

OFG BANCORP
Form 10-Q
August 08, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

or

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-12647

OFG Bancorp

Incorporated in the Commonwealth of Puerto Rico, IRS Employer Identification No. 66-0538893

Principal Executive Offices:

254 Muñoz Rivera Avenue

San Juan, Puerto Rico 00918

Telephone Number: (787) 771-6800

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒
Company ☐

Accelerated Filer ☐

Non-Accelerated Filer ☐

Smaller Reporting
(Do not check if a smaller reporting company) ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares outstanding of the registrant's common stock, as of the latest practicable date:

45,060,088 common shares (\$1.00 par value per share) outstanding as of July 31, 2014

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FORWARD-LOOKING STATEMENTS

The information included in this quarterly report on 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 financial condition, results of operations, plans, objectives, future performance and business of OFG Bancorp (“we,” “our,” “us” or the “Company”), including, but not limited to, statements with respect to the adequacy of the allowance for loan losses, delinquency trends, 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 Company’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,” “should,” “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 by their nature are beyond the Company’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 and employment levels, 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;
- a credit default or potential restructuring by the Commonwealth of Puerto Rico or any of its agencies, municipalities or instrumentalities;
- changes in federal bank regulatory and supervisory policies, including required levels of capital;
- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) on the Company’s businesses, business practices and cost of operations;
- the relative strength or weakness of the consumer and commercial credit sectors and of the real estate market in Puerto Rico;
- the performance of the securities markets;
- competition in the financial services industry;
- additional Federal Deposit Insurance Corporation (“FDIC”) assessments; and
- possible legislative, tax or regulatory changes.

Other possible events or factors that could cause results or performance to differ materially from those expressed in these forward-looking statements include the following: negative economic conditions that adversely affect the general economy, housing prices, the job market, consumer confidence and spending habits which may affect, among other things, the level of non-performing assets, charge-offs and provision expense; changes in interest rates and market liquidity which may reduce interest margins, impact funding sources and affect the ability to originate and distribute financial products in the primary and secondary markets; adverse movements and volatility in debt and equity capital markets; changes in market rates and prices which may adversely impact the value of financial assets and liabilities; liabilities resulting from litigation and regulatory investigations; changes in accounting standards, rules and interpretations; increased competition; the Company's ability to grow its core businesses; decisions to downsize, sell or close units or otherwise change the Company's business mix; and management's ability to identify and manage these and other risks.

All forward-looking statements included in this quarterly report on Form 10-Q are based upon information available to the Company as of the date of this report, and other than as required by law, including the requirements of applicable securities laws, the Company assumes 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.

ITEM 1. *FINANCIAL STATEMENTS*

OFG BANCORP

UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

AS OF JUNE 30, 2014 AND DECEMBER 31, 2013

		June 30,		December 31,
		2014		2013
		(In thousands)		
ASSETS				
Cash and cash equivalents:				
Cash and due from banks	\$	588,257	\$	614,302
Money market investments		8,228		6,967
Total cash and cash equivalents		596,485		621,269
Restricted cash		15,170		82,199
Securities purchased under agreements to resell		-		60,000
Investments:				
Trading securities, at fair value, with amortized cost of \$2,419 (December 31, 2013 - \$2,448)		1,613		1,869
Investment securities available-for-sale, at fair value, with amortized cost of \$1,385,438 (December 31, 2013 - \$1,575,043)		1,418,958		1,588,425
Investment securities held-to-maturity, at amortized cost, with fair value of \$26,844		26,706		-
Federal Home Loan Bank (FHLB) stock, at cost		24,381		24,450
Other investments		65		65
Total investments		1,471,723		1,614,809
Loans:				
Mortgage loans held-for-sale, at lower of cost or fair value		14,792		46,529
Non-covered loans, net of allowance for loan and lease losses of \$60,360 (December 31, 2013 - \$54,298)		4,586,904		4,615,929
Covered loans, net of allowance for loan and lease losses of \$59,515 (December 31, 2013 - \$52,729)		334,344		356,961
Total loans, net		4,936,040		5,019,419
Other assets:				
FDIC indemnification asset		143,660		189,240
Foreclosed real estate covered under shared-loss agreements with the FDIC		46,609		33,209
Foreclosed real estate not covered under shared-loss agreements with the FDIC		55,626		56,815
Accrued interest receivable		22,508		18,734

