | | | 83.05% | 81.35% | 81.69% | 90.00% | 89.77% |
| % Fixed-rate | | | 86% | 94% | 83% | 74% | 91% |
| % ARM | | | 14% | 6% | 17% | 26% | 9% |
| Delinquencies % | | | 12.97% | 3.59% | 13.34% | 19.58% | 16.43% |
| Non-performing % | | | 8.12% | 1.37% | 8.56% | 12.45% | 11.21% |
| Charge-offs % Third Quarter 2007 (a) | | | 5.62% | 0.13% | 2.81% | 15.62% | 6.17% |
| Subprime mortgage loans | Owned-in-Trust | | | | | | |
| First Liens | | | \$ 2,349,009 | \$ 0 | \$ 361,136 | \$ 915,538 | \$ 449,400 |
| Average FICO® Score | | | 572 | | 575 | 569 | 576 |
| Loan-to-value Average | | | 83.72% | | 84.65% | 83.38% | 83.25% |
| % Fixed-rate | | | 63% | | 29% | 50% | 86% |
| % ARM | | | 37% | | 71% | 50% | 14% |
| Delinquencies % | | | 21.76% | | 17.62% | 24.82% | 17.18% |
| Non-performing % | | | 13.44% | | 10.90% | 15.34% | 10.07% |
| Charge-offs % Third Quarter 2007 (a) | | | 2.68% | | 2.38% | 3.04% | 2.13% |
| Subprime mortgage loans | Owned-in-Trust | | | | | | |
| Second Liens | | | \$ 16,321 | \$ 0 | \$ 55 | \$ 609 | \$ 526 |
| Average FICO® Score | | | 568 | | 609 | 594 | 560 |

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| | | | | | | |
|------------------|------------------------|--------|---------|--------|--------|--------|
| Loan-to-value | Average | 94.60% | 100.00% | 98.73% | 95.91% | 94.44% |
| % Fixed-rate | | 100% | 100% | 100% | 100% | 100% |
| % ARM | | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | | 30.24% | 0.00% | 5.89% | 33.78% | 31.20% |
| Non-performing % | | 21.70% | 0.00% | 0.00% | 33.78% | 22.24% |
| Charge-offs % | Third Quarter 2007 (a) | 10.48% | 0.00% | 36.21% | 0.00% | 9.79% |

97

Table of Contents**Table Q (Continued)**

| As of September 30, 2007 | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|----------------------------------------------------------|--------------|------------|--------------|--------------|--------------|--------------|
| (Dollars in thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| TOTAL Subprime mortgage loans Owned-in-Trust | \$ 2,365,330 | \$ 0 | \$ 361,191 | \$ 916,147 | \$ 449,926 | \$ 638,000 |
| Average FICO® Score | 572 | | 575 | 569 | 576 | 572 |
| Loan-to-value Average | 84.09% | | 84.66% | 83.42% | 83.31% | 84.1% |
| Fixed-rate | 63% | | 29% | 50% | 86% | 8% |
| ARM | 37% | | 71% | 50% | 14% | 92% |
| Delinquencies % | 21.82% | | 17.62% | 24.81% | 17.20% | 23.1% |
| Non-performing % | 13.50% | | 10.90% | 15.33% | 10.10% | 14.1% |
| Charge-offs % Third Quarter 2007 (a) | 2.74% | | 2.38% | 3.07% | 2.12% | 2.3% |
| Loans without FICO scores | \$ 4,064 | \$ 3,441 | \$ 232 | \$ 0 | \$ 0 | \$ 391 |
| TOTAL PFH Mortgage Loans (b) | \$ 5,727,137 | \$ 590,039 | \$ 1,003,917 | \$ 1,736,180 | \$ 1,041,915 | \$ 1,355,000 |
| Average FICO® Score | 612 | 611 | 600 | 604 | 629 | 612 |
| Loan-to-value Average | 83.27% | 81.13% | 82.04% | 85.95% | 82.86% | 82.3% |
| Fixed-rate | 76% | 95% | 61% | 60% | 91% | 9% |
| ARM | 24% | 5% | 39% | 40% | 9% | 91% |
| Delinquencies % | 13.09% | 3.07% | 12.79% | 17.26% | 9.69% | 14.4% |
| Non-performing % | 7.94% | 1.31% | 8.11% | 10.64% | 5.84% | 9.3% |
| Charge-offs % Third Quarter 2007 | 2.73% | 0.10% | 2.32% | 4.59% | 1.66% | 2.3% |
| Deferred fees, origination costs, net premiums and other | 115,686 | | | | | |
| Total Mortgage Loans HIP | \$ 5,842,823 | | | | | |

(a) The average balances used to calculate these net charge-offs to average loans ratios were calculated using the ending balances as of June 30, 2007 and September 30, 2007 for these business areas.

(b) Includes loans without FICO® scores.

(c)

Average LTV for total vintages in "owned portfolio-branches" considers only the vintages for which the average LTV is available.

Table of Contents**Table R****Mortgage Loan Exposure at Popular Financial Holdings (excludes mortgage loans held for sale)**

As of June 30, 2007

| | Total | Vintage | Vintage | Vintage | Vintage | Vintage | |
|---------------------------------------|------------------------|--------------------|-----------|-----------|-----------|---------------|---------------|
| (In thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior | |
| Prime mortgage loans | Owned portfolio | Centralized | | | | | |
| 1st Liens | | \$ 186,663 | \$ 24,702 | \$ 50,623 | \$ 44,957 | \$ 28,358 | \$ 38,023 |
| Average FICO® Score | | 711 | 698 | 703 | 708 | 713 | 720 |
| Loan-to-value Average | | 77.08% | 76.68% | 78.29% | 82.45% | 78.60% | 72.90% |
| % Fixed-rate | | 67% | 77% | 40% | 50% | 92% | 95% |
| % ARM | | 33% | 23% | 60% | 50% | 8% | 5% |
| Delinquencies % | | 4.03% | 0.70% | 10.50% | 0.21% | 1.35% | 4.08% |
| Non-performing % | | 3.26% | 0.00% | 9.98% | 0.00% | 0.91% | 2.04% |
| Charge-offs % Second Quarter 2007 (a) | | 0.04% | 0.00% | 0.00% | 0.00% | 0.00% | 0.17% |
| Prime mortgage loans | Owned portfolio | Centralized | | | | | |
| Second Liens | | \$ 45,018 | \$ 1,366 | \$ 6,538 | \$ 31,748 | \$ 3,155 | \$ 2,211 |
| Average FICO® Score | | 702 | 697 | 698 | 702 | 707 | 709 |
| Loan-to-value Average | | 93.72% | 92.76% | 92.88% | 97.15% | 96.61% | 72.30% |
| % Fixed-rate | | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | | 3.97% | 0.00% | 15.59% | 2.28% | 0.00% | 1.82% |
| Non-performing % | | 1.81% | 0.00% | 10.16% | 0.39% | 0.00% | 1.30% |
| Charge-offs % Second Quarter 2007 (a) | | 0.81% | 0.00% | 0.00% | 0.90% | 2.04% | 0.00% |
| Prime mortgage loans | Owned portfolio | Branches | | | | | |
| 1st Liens | | \$ 251,993 | \$ 39,883 | \$ 86,279 | \$ 44,515 | \$ 26,818 | \$ 54,498 |
| Average FICO® Score | | 713 | 698 | 710 | 711 | 716 | 721 |
| Loan-to-value Average (c) | | 74.63% | 74.26% | 75.21% | 73.62% | Not available | Not available |
| % Fixed-rate | | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | | 0.24% | 0.23% | 0.00% | 0.18% | 1.04% | 0.27% |
| Non-performing % | | 0.02% | 0.00% | 0.00% | 0.08% | 0.00% | 0.03% |
| Charge-offs % Second Quarter 2007 (a) | | 0.20% | 0.00% | 0.00% | 0.00% | 0.00% | 0.85% |
| Prime mortgage loans | Owned portfolio | Branches | | | | | |
| Second Liens | | \$ 34,143 | \$ 9,560 | \$ 14,785 | \$ 5,201 | \$ 2,053 | \$ 2,544 |
| Average FICO® Score | | 696 | 690 | 693 | 700 | 704 | 709 |
| Loan-to-value Average (c) | | 84.31% | 84.60% | 84.56% | 82.86% | Not available | Not available |
| % Fixed-rate | | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | | 0.41% | 0.16% | 0.15% | 0.96% | 1.51% | 0.93% |
| Non-performing % | | 0.03% | 0.00% | 0.00% | 0.00% | 0.00% | 0.46% |
| Charge-offs % Second Quarter 2007 (a) | | 0.04% | 0.00% | 0.00% | 0.00% | 0.00% | 0.48% |

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| TOTAL | Prime mortgage loans | Owned portfolio | \$517,817 | \$75,511 | \$158,225 | \$126,421 | \$60,384 | \$97,276 |
|-----------------------|-----------------------------|------------------------|-----------|----------|-----------|-----------|----------|----------|
| Average FICO® Score | | | 707 | 694 | 702 | 705 | 712 | 719 |
| Loan-to-value Average | | | 81.24% | 79.43% | 79.92% | 86.88% | 84.74% | 72.79% |
| % Fixed-rate | | | 88% | 93% | 81% | 82% | 96% | 98% |
| % ARM | | | 12% | 7% | 19% | 18% | 4% | 2% |
| Delinquencies % | | | 1.94% | 0.37% | 4.02% | 0.75% | 1.14% | 1.81% |
| Non-performing % | | | 1.34% | 0.00% | 3.61% | 0.13% | 0.43% | 0.86% |
| Charge-offs % | Second Quarter 2007 (a) | | 0.19% | 0.00% | 0.00% | 0.23% | 0.10% | 0.56% |

99

Table of Contents**Table R (Continued)**

| of June 30, 2007 | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|---------------------------------------------------------|--------------|-----------|------------|------------|------------|--------------|
| (dollars in thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| Prime mortgage loans Owned-in-Trust | | | | | | |
| 1st Liens | \$ 1,348,823 | \$ 0 | \$ 84,719 | \$ 427,445 | \$ 439,743 | \$ 396,916 |
| Average FICO® Score | 712 | | 693 | 705 | 716 | 717 |
| Loan-to-value Average | 83.12% | | 83.42% | 84.92% | 80.54% | 83.84% |
| Fixed-rate | 81% | | 42% | 59% | 95% | 97% |
| ARM | 19% | | 58% | 41% | 5% | 3% |
| Delinquencies % | 1.19% | | 2.25% | 1.55% | 0.72% | 1.09% |
| Non-performing % | 0.68% | | 1.44% | 0.84% | 0.31% | 0.77% |
| Charge-offs % Second Quarter 2007 (a) | 0.09% | | 0.00% | 0.01% | 0.08% | 0.22% |
| Prime mortgage loans Owned-in-Trust | | | | | | |
| 2nd Liens | \$ 7,140 | \$ 0 | \$ 55 | \$ 101 | \$ 386 | \$ 6,598 |
| Average FICO® Score | 710 | | 684 | 671 | 704 | 710 |
| Loan-to-value Average | 92.17% | | 100.00% | 100.00% | 93.42% | 92.01% |
| Fixed-rate | 100% | | 0% | 100% | 100% | 100% |
| ARM | 0% | | 100% | 0% | 0% | 0% |
| Delinquencies % | 0.60% | | 0.00% | 0.00% | 0.00% | 0.65% |
| Non-performing % | 0.60% | | 0.00% | 0.00% | 0.00% | 0.65% |
| Charge-offs % Second Quarter 2007 (a) | 0.00% | | 0.00% | 0.00% | 0.00% | 0.00% |
| TOTAL Prime mortgage loans Owned-in-Trust | \$ 1,355,963 | \$ 0 | \$ 84,774 | \$ 427,546 | \$ 440,129 | \$ 403,514 |
| Average FICO® Score | 712 | | 693 | 705 | 716 | 716 |
| Loan-to-value Average | 83.36% | | 83.46% | 84.93% | 80.59% | 84.35% |
| Fixed-rate | 81% | | 42% | 59% | 95% | 98% |
| ARM | 19% | | 58% | 41% | 5% | 2% |
| Delinquencies % | 1.19% | | 2.25% | 1.55% | 0.72% | 1.09% |
| Non-performing % | 0.68% | | 1.44% | 0.84% | 0.31% | 0.76% |
| Charge-offs % Second Quarter 2007 (a) | 0.09% | | 0.00% | 0.01% | 0.08% | 0.22% |
| Prime mortgage loans Owned portfolio Centralized | | | | | | |
| 1st Liens | \$ 601,363 | \$ 90,879 | \$ 168,742 | \$ 160,375 | \$ 57,753 | \$ 123,614 |
| Average FICO® Score | 566 | 576 | 572 | 565 | 563 | 561 |
| Loan-to-value Average | 82.18% | 83.95% | 81.03% | 85.77% | 84.49% | 79.63% |
| Fixed-rate | 58% | 76% | 48% | 33% | 73% | 81% |
| ARM | 42% | 24% | 52% | 67% | 27% | 19% |
| Delinquencies % | 22.02% | 2.80% | 22.21% | 24.46% | 25.21% | 31.23% |
| Non-performing % | 14.65% | 1.11% | 13.78% | 15.59% | 18.25% | 22.88% |
| Charge-offs % Second Quarter 2007 (a) | 2.03% | 0.00% | 1.58% | 2.34% | 3.33% | 2.51% |
| Prime mortgage loans Owned portfolio Centralized | | | | | | |
| 2nd Liens | \$ 135,084 | \$ 4,418 | \$ 18,681 | \$ 92,613 | \$ 7,630 | \$ 11,742 |
| Average FICO® Score | 567 | 608 | 592 | 563 | 569 | 558 |
| Loan-to-value Average | 92.97% | 94.65% | 93.96% | 97.89% | 97.67% | 70.00% |
| Fixed-rate | 100% | 100% | 100% | 100% | 100% | 99% |

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| | | | | | | |
|-------------------------|--------|-------|--------|--------|--------|-------|
| ARM | 0% | 0% | 0% | 0% | 0% | 1 |
| Delinquencies % | 22.25% | 5.78% | 12.46% | 23.40% | 22.81% | 34.55 |
| Non-performing % | 15.36% | 0.48% | 7.77% | 16.21% | 18.85% | 24.08 |
| Charge-offs % | 9.07% | 0.00% | 1.06% | 10.74% | 5.88% | 14.17 |
| Second Quarter 2007 (a) | | | | | | 100 |

Table of Contents**Table R (Continued)**

| As of June 30, 2007 | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|---------------------------------------|------------------------|-----------------|------------|--------------|---------------|---------------|
| (Dollars in thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| Subprime mortgage loans | Owned portfolio | Branches | | | | |
| 1st Liens | \$ 673,028 | \$ 154,096 | \$ 240,121 | \$ 99,148 | \$ 60,676 | \$ 118,987 |
| Average FICO® Score | 573 | 588 | 571 | 565 | 568 | 569 |
| Loan-to-value Average (c) | 76.57% | 75.51% | 76.82% | 77.78% | Not available | Not available |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | 4.41% | 1.00% | 4.02% | 6.14% | 8.87% | 5.88% |
| Non-performing % | 2.63% | 0.00% | 2.39% | 4.02% | 5.90% | 3.73% |
| Charge-offs % Second Quarter 2007 (a) | 0.39% | 0.00% | 0.12% | 0.73% | 0.61% | 0.94% |
| Subprime mortgage loans | Owned portfolio | Branches | | | | |
| Second Liens | \$ 98,965 | \$ 28,883 | \$ 40,098 | \$ 14,215 | \$ 7,777 | \$ 7,992 |
| Average FICO® Score | 579 | 609 | 578 | 557 | 558 | 563 |
| Loan-to-value Average (c) | 83.44% | 82.75% | 83.50% | 84.99% | Not available | Not available |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | 100% |
| % ARM | 0% | 0% | 0% | 0% | 0% | 0% |
| Delinquencies % | 6.98% | 0.79% | 6.20% | 15.67% | 14.50% | 10.52% |
| Non-performing % | 3.87% | 0.31% | 3.35% | 9.58% | 7.18% | 5.97% |
| Charge-offs % Second Quarter 2007 (a) | 2.27% | 0.00% | 1.33% | 3.89% | 6.54% | 6.24% |
| TOTAL Subprime mortgage loans | Owned portfolio | | | | | |
| | \$ 1,508,440 | \$ 278,276 | \$ 467,642 | \$ 366,351 | \$ 133,836 | \$ 262,335 |
| Average FICO® Score | 572 | 595 | 575 | 563 | 564 | 565 |
| Loan-to-value Average | 83.15% | 80.09% | 81.01% | 90.25% | 89.28% | 77.21% |
| % Fixed-rate | 83% | 92% | 81% | 71% | 88% | 91% |
| % ARM | 17% | 8% | 19% | 29% | 12% | 9% |
| Delinquencies % | 13.20% | 1.64% | 11.11% | 18.89% | 17.04% | 19.25% |
| Non-performing % | 8.64% | 0.40% | 6.80% | 12.38% | 12.04% | 13.73% |
| Charge-offs % Second Quarter 2007 (a) | 2.00% | 0.00% | 0.80% | 4.04% | 2.43% | 2.46% |
| Subprime mortgage loans | Owned-in-Trust | | | | | |
| 1st Liens | \$ 2,572,809 | \$ 0 | \$ 382,924 | \$ 1,015,981 | \$ 489,560 | \$ 684,344 |
| Average FICO® Score | 572 | | 579 | 570 | 575 | 569 |
| Loan-to-value Average | 83.83% | | 84.41% | 83.25% | 84.28% | 83.91% |
| % Fixed-rate | 61% | | 29% | 47% | 84% | 83% |
| % ARM | 39% | | 71% | 53% | 16% | 17% |
| Delinquencies % | 17.49% | | 12.54% | 18.60% | 14.51% | 20.75% |
| Non-performing % | 11.01% | | 7.74% | 11.51% | 9.29% | 13.34% |

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| | | | | | |
|------------------------------------------|-----------------------|-------|-------|--------|--------|
| Charge-offs % Second Quarter 2007 (a) | 1.66% | 0.84% | 1.88% | 1.18% | 2.13% |
| Subprime mortgage loans | Owned-in-Trust | | | | |
| Second Liens | \$ 18,257 | \$ 0 | \$ 0 | \$ 713 | \$ 546 |
| Average FICO® Score | 568 | | | 588 | 571 |
| Loan-to-value Average | 94.67% | | | 97.98% | 96.17% |
| % Fixed-rate | 100% | | | 100% | 100% |
| % ARM | 0% | | | 0% | 0% |
| Delinquencies % | 28.58% | | | 8.40% | 32.53% |
| Non-performing % | 21.09% | | | 8.40% | 24.19% |
| Charge-offs % Second Quarter 2007 (a) | 12.56% | | | 0.00% | 2.95% |
| | | | | | 13.45% |
| | | | | | 101 |

Table of Contents**Table R (Continued)**

| June 30, 2007 | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|-----------------------------------------------------------|---------------------|------------|--------------|--------------|--------------|--------------|
| (in thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 |
| Subprime mortgage loans Owned-in-Trust | \$ 2,591,066 | \$ 0 | \$ 382,924 | \$ 1,016,694 | \$ 490,106 | \$ 70,000 |
| FICO® Score | 572 | | 579 | 570 | 575 | |
| Value Average | 84.20% | | 84.41% | 83.29% | 84.33% | |
| Rate | 61% | | 29% | 47% | 84% | |
| Delinquencies % | 39% | | 71% | 53% | 16% | |
| Charge-offs % | 17.57% | | 12.54% | 18.59% | 14.53% | |
| Charge-offs % | 11.08% | | 7.74% | 11.51% | 9.31% | |
| Charge-offs % Second Quarter 2007 (a) | 1.74% | | 0.84% | 1.88% | 1.19% | |
| without FICO scores | \$ 26,124 | \$ 20,679 | \$ 3,701 | \$ 239 | \$ 51 | \$ |
| PFH Mortgage Loans (b) | \$ 5,999,410 | \$ 374,466 | \$ 1,097,266 | \$ 1,937,251 | \$ 1,124,506 | \$ 1,460,000 |
| FICO® Score | 611 | 616 | 603 | 604 | 626 | |
| Value Average | 83.37% | 79.90% | 81.67% | 86.09% | 83.40% | |
| Rate | 74% | 92% | 60% | 57% | 89% | |
| Delinquencies % | 26% | 8% | 40% | 43% | 11% | |
| Charge-offs % | 11.35% | 1.30% | 9.88% | 13.72% | 8.70% | |
| Charge-offs % | 7.15% | 0.30% | 6.23% | 8.58% | 5.63% | |
| Charge-offs % Second Quarter 2007 | 1.29% | 0.00% | 0.63% | 1.78% | 0.87% | |
| Net fees, origination costs, net premiums and other items | 48,457 | | | | | |
| Total Mortgage Loans HIP | \$ 6,047,867 | | | | | |

(a) The average balances used to calculate these net charge-offs to average loans ratios were calculated using the ending balances as of March 31, 2007 and June 30, 2007 for these business areas.