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Deferred tax asset, net			123,298			137,564
Premises and equipment, net			82,167			82,903
Customers' liability on acceptances			17,581			23,042
Servicing assets			13,655			13,801
Derivative assets			9,558			20,502
Goodwill			86,069			86,069
Other assets			89,996			98,440
Total assets		\$	7,710,145		\$	8,158,015
LIABILITIES AND STOCKHOLDERS' EQUITY						
Deposits:						
Demand deposits		\$	2,135,369			2,138,005
Savings accounts			1,226,749			1,194,567
Time deposits			1,779,115			2,050,693
Total deposits			5,141,233			5,383,265
Borrowings:						
Securities sold under agreements to repurchase			1,012,233			1,267,618
Advances from FHLB			360,240			336,143
Subordinated capital notes			100,797			100,010
Other borrowings			3,837			3,663
Total borrowings			1,477,107			1,707,434
Other liabilities:						
Derivative liabilities			13,617			14,937
Acceptances executed and outstanding			17,581			23,042
Accrued expenses and other liabilities			135,405			144,424
Total liabilities			6,784,943			7,273,102
Commitments and contingencies (See Note 16)						
Stockholders' equity:						
Preferred stock; 10,000,000 shares authorized;						
1,340,000 shares of Series A, 1,380,000 shares of Series B, and 960,000 shares of Series D						
issued and outstanding, (December 31, 2013 - 1,340,000; 1,380,000; and 960,000) \$25 liquidation value			92,000			92,000
84,000 shares of Series C issued and outstanding (December 31, 2013 - 84,000); \$1,000 liquidation value			84,000			84,000
Common stock, \$1 par value; 100,000,000 shares authorized; 52,729,772 shares issued:						
45,022,823 shares outstanding (December 31, 2013 - 52,707,023; 45,676,922)			52,730			52,707
Additional paid-in capital			538,936			538,071
Legal surplus			66,438			61,957
Retained earnings			160,055			133,629
Treasury stock, at cost, 7,706,949 shares (December 31, 2013 - 7,030,101 shares)			(90,712)			(80,642)

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Accumulated other comprehensive income, net of tax of \$1,134 (December 31, 2013 - -\$831)			21,755			3,191
Total stockholders' equity			925,202			884,913
Total liabilities and stockholders' equity		\$	7,710,145		\$	8,158,015
See notes to unaudited consolidated financial statements.						

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UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE QUARTERS AND SIX-MONTH PERIODS ENDED JUNE 30, 2014 AND 2013

	Quarter Ended June 30,										
					Six-Month Period Ended June 30,						
	2014			2013				2014		2013	
	(In thousands, except per share data)										
Interest income:											
Non-covered loans	\$	88,064		\$	91,105		\$	173,307		\$	171,912
Covered loans		24,879			23,999			48,267			44,228
Total interest income from loans		112,943			115,104			221,574			216,140
Mortgage-backed securities		11,984			9,080			24,400			19,898
Investment securities and other		973			2,118			3,000			4,436
Total interest income		125,900			126,302			248,974			240,474
Interest expense:											
Deposits		9,165			9,487			18,143			19,423
Securities sold under agreements to repurchase		7,372			7,109			14,784			14,357
Advances from FHLB and other borrowings		2,289			2,241			4,583			3,955
Subordinated capital notes		996			1,170			1,988			2,830
Total interest expense		19,822			20,007			39,498			40,565
Net interest income		106,078			106,295			209,476			199,909
Provision for non-covered loan and lease losses		13,220			37,527			23,282			45,443
Provision for covered loan and lease losses, net		1,595			1,211			3,224			1,883
Total provision for loan and lease losses		14,815			38,738			26,506			47,326
Net interest income after provision for loan and lease losses		91,263			67,557			182,970			152,583
Non-interest income:											
Banking service revenue		9,995			12,705			20,552			24,345
Wealth management revenue		7,336			8,030			14,203			15,690
Mortgage banking activities		1,554			3,827			3,249			6,963
Total banking and financial service revenues		18,885			24,562			38,004			46,998