(b) Includes loans without FICO® scores.

(c) Average LTV for total vintages in

"owned
portfolio-branches"
considers only the
vintages for which
the average LTV is
available.

Table of Contents**Table S****Mortgage Loan Exposure at Popular Financial Holdings (excludes mortgage loans held for sale)**

As of December 31, 2006

| | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|---------------------------------------|------------------------|--------------------|-----------|---------------|---------------|--------------|
| (In thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| Prime mortgage loans | Owned portfolio | Centralized | | | | |
| 1st Liens | \$231,252 | \$ 82,515 | \$ 63,263 | \$37,770 | \$ 47,704 | |
| Average FICO® Score | 709 | 698 | 703 | 710 | 719 | |
| Loan-to-value Average | 77.56% | 79.62% | 83.67% | 78.91% | 71.83% | |
| % Fixed-rate | 59% | 43% | 42% | 78% | 95% | |
| % ARM | 41% | 57% | 58% | 22% | 5% | |
| Delinquencies % | 1.32% | 0.86% | 0.68% | 0.95% | 3.26% | |
| Non-performing % | 0.47% | 0.00% | 0.11% | 0.63% | 1.66% | |
| Charge-offs % Fourth Quarter 2007 (a) | 0.35% | 0.00% | 0.48% | 0.18% | 0.74% | |
| Prime mortgage loans | Owned portfolio | Centralized | | | | |
| Second Liens | \$ 51,469 | \$ 5,479 | \$ 39,271 | \$ 4,173 | \$ 2,546 | |
| Average FICO® Score | 700 | 695 | 699 | 703 | 708 | |
| Loan-to-value Average | 93.28% | 92.12% | 97.30% | 94.25% | 68.44% | |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | |
| % ARM | 0% | 0% | 0% | 0% | 0% | |
| Delinquencies % | 1.56% | 1.75% | 1.31% | 0.00% | 7.65% | |
| Non-performing % | 0.82% | 0.00% | 0.73% | 0.00% | 5.25% | |
| Charge-offs % Fourth Quarter 2007 (a) | 0.76% | 0.00% | 0.63% | 0.00% | 5.37% | |
| Prime mortgage loans | Owned portfolio | Branches | | | | |
| 1st Liens | \$244,702 | \$ 98,259 | \$ 51,908 | \$32,008 | \$ 62,527 | |
| Average FICO® Score | 714 | 709 | 709 | 714 | 721 | |
| Loan-to-value Average (c) | 74.26% | 74.71% | 73.18% | Not available | Not available | |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | |
| % ARM | 0% | 0% | 0% | 0% | 0% | |
| Delinquencies % | 0.25% | 0.21% | 0.62% | 0.00% | 0.15% | |
| Non-performing % | 0.14% | 0.21% | 0.10% | 0.00% | 0.12% | |
| Charge-offs % Fourth Quarter 2007 (a) | 0.22% | 0.06% | 0.22% | 0.51% | 0.27% | |
| Prime mortgage loans | Owned portfolio | Branches | | | | |
| Second Liens | \$ 31,648 | \$ 19,021 | \$ 6,567 | \$ 2,969 | \$ 3,091 | |
| Average FICO® Score | 697 | 691 | 699 | 703 | 707 | |
| Loan-to-value Average (c) | 83.79% | 84.14% | 82.64% | Not available | Not available | |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | |
| % ARM | 0% | 0% | 0% | 0% | 0% | |
| Delinquencies % | 0.34% | 0.08% | 0.26% | 0.31% | 2.19% | |
| Non-performing % | 0.15% | 0.00% | 0.26% | 0.31% | 0.71% | |
| Charge-offs % Fourth Quarter 2007 (a) | 0.90% | 0.00% | 0.38% | 4.82% | 2.47% | |

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| | | | | | | |
|-----------------------------------|-------------------------|-----------|-----------|-----------|----------|-----------|
| TOTAL Prime mortgage loans | Owned portfolio | \$559,071 | \$205,274 | \$161,009 | \$76,920 | \$115,868 |
| Average FICO® Score | | 707 | 700 | 703 | 710 | 718 |
| Loan-to-value Average | | 81.36% | 79.74% | 86.99% | 84.16% | 71.24% |
| % Fixed-rate | | 83% | 77% | 77% | 89% | 98% |
| % ARM | | 17% | 23% | 23% | 11% | 2% |
| Delinquencies % | | 0.82% | 0.50% | 0.80% | 0.48% | 1.65% |
| Non-performing % | | 0.34% | 0.10% | 0.26% | 0.32% | 0.88% |
| Charge-offs % | Fourth Quarter 2007 (a) | 0.36% | 0.03% | 0.43% | 0.51% | 0.63% |
| | | | | | | 103 |

Table of Contents**Table S (Continued)**

| As of December 31, 2006 | Total | Vintage | Vintage | Vintage | Vintage | Vintage |
|------------------------------------------------------------|--------------|------------|------------|------------|------------|--------------|
| (Dollars in thousands) | Vintages | 2007 | 2006 | 2005 | 2004 | 2003 & prior |
| Prime mortgage loans Owned-in-Trust | | | | | | |
| 1st Liens | \$ 1,573,576 | \$ 96,449 | \$ 533,787 | \$ 498,320 | \$ 445,020 | |
| Average FICO® Score | 711 | 692 | 704 | 715 | 716 | |
| Loan-to-value Average | 83.26% | 83.33% | 84.88% | 80.64% | 84.08% | |
| % Fixed-rate | 78% | 42% | 56% | 92% | 96% | |
| % ARM | 22% | 58% | 44% | 8% | 4% | |
| Delinquencies % | 0.82% | 1.35% | 0.93% | 0.43% | 0.99% | |
| Non-performing % | 0.39% | 0.78% | 0.26% | 0.25% | 0.62% | |
| Charge-offs % Fourth Quarter 2007 (a) | 0.34% | 0.00% | 0.39% | 0.19% | 0.49% | |
| Prime mortgage loans Owned-in-Trust | | | | | | |
| Second Liens | \$ 8,897 | \$ 55 | \$ 350 | \$ 527 | \$ 7,965 | |
| Average FICO® Score | 709 | 691 | 687 | 695 | 710 | |
| Loan-to-value Average | 93.21% | 100.00% | 99.22% | 94.81% | 92.92% | |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | |
| % ARM | 0% | 0% | 0% | 0% | 0% | |
| Delinquencies % | 1.83% | 0.00% | 0.00% | 0.00% | 2.04% | |
| Non-performing % | 1.25% | 0.00% | 0.00% | 0.00% | 1.40% | |
| Charge-offs % Fourth Quarter 2007 (a) | 3.73% | 0.00% | 0.00% | 0.00% | 4.10% | |
| TOTAL Prime mortgage loans Owned-in-Trust | \$ 1,582,473 | \$ 96,504 | \$ 534,137 | \$ 498,847 | \$ 452,985 | |
| Average FICO® Score | 711 | 692 | 704 | 715 | 715 | |
| Loan-to-value Average | 83.53% | 83.36% | 84.92% | 80.70% | 84.65% | |
| % Fixed-rate | 78% | 42% | 56% | 92% | 96% | |
| % ARM | 22% | 58% | 44% | 8% | 4% | |
| Delinquencies % | 0.82% | 1.35% | 0.93% | 0.43% | 1.01% | |
| Non-performing % | 0.40% | 0.78% | 0.26% | 0.25% | 0.63% | |
| Charge-offs % Fourth Quarter 2007 (a) | 0.36% | 0.00% | 0.39% | 0.19% | 0.56% | |
| Subprime mortgage loans Owned portfolio Centralized | | | | | | |
| 1st Liens | \$ 745,075 | \$ 352,849 | \$ 187,794 | \$ 65,819 | \$ 138,613 | |
| Average FICO® Score | 574 | 586 | 570 | 565 | 564 | |
| Loan-to-value Average | 81.56% | 82.44% | 85.48% | 84.73% | 77.11% | |
| % Fixed-rate | 51% | 45% | 33% | 72% | 84% | |
| % ARM | 49% | 55% | 67% | 28% | 16% | |
| Delinquencies % | 15.57% | 4.44% | 19.26% | 26.20% | 33.84% | |
| Non-performing % | 9.87% | 1.97% | 12.21% | 16.43% | 23.72% | |
| Charge-offs % Fourth Quarter 2007 (a) | 2.25% | 0.04% | 2.32% | 2.23% | 6.01% | |
| Subprime mortgage loans Owned portfolio Centralized | | | | | | |
| Second Liens | \$ 145,792 | \$ 18,506 | \$ 103,162 | \$ 8,664 | \$ 15,460 | |
| Average FICO® Score | 574 | 600 | 573 | 575 | 561 | |
| Loan-to-value Average | 92.28% | 93.64% | 97.83% | 97.28% | 70.64% | |
| % Fixed-rate | 100% | 100% | 100% | 100% | 99% | |

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| | | | | | |
|---------------------------------------|--------|-------|--------|--------|--------|
| % ARM | 0% | 0% | 0% | 0% | 1% |
| Delinquencies % | 18.91% | 4.04% | 18.42% | 23.25% | 37.59% |
| Non-performing % | 12.17% | 2.63% | 10.96% | 17.22% | 28.85% |
| Charge-offs % Fourth Quarter 2007 (a) | 1.41% | 0.08% | 1.00% | 1.24% | 5.65% |

104

Table of Contents**Table S (Continued)**

| As of December 31, 2006 (Dollars in thousands) | Total Vintage | Vintage 2007 | Vintage 2006 | Vintage 2005 | Vintage 2004 | Vintage 2003 & prior |
|---------------------------------------------------------|------------------|-----------------|-----------------|-----------------|-----------------|----------------------------|
| Subprime mortgage loans Owned portfolio Branches | | | | | | |
| 1st Liens | \$ 629,856 | \$ 285,784 | \$ 128,571 | \$ 75,758 | \$ 139,743 | |
| Average FICO® Score | 571 | 573 | 569 | 570 | 570 | |
| Loan-to-value Average (c) | 76.30% | 75.92% | 77.42% | Not available | Not available | |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | |
| % ARM | 0% | 0% | 0% | 0% | 0% | |
| Delinquencies % | 5.41% | 2.92% | 7.18% | 10.57% | 6.08% | |
| Non-performing % | 2.73% | 0.81% | 3.98% | 6.55% | 3.42% | |
| Charge-offs % Fourth Quarter 2007 (a) | 0.36% | 0.00% | 0.38% | 0.74% | 0.79% | |
| Subprime mortgage loans Owned portfolio Branches | | | | | | |
| Second Liens | \$ 94,385 | \$ 54,294 | \$ 19,985 | \$ 9,950 | \$ 10,156 | |
| Average FICO® Score | 575 | 584 | 566 | 564 | 565 | |
| Loan-to-value Average (c) | 83.35% | 82.96% | 84.70% | Not available | Not available | |
| % Fixed-rate | 100% | 100% | 100% | 100% | 100% | |
| % ARM | 0% | 0% | 0% | 0% | 0% | |
| Delinquencies % | 7.57% | 3.64% | 12.43% | 14.11% | 12.62% | |
| Non-performing % | 3.41% | 1.06% | 6.14% | 7.23% | 6.85% | |
| Charge-offs % Fourth Quarter 2007 (a) | 1.65% | -0.03% | 2.56% | 2.72% | 6.72% | |
| TOTAL Subprime mortgage loans Owned portfolio | | | | | | |
| | \$ 1,615,108 | \$ 711,433 | \$ 439,512 | \$ 160,191 | \$ 303,972 | |
| Average FICO® Score | 573 | 581 | 570 | 568 | 567 | |
| Loan-to-value Average | 83.11% | 80.84% | 89.48% | 89.25% | 75.26% | |
| % Fixed-rate | 78% | 72% | 71% | 88% | 93% | |
| % ARM | 22% | 28% | 29% | 12% | 7% | |
| Delinquencies % | 11.44% | 3.76% | 15.22% | 17.90% | 20.56% | |
| Non-performing % | 6.92% | 1.45% | 9.23% | 11.23% | 14.08% | |
| Charge-offs % Fourth Quarter 2007 (a) | 1.35% | 0.02% | 1.46% | 1.51% | 3.52% | |
| Subprime mortgage loans Owned-in-Trust | | | | | | |
| 1st Liens | \$ 2,937,806 | \$ 429,266 | \$ 1,139,317 | \$ 566,281 | \$ 802,942 | |
| Average FICO® Score | 577 | 589 | 578 | 580 | 571 | |
| Loan-to-value Average | 83.46% | 83.99% | 83.03% | 83.30% | 83.73% | |
| % Fixed-rate | 59% | 28% | 45% | 81% | 80% | |
| % ARM | 41% | 72% | 55% | 19% | 20% | |
| Delinquencies % | 16.22% | 5.58% | 16.57% | 14.41% | 22.68% | |
| Non-performing % | 9.09% | 2.13% | 8.76% | 7.95% | 14.07% | |

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| | | | | | | |
|--------------------------------|-------------------------|-----------|-------|--------|--------|-----------|
| Charge-offs % | Fourth Quarter 2007 (a) | 1.31% | 0.00% | 0.65% | 1.53% | 2.61% |
| Subprime mortgage loans | | | | | | |
| Owned-in-Trust | | | | | | |
| Second Liens | | | | | | |
| | | \$ 23,209 | \$ 0 | \$ 630 | \$ 686 | \$ 21,893 |
| Average FICO® | Score | 571 | | 574 | 581 | 570 |
| Loan-to-value | Average | 94.46% | | 93.72% | 91.27% | 94.55% |
| % Fixed-rate | | 100% | | 100% | 100% | 100% |
| % ARM | | 0% | | 0% | 0% | 0% |
| Delinquencies % | | 30.57% | | 20.30% | 19.69% | 31.20% |
| Non-performing % | | 23.27% | | 20.30% | 19.69% | 23.47% |
| Charge-offs % | Fourth Quarter 2007 (a) | 4.29% | | 0.00% | 0.00% | 4.55% |

105

Table of Contents**Table S (Continued)**

| As of December 31, 2006 (Dollars in thousands) | Total Vintages | Vintage 2007 | Vintage 2006 | Vintage 2005 | Vintage 2004 | Vintage 2003 & prior |
|----------------------------------------------------------------|-------------------|-----------------|-----------------|-----------------|-----------------|----------------------------|
| TOTAL Subprime mortgage loans | | | | | | |
| Owned-in-Trust | \$ 2,961,015 | \$ 429,266 | \$ 1,139,947 | \$ 566,967 | \$ 824,835 | |
| Average FICO® Score | 577 | 589 | 578 | 580 | 571 | |
| Loan-to-value Average | 83.87% | 83.99% | 83.06% | 83.33% | 84.71% | |
| % Fixed-rate | 59% | 28% | 45% | 81% | 81% | |
| % ARM | 41% | 72% | 55% | 19% | 19% | |
| Delinquencies % | 16.33% | 5.58% | 16.57% | 14.41% | 22.90% | |
| Non-performing % | 9.20% | 2.13% | 8.77% | 7.97% | 14.32% | |
| Charge-offs % Fourth Quarter 2007 (a) | 1.33% | 0.00% | 0.65% | 1.53% | 2.66% | |
| Loans without FICO scores | \$ 16,955 | \$ 13,785 | \$ 1,042 | \$ 66 | \$ 2,062 | |
| TOTAL PFH Mortgage Loans (b) | \$ 6,734,622 | \$ 1,456,262 | \$ 2,275,647 | \$ 1,302,991 | \$ 1,699,722 | |
| Average FICO® Score | 614 | 607 | 610 | 628 | 614 | |
| Loan-to-value Average | 83.32% | 81.33% | 85.83% | 82.92% | 82.61% | |
| % Fixed-rate | 70% | 58% | 55% | 86% | 88% | |
| % ARM | 30% | 42% | 45% | 14% | 12% | |
| Delinquencies % | 10.19% | 3.64% | 11.52% | 8.67% | 15.19% | |
| Non-performing % | 5.72% | 1.40% | 6.26% | 4.96% | 9.72% | |
| Charge-offs % Fourth Quarter 2007 | 1.01% | 0.01% | 0.74% | 0.97% | 2.11% | |
| Deferred fees, origination costs, net premiums and other items | 144,743 | | | | | |
| PFH Total Mortgage Loans HIP | \$ 6,879,365 | | | | | |

(a) The average balances used to calculate these net charge-offs to average loans ratios were calculated using the ending balances as of September 30, 2006 and December 31, 2006 for these business areas.

(b) Includes loans without FICO® scores.

(c) Average LTV for total vintages in owned portfolio-branches considers only the vintages for which the average LTV is available.

Approximately \$3.7 billion of the loans held-in-portfolio by PFH as of September 30, 2007 is pledged as collateral for asset-backed securities issued by the Corporation (in the form of bond certificates) as a financing vehicle through on-balance sheet securitization transactions. These loan securitizations conducted by the Corporation did not meet the sale criteria under SFAS No. 140; accordingly, the transactions were treated as on-balance sheet securitizations for accounting purposes. These loans are identified as owned-in-trust for purposes of these disclosures. These owned-in-trust loans do not pose the same magnitude of risk to the Corporation as those loans owned outright because the potential losses related to owned-in-trust loans above overcollateralization levels will be borne by the bondholders and not the Corporation. Overcollateralization is defined as a type of credit enhancement by which an issuer of bond

certificates pledges mortgage loans as collateral in excess of the principal amount of bond certificates issued to cover possible losses.

Table of Contents

The table below presents the outstanding balance of loans owned-in-trust at September 30, 2007, the excess of trust assets over securitized debt in the form of bond certificates due to investors (overcollateralization), as well as the related unamortized net premiums/FAS 91 on loans and the allowance for loan losses attributable to the owned-in-trust portfolio.

| (In millions) | September 30, 2007 | June 30, 2007 | March 31, 2007 | December 31, 2006 |
|--------------------------------------------------------------------|--------------------------|------------------|-------------------|-------------------------|
| Loans (a) | \$ 3,666 | \$ 3,947 | \$ 4,240 | \$ 4,543 |
| Other real estate | 100 | 83 | 63 | 59 |
| Securitization advances | 15 | 37 | 43 | 56 |
| Delinquency advances | 15 | 11 | 11 | 9 |
| Escrow advances | 19 | 17 | 18 | 17 |
| Total trust assets | 3,815 | 4,095 | 4,375 | 4,684 |
| Less: Balance of bond certificates | (3,570) | (3,842) | (4,106) | (4,391) |
| Excess of trust assets (overcollateralization) | 245 | 253 | 269 | 293 |
| Unamortized net premiums and net deferred origination fees / costs | 91 | 99 | 108 | 117 |
| Allowance for loan losses | (68) | (67) | (66) | (55) |
| Total exposure | \$ 268 | \$ 285 | \$ 311 | \$ 355 |

(a) Includes mixed-used loans which are categorized as commercial loans. These loans totaled \$25 million at September 30, 2007.