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FDIC shared-loss expense, net:											
FDIC indemnification asset		(17,499)			(19,225)			(35,121)			(31,425)
True-up payment obligation		(856)			(740)			(1,721)			(1,411)
		(18,355)			(19,965)			(36,842)			(32,836)
Net gain (loss) on:											
Sale of securities		-			-			4,366			-
Derivatives		(247)			(164)			(470)			(934)
Early extinguishment of debt		-			-			-			1,061
Other non-interest income		224			2,302			678			2,349
Total non-interest income, net		507			6,735			5,736			16,638
Non-interest expense:											
Compensation and employee benefits		20,707			24,089			42,494			47,338
Professional and service fees		3,512			5,375			7,719			11,853
Occupancy and equipment		8,605			8,066			16,914			17,282
Insurance		2,333			2,723			4,407			5,401
Electronic banking charges		4,796			4,065			9,449			7,763
Information technology expenses		1,485			2,335			3,300			4,979
Advertising, business promotion, and strategic initiatives		1,669			1,670			3,450			3,079
Merger and restructuring charges		-			5,273			-			10,808
Foreclosure, repossession and other real estate expenses		6,554			3,717			12,941			6,900
Loan servicing and clearing expenses		1,669			1,884			3,728			3,360
Taxes, other than payroll and income taxes		3,776			5,132			7,511			7,754
Communication		813			835			1,770			1,699
Printing, postage, stationary and supplies		645			851			1,200			2,017
Director and investor relations		293			377			544			613
Other		2,991			2,295			5,825			4,452
Total non-interest expense		59,848			68,687			121,252			135,298
Income before income taxes		31,922			5,605			67,454			33,923
Income tax expense (benefit)		10,613			(31,934)			22,398			(24,808)
Net income		21,309			37,539			45,056			58,731
Less: dividends on preferred stock		(3,466)			(3,466)			(6,931)			(6,931)
Income available to common shareholders	\$	17,843		\$	34,073		\$	38,125		\$	51,800

Earnings per common share:											
Basic	\$	0.40		\$	0.75		\$	0.84		\$	1.14
Diluted	\$	0.38		\$	0.68		\$	0.80		\$	1.05
Average common shares outstanding and equivalents		52,352			52,968			52,476			52,929
Cash dividends per share of common stock	\$	0.08		\$	0.06		\$	0.16		\$	0.12
See notes to unaudited consolidated financial statements.											

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UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE QUARTERS AND SIX-MONTH PERIODS ENDED JUNE 30, 2014 AND 2013

	Quarter Ended June 30,						Six-Month Period Ended June 30,				
	2014			2013			2014			2013	
	(In thousands)										
Net income	\$	21,309		\$	37,539		\$	45,056		\$	58,731
Other comprehensive income (loss) before tax:											
Unrealized gain (loss) on securities available-for-sale		14,941			(35,576)			24,504			(46,568)
Realized gain on investment securities included in net income		-			-			(4,366)			-
Unrealized gain on cash flow hedges		14			3,016			391			4,477
Other comprehensive income (loss) before taxes		14,955			(32,560)			20,529			(42,091)
Income tax effect		(1,221)			1,275			(1,965)			1,977
Other comprehensive income (loss) after taxes		13,734			(31,285)			18,564			(40,114)
Comprehensive income	\$	35,043		\$	6,254		\$	63,620		\$	18,617
See notes to unaudited consolidated financial statements.											