As of September 30, 2007, PFH also had \$2.1 billion in mortgage loans held-in-portfolio originated through the exited channels and through the branch network which are identified as owned for purposes of the Table F and Table Q disclosures.

Given market concerns associated with the subprime mortgage loan exposure, included below are sensitivity analyses demonstrating the Corporation's subprime credit loss exposure under three hypothetical scenarios. These are not predictions, but mathematical calculations based on certain assumptions.

- o Scenario 1 This scenario is based on actual net charge-offs for the third quarter of 2007 for the subprime mortgage loans times 3.5 years or 42 months (assumed average remaining life).
- o Scenario 2 This is a half-way point between Scenario 1 and Scenario 3.
- o Scenario 3 This scenario assumes an increase in foreclosure rates with varying expected loss and severity ratios as follows:
 - § BPPR Assumed hypothetical foreclosure rate of 15% with loss severity of 25%
 - § BPNA Assumed hypothetical foreclosure rate of 25% with loss severity of 40%
 - § PFH:
 - ARMs Assumed hypothetical foreclosure rate of 75% with loss severity of 50%
 -

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Fixed-rate originated through wholesale Assumed hypothetical foreclosure rate of 25% with loss severity of 50%

- Fixed-rate originated through branches Assumed hypothetical foreclosure rate of 20% with loss severity of 25%

107

Table of Contents

The assumed hypothetical losses under the different scenarios are as follows:

Hypothetical losses in subprime mortgage loans held-in-portfolio for the next 3.5 years:

| (In thousands) | Scenario 1 | Scenario 2 | Scenario 3 |
|----------------------------------------------------------------|------------|------------|------------|
| Banco Popular de Puerto Rico | \$ 4,607 | \$ 24,740 | \$ 44,872 |
| Popular North America: | | | |
| BPNA | 60,152 | 88,532 | 116,913 |
| PFH: | | | |
| - \$0.8 billion owned branches | 14,629 | 27,657 | 40,685 |
| - \$0.8 billion owned centralized | 113,430 | 130,190 | 146,950 |
| - \$2.4 billion owned-in-trust * | 219,600 | 219,600 | 219,600 |
| Total cumulative hypothetical credit losses for next 3.5 years | \$ 412,418 | \$ 490,719 | \$ 569,020 |

* In the three scenarios, the total estimated economic losses for PFH's subprime portfolio classified as owned-in-trust is limited to the overcollateralization balance assigned to the subprime portfolio (\$219.6 million of the \$245 million described earlier in this MD&A).

The following table presents the resulting cumulative loss percentage (42 months) under the three hypothetical scenarios described above:

| Cumulative hypothetical credit losses as a percentage of subprime mortgage loan portfolio: | Scenario 1 | Scenario 2 | Scenario 3 |
|--------------------------------------------------------------------------------------------|------------|------------|------------|
| Banco Popular de Puerto Rico | 0.39% | 2.07% | 3.75% |
| Popular North America: | | | |
| BPNA | 5.15 | 7.57 | 10.00 |
| PFH: | | | |
| - \$0.8 billion owned branches | 1.80 | 3.40 | 5.00 |
| - \$0.8 billion owned centralized | 15.19 | 17.44 | 19.68 |
| - \$2.4 billion owned-in-trust | 9.28 | 9.28 | 9.28 |
| Total hypothetical credit losses for next 3.5 years | 6.56% | 7.80% | 9.04% |

These sensitivity analyses do not represent management's expectations of the level or increases in loss rates, but are provided as hypothetical scenarios. However, even in the worst scenario presented, the total estimated credit losses over a period of 42 months would be manageable and the Corporation would remain well-capitalized.

Item 3. Quantitative and Qualitative Disclosures About Market Risk**MARKET RISK**

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments or other assets due to changes in interest rates, currency exchange rates or equity prices. Interest rate risk, a component of market risk, is the exposure to adverse changes in net interest income due to changes in interest rates, which can be affected by the shape and the slope of the yield curves to which the financial products of the Corporation are related.

Management considers interest rate risk a prominent market risk in terms of its potential impact on earnings. Interest rate risk may occur for one or more reasons, such as the maturity or repricing of assets and liabilities at different times, changes in credit spreads, changes in short and long-term market interest rates, or the maturity of assets or

liabilities may be shortened or lengthened as interest rates change. Depending on the duration and repricing characteristics of the Corporation's assets, liabilities and off-balance sheet items, changes in interest rates could either increase or decrease the level of net interest income.

The techniques for measuring the potential impact of the Corporation's exposure to market risk from changing interest rates, which were described in the 2006 Annual Report, have remained substantially constant from the end of 2006.

Due to the importance of critical assumptions in measuring market risk, the risk models currently incorporate

Table of Contents

third-party developed data for critical assumptions such as prepayment speeds on mortgage-related products, estimates on the duration of the Corporation's deposits, and interest rate scenarios.

The Corporation maintains a formal asset and liability management process to quantify, monitor and control interest rate risk and to assist management in maintaining stability in the net interest margin under varying interest rate environments. Management employs a variety of measurement techniques including the use of an earnings simulation model to analyze the net interest income sensitivity to changing interest rates. Sensitivity analysis is calculated on a monthly basis using a simulation model which incorporates actual balance sheet figures detailed by maturity and interest yields or costs. It also incorporates assumptions on balance sheet growth and possible changes in its composition, estimated prepayments in accordance with projected interest rates, pricing and maturity expectations on new volumes and other non-interest related data. Simulations are processed using various interest rate scenarios to determine potential changes to the future earnings of the Corporation. The asset and liability management group also performs validation procedures on various assumptions used as part of the sensitivity analysis as well as validations of results on a monthly basis. In addition, third-party validation reports are received for the mortgage related prepayment assumptions.

Computations of the prospective effects of hypothetical interest rate changes are based on many assumptions, including relative levels of market interest rates, interest rate spreads, loan prepayments and deposit decay. Thus, they should not be relied upon as indicative of actual results. Furthermore, the computations do not contemplate actions that management could take to respond to changes in interest rates. By their nature, these forward-looking computations are only estimates and may be different from what actually may occur in the future.

Based on the results of the sensitivity analyses as of September 30, 2007, the Corporation's net interest income for the next twelve months is estimated to increase by \$14.6 million in a hypothetical 200 basis points rising rate scenario, and the change for the same period, utilizing a similar hypothetical decline in the rate scenario, is an estimated decrease of \$20.8 million. Both hypothetical rate scenarios consider the gradual change to be achieved during a twelve-month period from the prevailing rates at September 30, 2007.

The Corporation maintains an overall interest rate risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in net interest income that are caused by interest rate volatility. The market value of these derivatives is subject to interest rate fluctuations and, as a result, could have a positive or negative effect in the Corporation's net interest income. Refer to Note 9 to the consolidated financial statements for further information on the Corporation's derivative instruments.

The Corporation conducts business in certain Latin American markets through several of its processing and information technology services and products subsidiaries. Also, it holds interests in Consorcio de Tarjetas Dominicanas, S.A. (CONTADO) and Centro Financiero BHD, S.A. (BHD) in the Dominican Republic. Although not significant, some of these businesses are conducted in the country's foreign currency. The resulting foreign currency translation adjustment, from operations for which the functional currency is other than the U.S. dollar, is reported in accumulated other comprehensive loss in the consolidated statements of condition, except for highly-inflationary environments in which the effects are included in other operating income in the consolidated statements of income. At September 30, 2007, the Corporation had approximately \$35 million in an unfavorable foreign currency translation adjustment as part of accumulated other comprehensive loss, compared with \$37 million, also unfavorable, at December 31, 2006 and September 30, 2006.

LIQUIDITY

Liquidity risk may arise whenever the Corporation's ability to raise cash to pay the runoff of its liabilities, its commitments to fund loans, meet customer deposit withdrawals and other cash commitments, may be affected by market conditions. The Corporation has established policies and procedures to assist it in remaining sufficiently liquid to meet all of its financial obligations, finance expected future growth and maintain a reasonable safety margin for cash commitments under both normal operating conditions and unsettled market environments.

Global credit markets have been marked by unprecedented instability and disruption since the beginning of the third quarter of 2007, making even routine asset sale and funding activities more challenging for financial institutions. Credit spreads have widened significantly and rapidly, as investors have allocated their funds to only the highest-

Table of Contents

quality financial assets such as U.S. government securities. The result of these actions by market participants is that it is more difficult for borrowers to raise financing in the credit markets and credit spreads have widened, which has decreased the value of many financial assets as compared to risk-free government obligations.

Two sectors that have been noticeably impacted is the money market sector, where companies raise short-term financing, and the corporate and asset-backed markets where longer-term debt funding is raised. A primary catalyst of the market disruptions has been an abrupt shift by investors away from non-government mortgage-backed securities and asset-backed securities, primarily those backed by subprime mortgage loans.

The Corporation usually finances a portion of its business in the money and corporate bond markets, both of which have been affected by recent financial market developments. Even though it has become more challenging to raise financing in the credit markets, we believe that the challenges are manageable and we have various initiatives underway to ensure our access to stable sources of liquidity.

The Corporation's liquidity position is closely monitored on an ongoing basis. Management believes that sources of liquidity are adequate to meet the funding needs in the normal course of business. Sources of liquidity include both those internally available with affiliates and those expected to be available with third party providers. The latter include credit lines and anticipated debt offerings in the public markets. In addition to these, asset sales can be a source of liquidity to the Corporation. Even if some of these alternatives may not be available temporarily, it is expected that in the normal course of business, our funding sources are adequate.

The consolidated statements of cash flows in the accompanying consolidated financial statements provide information on the Corporation's cash inflows and outflows.

Refer to Note 11 to the consolidated financial statements for the composition of the Corporation's borrowings at September 30, 2007. Also, refer to Note 12 to the consolidated financial statements for the Corporation's involvement in certain commitments at September 30, 2007.

Banking Subsidiaries

The Corporation's banking subsidiaries (BPPR and BPNA, or the banking subsidiaries) have multiple channels and sources of liquidity. To mitigate exposure to funding risk in the current environment, concrete steps have been taken to reduce the need to access the money markets for financing.

The Corporation's banking subsidiaries are primarily funded with deposits. As of September 30, 2007, the ending balances deposits were \$16.1 billion for BPPR and \$10.6 billion for BPNA, excluding intercompany balances between these two entities (December 31, 2006 \$14.8 billion for BPPR and \$9.8 billion for BPNA).

Borrowings at the banking subsidiaries, excluding intercompany balances between the two entities, amounted to \$6.9 billion as of September 30, 2007 (December 31, 2006 \$8.1 billion). This includes \$1.4 billion in short-term unsecured borrowings as of September 30, 2007 (December 31, 2006 \$3.8 billion).

Several strategies are in place with the objective of mitigating the impact of current market conditions on liquidity risk. Total deposits at the Corporation increased from \$25.4 billion as of June 30, 2007 to \$26.6 billion as of September 30, 2007, an increase of \$1.2 billion or 5%. Total deposits for the Corporation were \$24.4 billion at December 31, 2006.

Other strategies implemented included the utilization of unpledged liquid assets to raise financing in the repo markets, the proceeds of which were also used to pay off unsecured borrowings. Short-term unsecured borrowings at the banking subsidiaries was reduced from \$3.8 billion as of June 30, 2007 to \$1.4 billion as of September 30, 2007, which represents a decrease of \$2.4 billion or 63%.

Outstanding repurchase agreements at the banking subsidiaries were \$4.3 billion as of September 30, 2007, an increase of \$1.2 billion or 40%, when compared to June 30, 2007 (December 31, 2006 \$3.4 billion). As of September 30, 2007, the borrowing capacity at the Federal Reserve Bank of New York discount window was \$3.0 billion at

Table of Contents

BPPR (December 31, 2006 \$2.9 billion), and both banks had available a combined amount of \$1.1 billion in borrowing capacity at the FHLB of New York (December 31, 2006 \$0.1 billion).

The Corporation expects to complete the previously announced acquisition of Citibank's retail banking business in Puerto Rico during the fourth quarter of 2007. The closing of the acquisition is expected to provide BPPR with over approximately \$735 million in cash which will further strengthen BPPR's liquidity position.

Bank Holding Companies

The Corporation's bank holding companies (BHCs), Popular, Inc. and Popular North America) borrow in the money markets and the corporate debt market primarily to finance their non-banking subsidiaries. However, current conditions have made market access more uncertain. As an alternative to raise capital markets financing, the Corporation is working on several initiatives to ensure adequate funding sources are available notwithstanding potential market conditions.

As of September 30, 2007, the BHCs had borrowings (excluding intercompany balances) maturing as indicated in the table below:

(In millions)

| | |
|---------------------|----------|
| Year of maturity: | |
| 2007 | \$ 1,010 |
| 2008 | 1,187 |
| 2009 | 915 |
| 2010 and thereafter | 853 |
| Total | \$ 3,965 |

The Corporation is in the process of negotiating committed financing facilities with two leading global banking institutions. These are intended to serve as a contingent source of readily-available liquidity, in the event that the Corporation chooses not to pursue a capital markets-based financing. Subject to market conditions, management intends to offer senior debt in the capital markets during the fourth quarter of 2007.

The maturities scheduled for 2007 and 2008 are intended to be met by utilizing several sources of liquidity. These include sources available to the BHCs from affiliates within the Corporation, as well as those expected to be available to the Corporation through external parties. These include committed and uncommitted credit facilities with financial institutions, the proceeds from securities offerings (subject to market conditions) in the public markets and the sales of assets. The Corporation expects these sources to provide enough liquidity to meet the obligations coming due.

The BHCs have additional sources of liquidity available, in the form of credit facilities available from affiliate banking subsidiaries and third party providers, as well as dividends that can be paid by the subsidiaries.

The BHCs renewed a revolving credit agreement in October 2007. This facility is used as backup for the Corporation's commercial paper program, which is a source of short-term funding. Due to adverse market conditions, the size of the facility was reduced from \$555 million to \$235 million. The facility is provided by a group of global banks and matures in September 2008.

Risks to Liquidity

Maintaining adequate credit ratings on Popular's debt obligations is an important factor for liquidity because credit ratings influence the Corporation's ability to borrow, the cost at which it can raise financing and its access to funding sources. The credit ratings are based on the financial strength, credit quality and concentrations in the loan portfolio, the level and volatility of earnings, capital adequacy, the quality of management, the liquidity of the balance sheet, the availability of a significant base of core retail and commercial deposits, and the Corporation's ability to access a broad array of wholesale funding sources, among other factors. Changes in the credit rating of the Corporation or any of its subsidiaries to a level below investment grade may affect the Corporation's ability to raise funds in the

Table of Contents

capital markets. The Corporation's counterparties are sensitive to the risk of a rating downgrade. In the event of a downgrade, it may be expected that the cost of borrowing funds in the institutional market would increase. In addition, the ability of the Corporation to raise new funds or renew maturing debt may be more difficult.

In May 2007, Fitch Ratings changed the Corporation's senior debt rating to A- from A, while the outlook was revised to stable from negative. The primary drivers behind the changes were recent trends in the Corporation's credit quality and changes in core profitability as compared to a peer group of A- rated institutions. The rating for short-term obligations was maintained at F-1.

After the end of the third quarter of 2007, Fitch Ratings reduced the short-term rating of the BHCs to F-2 from F-1, and placed the long-term senior rating on negative watch. The rating is currently A-. Fitch Ratings mentioned that the rating actions reflected credit quality pressures from the company's subprime loan exposure as well as a more difficult environment for BHC funding. In both cases, Fitch Ratings maintained that it believes that both situations are challenging but manageable.

In August 2007, Moody's Investors Service changed the ratings outlook for Popular Inc.'s subsidiaries to negative, from stable. The current ratings for the holding company are A2 for long-term debt and P-1 for short-term debt. According to Moody's, the change in ratings outlook reflects the potential for heightened credit costs from the Corporation's subprime mortgage exposure at a time when its financial flexibility has been reduced by profitability and asset quality pressures in the core Puerto Rico business.

In October 2007, Moody's updated their assessment by stating that the ratings outlook continued negative, which reflects the company's exposure to subprime mortgage loans and a weaker than average liquidity position at the bank holding company. Although it expects additional subprime-related credit charges in the future, it did point out Popular's comparatively robust capital position which enables the company to absorb significant charges. Regarding liquidity, it mentioned that its current ratings anticipate that Popular will be successful in securing the funding needed in a timely fashion. To the extent that the financing is not secured within the expected time frame, there is an increased probability of a ratings decrease.

Standard and Poor's currently has the Corporation's debt rated BBB+ for long-term debt and A-2 for short-term obligations. The current rating outlook is stable.

Credit ratings are an important factor in accessing the credit markets. Even though the Corporation is currently several notches above the investment grade threshold with each of the rating agencies, the possibility of ratings downgrades can affect our ability to raise unsecured financing at competitive rates.

The Corporation and BPPR's debt ratings at September 30, 2007 were as follows:

| | Popular, Inc. | | BPPR | |
|---------------|-----------------|----------------|-----------------|----------------|
| | Short-term debt | Long-term debt | Short-term debt | Long-term debt |
| Fitch Ratings | F-2 | A- | F-1 | A- |
| Moody's | P-1 | A2 | P-1 | A1 |
| S&P | A-2 | BBB+ | A-2 | A- |

The ratings above are subject to revisions or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.

Some of the Corporation's borrowings and deposits are subject to rating triggers, contractual provisions that accelerate the maturity of the underlying obligations in the case of a change in rating. Therefore, the need for the Corporation to raise funding in the marketplace could increase more than usual in the case of a rating downgrade. The amount of obligations subject to rating triggers that could accelerate the maturity of the underlying obligations was \$19 million at September 30, 2007.

In the course of borrowing from institutional lenders, the Corporation has entered into contractual agreements to maintain certain levels of debt, capital and asset quality, among other financial covenants. If the Corporation were to

Table of Contents

fail to comply with those agreements, it may result in an event of default. Such failure may accelerate the repayment of the related obligations. An event of default could also affect the ability of the Corporation to raise new funds or renew maturing borrowings. At September 30, 2007, the Corporation had \$0.8 billion in outstanding obligations subject to covenants, including those which are subject to rating triggers and those outstanding under the commercial paper program. At September 30, 2007, one of the Corporation's U.S. subsidiaries was not complying with a particular covenant related to the volume of loan originations with respect to one credit facility. A written waiver was obtained. Obligations outstanding under this credit facility approximated \$0.3 billion at September 30, 2007.

OTHER MATTERS**Transactions with Doral Financial Corporation**

Doral Announcements. In April 2005, Doral Financial Corporation (Doral) announced that its previously filed financial statements for periods from January 1, 2000 through December 31, 2004 should no longer be relied on and that the financial statements for some or all of the periods included therein should be restated because of issues relating to the methodology used to calculate the fair value of its portfolio of floating rate interest-only strips (IOs). On February 27, 2006, Doral filed a Form 10-K/A (Amendment No. 1) for the year ended December 31, 2004 (the Amended Doral 2004 10-K). In the Amended Doral 2004 10-K, Doral stated that it was reducing its retained earnings through December 31, 2004 by \$921 million on a pre-tax basis and that \$596 million of the \$921 million reduction was attributable to recharacterization of mortgage loan sales transactions as secured borrowings and \$283 million was attributable to valuation of IOs.

In September 2006, Doral announced that the Securities and Exchange Commission had approved a final settlement with Doral, which resolved the SEC's investigation of Doral. Doral has also stated that the U.S. Attorney's Office for the Southern District of New York is conducting an investigation of these matters. Actions have been brought by or on behalf of securities holders of Doral in relation to these matters. In one action that remains pending with respect to parties other than Doral, in April 2007, Doral agreed to a settlement in which Doral and its insurers agreed to pay an aggregate of \$129 million.

Estimates of Value Provided by Popular Securities. Between October 2002 and December 2004, Popular Securities, Inc., a wholly-owned subsidiary of the Corporation, provided quarterly estimates of the value of portfolios of IOs on behalf of Doral. In accordance with its understanding regarding the engagement, in providing those estimates of value, Popular Securities utilized assumptions provided by Doral that may not have been consistent with the actual terms of the IO portfolios. As originally filed on March 15, 2005, Doral's Form 10-K for the year ended December 31, 2004 stated that to determine the fair value of its IO portfolio, Doral engaged a party to provide an external valuation that consists of a cash flow valuation model in which all economic and portfolio assumptions are determined by the preparer. Popular Securities believes that this characterization is not appropriate if it was meant to apply to Popular Securities' work.

In the Amended Doral 2004 10-K, Doral stated that counsel for its Audit Committee and independent directors had investigated the process it used to obtain third-party IO valuations, that the investigation had concluded that the process was flawed, that Doral representatives may have improperly provided inaccurate information concerning the IO portfolio to the parties performing the third-party valuation, and that the counsel conducting the investigation had limited access to the third parties who performed the IO valuation. The Corporation believes that Doral considers Popular Securities to be one of the parties that provided Doral with third-party IO valuations.

Transactions with Doral Relating to Mortgage Loans and IOs. Between 1996 and 2004, BPPR purchased mortgage loans from Doral for an aggregate purchase price of approximately \$1.6 billion. The remaining balance of these mortgage loans recorded on the Corporation's consolidated statement of condition at September 30, 2007 was \$387 million.

In the first six months of 2000, the Corporation sold mortgage loans to Doral Bank, a subsidiary of Doral, in two transactions, each for an aggregate sale price of \$100 million, and entered into two agreements, contemporaneously with the sale agreements, to purchase mortgage loans from Doral, each for an aggregate purchase price of \$100 million. The Corporation recorded a gain of \$2.2 million in the first quarter of 2000 and of \$1.9 million in the second quarter of 2000 from the sales of mortgages to Doral Bank.

The purchases of mortgage loans from Doral for an aggregate price of \$1.6 billion were often accompanied by separate recourse and other financial arrangements. The sale of mortgages to Doral Bank for an aggregate purchase price of \$200 million were accompanied by separate recourse arrangements.

On December 15, 2005, Doral announced that it was reversing a number of transactions involving the generally contemporaneous purchase and sale of mortgage loans from and to local financial institutions, including transactions covering the purchase and sale of approximately \$200 million in mortgages with a local financial institution during 2000 because Doral's Audit Committee determined that there was insufficient contemporaneous documentation regarding the business purpose for these transactions in light of the timing and similarity of the purchase and sale amounts and the other terms of the transactions.

In the December 15, 2005 release, Doral stated that it was treating the sales of mortgage loans by it as loans payable secured by mortgage loans. The Corporation believes that the contemporaneous purchases and sales of mortgage loans entered into by the Corporation were the ones reversed by Doral.

The Corporation has reviewed the foregoing mortgage loan purchase and sale transactions, as well as the public statements by Doral, and believes that the transactions qualify for sale (or in the case of purchases, purchase) treatment under the financial accounting standard at that time. Accordingly, it has not reversed any of these transactions.

Between 1996 and 2004, the Corporation purchased IOs from Doral for an aggregate purchase price of \$110 million. Over the same period Doral repurchased IOs it had previously sold to the Corporation for an aggregate purchase price of \$54 million. The remaining balance of these IOs recorded on the Corporation's consolidated statement of condition at September 30, 2007 was \$38 million. These IOs have been reclassified from investments available-for-sale to loans to Doral because they are accompanied by 100% guarantees from Doral of the principal and the fixed yield and because of the source of the cash flow for payments on the IOs.

In the Amended Doral 2004 10-K, Doral stated that Doral had failed to detect, document and communicate certain side agreements entered into by Doral's former treasurer guaranteeing a fixed yield to a purchaser of its IOs and that this failure resulted in the improper accounting for these transactions as sales and the associated improper recognition of gains on sales. Doral stated that it reversed the sales of the IOs and recorded the transaction as a secured borrowing. It also stated that gains on sales of trading securities accounted for at the time of the sales of the IOs were reversed.

Transactions with R&G Financial Corporation

R&G Announcements. In April 2005, R&G Financial Corporation (R&G) announced that its previously filed financial statements for periods from January 1, 2003 through December 31, 2004 needed to be restated and should no longer be relied upon because of issues relating to the methodology used in valuing its portfolio of residual interests retained in certain mortgage loan transfers. In July 2005, R&G further announced that its previously filed financial statements for period from January 1, 2002 through December 31, 2002 needed to be restated and should no longer be relied upon. On November 2, 2007, R&G filed a Form 10-K/A (Amendment No. 1) for the year ended December 31, 2004 (the Amended R&G 2004 10-K). In the Amended R&G 2004 10-K, R&G stated that it was reducing its retained earnings and capital reserves through December 31, 2004 by \$345 million on a pre-tax basis and that \$237 million of the \$345 million reduction was attributable to recharacterization of certain mortgage loan transfers as secured borrowings.

R&G has announced that the Securities and Exchange Commission is conducting a formal investigation of this matter, and that the U.S. Attorney's Office for the Southern District of New York is also conducting an informal inquiry into these matters. Actions have been brought by or on behalf of securities holders of R&G in relation to these matters.

Purchases of Mortgage Loans from R&G. Between 2003 and 2004, BPPR entered into various mortgage loan purchase transactions with R&G in the amount of \$176 million. These mortgage loan purchase transactions had recourse provisions and other financial arrangements. In the Amended R&G 2004 10-K, R&G disclosed that it had determined, after a review of all of its transactions that it had previously characterized as mortgage loan sales, to recharacterize certain of those transactions as secured borrowings collateralized by real estate mortgage loans, including, as of December 31, 2004, \$155 million of transactions with BPPR. At September 30, 2007, the remaining balance of the mortgage loans purchased from R&G recorded on the Corporation's consolidated statement of condition was \$99 million. The Corporation has concluded that its previously filed financial statements are fairly stated and that no restatement is necessary.

Cooperation with Investigations; Possible Consequences

The Corporation and its employees have provided information in connection with certain of the above-mentioned investigations by the Securities and Exchange Commission and the U.S. Attorney's Office for the Southern District of New York and are continuing to cooperate in connection with the investigations of these matters. Although neither the Corporation nor BPPR is a party to the civil litigation involving Doral or R&G, the Corporation is unable to predict what adverse consequences, if any, or other effects the Corporation's dealings with Doral or R&G, the civil litigation related to Doral or R&G or the related investigations could have on the Corporation or BPPR.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Corporation's management, with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Corporation's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Corporation's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Corporation in the reports that it files or submits under the Exchange Act and such information is accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosures.

Internal Control Over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended on September 30, 2007 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Part II Other Information

Item 1. Legal Proceedings

The Corporation and its subsidiaries are defendants in various lawsuits arising in the ordinary course of business. Management believes, based on the opinion of legal counsel, that the aggregate liabilities, if any, arising from such actions will not have a material adverse effect on the financial position and results of operations of the Corporation.

Item 1A. Risk Factors

Except as noted below, there have been no material changes to the risk factors as previously disclosed under Item 1A. in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006.

The Corporation is exposed to greater risk because a significant portion of the business is concentrated in Puerto Rico, which has experienced an economic slowdown.

A significant portion of the Corporation's financial activities and credit exposure is concentrated in Puerto Rico (the Island). Consequently, its financial condition and results of operations are dependent on the Island's economic conditions. An extended economic slowdown, adverse political or economic developments in Puerto Rico or natural disasters, such as hurricanes affecting the Island, could result in a downturn in loan originations, an increase in the level of non-performing assets, an increase in the rate of foreclosure loss on mortgage loans and a reduction in the value of the Corporation's loans and loan servicing portfolio, all of which would adversely affect the Corporation's profitability.

Table of Contents

For the fiscal year ended June 30, 2007, Puerto Rico's economy contracted by 1.4%. The Commonwealth Government is projecting a slight recovery of Puerto Rico's economy for fiscal year ending June 30, 2008. The Puerto Rico Planning Board, the public agency in charge of economic analysis for the Commonwealth, projects real growth of 0.8% for fiscal year 2008, which began July 1, 2007. However, monthly economic data suggests that the current cycle has been steeper than in 2001 and 2002. In its monthly Index of Economic Activity, the Puerto Rico Planning Board registered a 0.22% decrease on a monthly basis in June 2007 to mark the 10th monthly reduction in the last 13 months. Other recent Puerto Rico economic data includes:

Retail sales registered a nominal growth rate of 0.3% in July 2007 (the most recent month for which government data is available) when compared with the same month the previous year. For the first seven months of 2007, retail sales increased at a nominal rate of 1.5%, when compared with the same period in the previous year, according to data released by the Commonwealth. In 2006, retail sales fell 3.0% when compared with 2005.

Though the pace of construction, as measured by the value of permits, increased during the first two months of fiscal year 2008 (July and August 2007, the most recent months for which government data is available), the sector continues to reflect weakness in both public and private sectors. The value of building permits increased 13.7% to \$350 million for the first two months of fiscal year 2008 when compared with the same period in the previous year. The value of public permits issued increased \$60 million, or 159% during the same two months, compared with the same period in the previous year. The value of private permits fell \$12 million, or 4%, over the same period. The value of building permits issued by the government fell in fiscal year 2007 by approximately \$626 million, or 22.2%, when compared with the same period in fiscal 2006.

Unemployment remains high in Puerto Rico, reaching 11.1% in September 2007, according to estimates by the Puerto Rico Labor Department. Total non-farm payrolls, which excludes self-employed, reached 1,013,500 jobs in August, a decrease of 17,500 jobs when compared with the same month in the previous year, according to the latest data provided by the Puerto Rico Labor Department.

Data on tourist activity shows fewer visitors during the first ten months of fiscal year 2007 (July 2006 to April 2007, the latest period for which data is available). The tourist registry at hotels in Puerto Rico for the ten-month period amounted to 1,702,018, as registered by the Puerto Rico Tourism Co., a decrease of 5.4% when compared with the same period of the previous fiscal year.

Sustained highs in crude oil prices have also negatively impacted the economy of Puerto Rico, where energy production runs close to 70% on imported oil.

The newly revised Consumer Price Index (CPI) calculated by the Puerto Rico Labor Department stood at 103.1 points in June of 2007, an increase of 3.1% over the previous six months. The CPI suggests that the rate of inflation was slightly more than 6% over the previous 12 months.

Though consumers' finances continue to be under stress, the Commonwealth Government avoided a repeat this year of the partial government shutdown in May 2006 that upset consumption trends and overall confidence. The Governor of Puerto Rico signed on June 30, 2007 the General Budget for the Commonwealth for fiscal year 2008 totaling \$9.2 billion, which was approved by the Legislative Assembly. However, the Commonwealth's fiscal situation still poses a challenge for growth. In general terms, general fund revenue and sales tax receipts have been running below government projections, which increase the risk that revenues will not be sufficient to meet government spending in the current fiscal year, requiring measures to balance the deficit, which could adversely impact business and consumer confidence. In October 2007, the Commonwealth refinanced \$1.0 billion in General Obligation bonds in the U.S. municipal securities market. The Commonwealth also placed in October 2007 over \$1 billion in Tax and Revenue Anticipation Notes (TRANS) to finance operations in anticipation of tax revenues in the second half of the fiscal year. The bond offering will reduce the cost of financing outstanding government debt and is expected to increase the liquidity in the financial system of the Island.

The current state of the economy and uncertainty in the private and public sectors has had an adverse effect on the credit quality of the Corporation's loan portfolios. The continuation of the economic slowdown could cause those adverse effects to continue, as delinquency rates may increase in the short-term, until more sustainable growth resumes. Also, a potential reduction in consumer spending may also impact growth in other interest and non-interest revenue sources of the Corporation.

Table of Contents**A prolonged economic slowdown, a decline in the real estate market in the U.S mainland, and disruption in the capital markets could harm the results of operations of one of the Corporation's business segments.**

The residential mortgage loan origination business has historically been cyclical, enjoying periods of strong growth and profitability followed by periods of shrinking volumes and industry-wide losses. Any decline in residential mortgage loan originations in the market could also reduce the level of mortgage loans the Corporation may produce in the future and adversely impact its business. During periods of rising interest rates, refinancing originations for many mortgage products tend to decrease as the economic incentives for borrowers to refinance their existing mortgage loans are reduced. In addition, the residential mortgage loan origination business is impacted by home values. Over the past several years, residential real estate values in some areas of the U.S. mainland have increased greatly, which has contributed to the recent rapid growth in the residential mortgage industry, particularly with respect to re-financings. If residential real estate values decline, this could lead to lower volumes and higher losses across the industry, adversely impacting the Corporation's business.

An additional risk factor related to the residential mortgage loan sector is the repricing of adjustable rate mortgage loans (ARMs). In the U.S. mortgage market, a substantial amount of ARMs were originated in recent years. These loans typically have a low fixed rate for an initial period (two or three years) and afterwards the rate floats or adjusts periodically based on a market rate of interest, such as LIBOR. Many of the ARMs currently outstanding are set to float before the end of 2008. It is possible that in some of these loans, when rates start floating, there will be a substantial increase in the underlying loan payment, possibly enough to pressure the cash flow of the underlying debtor.

Because the Corporation makes loans to borrowers that have FICO scores below 660 through its subsidiary PFH, the actual rates of delinquencies, foreclosures and losses on these loans could be higher during economic slowdowns. Rising unemployment, higher interest rates, declines in housing prices and an overall tightening of credit standards by lenders tend to have a greater negative effect on the ability of such borrowers to repay their mortgage loans.

As of September 30, 2007, approximately 69% of PFH's mortgage loan portfolio was subprime, meaning that they have a credit score of 660 or below. This represented approximately 37% of the Corporation's mortgage loans held-in-portfolio as of such date. Of the subprime mortgage loans held-in-portfolio at PFH, \$1.1 billion or 28% were ARMs. Any sustained period of increased delinquencies, foreclosures or losses could harm the Corporation's ability to sell loans, the prices it receives for its loans, the values of its mortgage loans held-for-sale or its residual interests in securitizations, which could harm the Corporation's financial condition and results of operations. In addition, any material decline in real estate values would weaken the Corporation's collateral loan-to-value ratios and increase the possibility of loss if a borrower defaults. In such event, the Corporation will be subject to the risk of loss on such mortgage assets arising from borrower defaults, to the extent not covered by third-party credit enhancement.

A significant portion of the loan portfolio at PFH is owned-in-trust, which refers to mortgage loans that have been securitized and sold to third parties, but continue to be reflected in the Corporation's financial statements. Of the total mortgage loans held-in-portfolio at PFH, \$3.6 billion or 62% was owned-in-trust. Although the loans are not the legal property of the Corporation, under generally accepted accounting principles they must remain included in its financial statements. The implication is that these loans represent to the Corporation limited exposure to losses, which is subject to a maximum amount, and any excess losses are borne by the holders of the bonds issued when the underlying loans were securitized.

Refer to the Management's Discussion and Analysis on this Form 10-Q for further information on PFH's credit exposure associated with its subprime mortgage loan portfolio and the Restructuring Plan executed in 2007, which has reduced the Corporation's exposure in this industry sector.

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

The Corporation previously filed two registration statements covering the offering of the Corporation's common stock, at market prices, as an investment option for employee and employer contributions under the Banco Popular de Puerto Rico Employees' Stock Plan (Puerto Rico) (the BPPR Plan) and the Popular, Inc. Puerto Rico Savings and Investment Plan (the Puerto Rico Surviving Plan). Effective July 1, 2006, the BPPR Plan was merged with and into the Puerto Rico Surviving Plan. When the plans were merged, the shares previously registered with respect to the BPPR Plan were not carried over to the registration statement related to the Puerto Rico Surviving Plan. As a result, subsequent offers of shares to participants in the Puerto Rico Surviving Plan caused the number of shares offered to those participants to exceed the amount of the shares registered with respect to the Puerto Rico Surviving Plan. During the quarter ended September 30, 2007, 168,073 unregistered shares were sold to participants of the Puerto Rico Surviving Plan. Absent an exemption, the offer or sale of securities in an amount in excess of that registered under an effective registration would be an unregistered offering of securities under the Securities Act of 1933 (the Securities Act). The Corporation, however, believes that the offer and sale of the Corporation's common stock and interests in the Puerto Rico Surviving Plan are covered by the exemption for intrastate offers and sales contained in Section 3(a)(11) of the Securities Act since participation in the Puerto Rico Surviving Plan is limited to Puerto Rico employees. On August 9, 2007, the Corporation registered 6,000,000 shares of common stock and related interests in the Puerto Rico Surviving Plan for offer to plan participants.

The Corporation also previously filed two registration statements covering the offering of the Corporation's common stock, at market prices, as an investment option for employee and employer contributions under the following plans for its U.S.-based employees: the Popular Financial Holdings, Inc. Savings and Retirement Plan (formerly known as the Equity One, Inc. Savings and Retirement Plan (the PFH Plan)) and the Popular, Inc. USA 401(k) Savings and Investment Plan (the U.S. Surviving Plan). Effective April 1, 2006, the PFH Plan was merged with and into the U.S. Surviving Plan. As a result of an error in recordkeeping and the merger of the PFH Plan with and into the U.S. Surviving Plan and the participation of E-LOAN employees in the Plan starting January 1, 2007, the latter two of which had the effect of significantly increasing the number of participants in the U.S. Surviving Plan, the amount of shares issued under the U.S. Surviving Plan has exceeded the amount of shares registered. For the quarter ended September 30, 2007, the number of unregistered shares sold under the U.S. Surviving Plan was 76,236 shares. The Corporation has determined that the offer and sale of the shares and interests in the U.S. Surviving Plan above the amount registered were not exempt from registration under the Securities Act, and that such sale should have been registered under the Securities Act. Under the applicable provisions of the federal securities laws, plan participants that purchased unregistered shares of common stock may seek to rescind the transaction within one year following the date of purchase. Approximately 686,487 unregistered shares were sold to plan participants under the U.S. Surviving Plan from August 9, 2006 to August 8, 2007 which covers the one year period (the Rescission Period) prior to the filing of the registration statement referred to in the first sentence of this paragraph. During that period, the Corporation's common stock price ranged from a low of \$12.47 per share to a high of \$20.12 per share. The closing price of the Corporation's common stock on November 7, 2007 was \$9.22 per share. On August 9, 2007, the Corporation registered 5,000,000 shares of common stock and related interests in the U.S. Surviving Plan for offer to plan participants.

On October 22, 2007, the Corporation filed a registration statement pursuant to which the Corporation offers to repurchase from participants in the U.S. Surviving Plan any unregistered shares purchased on behalf of plan participants during the Rescission Period. The Corporation does not expect that the exercise of rescission rights by plan participants will have a material impact on the financial condition or liquidity of the Corporation. All shares of common stock under all the above-referenced Plans were purchased on the open market.

Issuer Purchases of Equity Securities

In April 2004, the Corporation's shareholders adopted the Popular, Inc. 2004 Omnibus Incentive Plan. The maximum number of shares of common stock issuable under this Plan is 10,000,000.

The following table sets forth the details of purchases of common stock during the quarter ended September 30, 2007 under the 2004 Omnibus Incentive Plan.

116

Table of Contents

Not in thousands

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs (a) |
|----------------------------|-------------------------------------------|------------------------------------|----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| July 1 - July 31 | | | | 8,575,626 |
| August 1 - August 31 | 3,018 | 13.25 | 3,018 | 8,572,608 |
| September 1 - September 30 | | | | 8,572,608 |
| Total September 30, 2007 | 3,018 | 13.25 | 3,018 | 8,572,608 |

(a) Includes shares
forfeited.

Item 6. Exhibits

| Exhibit No. | Exhibit Description |
|-------------|-------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Bylaws of the Corporation, as amended. |
| 12.1 | Computation of the ratios of earnings to fixed charges and preferred stock dividends. |
| 31.1 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

117

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

POPULAR, INC.

(Registrant)

Date: November 8, 2007

By: /s/ Jorge A. Junquera
Jorge A. Junquera
Senior Executive Vice President &
Chief Financial Officer

Date: November 8, 2007

By: /s/ Ileana González Quevedo
Ileana González Quevedo
Senior Vice President & Corporate
Comptroller

118