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UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2014 AND 2013

	Six-Month Period Ended June 30,				
	2014			2013	
	(In thousands)				
Preferred stock:					
Balance at beginning of period	\$	176,000		\$	176,000
Balance at end of period		176,000			176,000
Common stock:					
Balance at beginning of period		52,707			52,671
Exercised stock options		23			18
Balance at end of period		52,730			52,689
Additional paid-in capital:					
Balance at beginning of period		538,071			537,453
Stock-based compensation expense		946			888
Exercised stock options		242			167
Lapsed restricted stock units		(323)			(364)
Common stock issuance costs		-			(16)
Preferred stock issuance costs		-			(23)
Balance at end of period		538,936			538,105
Legal surplus:					
Balance at beginning of period		61,957			52,143
Transfer from retained earnings		4,481			5,763
Balance at end of period		66,438			57,906
Retained earnings:					
Balance at beginning of period		133,629			70,734
Net income		45,056			58,731
Cash dividends declared on common stock		(7,218)			(5,479)
Cash dividends declared on preferred stock		(6,931)			(6,931)
Transfer to legal surplus		(4,481)			(5,763)
Balance at end of period		160,055			111,292
Treasury stock:					
Balance at beginning of period		(80,642)			(81,275)
Stock repurchased		(10,393)			-
Lapsed restricted stock units		323			364
Stock used to match defined contribution plan		-			77
Balance at end of period		(90,712)			(80,834)
Accumulated other comprehensive income,					

net of tax:					
Balance at beginning of period		3,191			55,880
Other comprehensive income (loss), net of tax		18,564			(40,114)
Balance at end of period		21,755			15,766
Total stockholders' equity	\$	925,202		\$	870,924
See notes to unaudited consolidated financial statements.					

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UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2014 AND 2013

	Six-Month Period Ended June 30,				
	2014			2013	
	(In thousands)				
Cash flows from operating activities:					
Net income	\$	45,056		\$	58,731
Adjustments to reconcile net income to net cash provided by operating activities:					
Amortization of deferred loan origination fees, net of costs		1,330			486
Amortization of fair value discounts on acquired loans		6,884			3,504
Amortization of investment securities premiums, net of accretion of discounts		203			12,624
Amortization of core deposit and customer relationship intangibles		1,085			1,288
Amortization of fair value premiums on acquired deposits		2,908			9,649
FDIC shared-loss expense, net		36,842			32,836
Depreciation and amortization of premises and equipment		4,826			5,265
Deferred income tax expense (benefit), net		13,211			(30,776)
Provision for covered and non-covered loan and lease losses, net		26,506			47,326
Stock-based compensation		946			888
(Gain) loss on:					
Sale of securities		(4,366)			-
Sale of mortgage loans held-for-sale		(2,447)			(1,771)
Derivatives		646			934
Early extinguishment of debt		-			(1,061)
Foreclosed real estate		5,052			3,109
Sale of other repossessed assets		3,305			465
Sale of premises and equipment		(10)			-
Originations of loans held-for-sale		(86,058)			(179,127)
Proceeds from sale of loans held-for-sale		47,834			68,809
Net (increase) decrease in:					
Trading securities		256			(1,714)
Accrued interest receivable		(3,774)			46
Servicing assets		146			(2,199)

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Other assets		11,651			20,737
Net increase (decrease) in:					
Accrued interest on deposits and borrowings		(932)			(995)
Accrued expenses and other liabilities		(16,247)			12,093
Net cash provided by operating activities		94,853			61,147
Cash flows from investing activities:					
Purchases of:					
Investment securities available-for-sale		(217,974)			(17,802)
Investment securities held-to-maturity		(26,707)			-
FHLB stock		(76,725)			(12,465)
Maturities and redemptions of:					
Investment securities available-for-sale		295,013			313,866
FHLB stock		76,794			28,720
Proceeds from sales of:					
Investment securities available-for-sale		163,235			75,660
Foreclosed real estate and other repossessed assets		22,991			31,131
Premises and equipment		20			1,667
Origination and purchase of loans, excluding loans held-for-sale		(347,691)			(422,590)
Principal repayment of loans, including covered loans		339,102			528,274
Reimbursements from the FDIC on shared-loss agreements		18,700			18,696
Additions to premises and equipment		(4,100)			(6,237)
Net change in securities purchased under agreements to resell		60,000			80,000
Net change in restricted cash		67,029			8,990
Net cash provided by investing activities		369,687			627,910

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UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2014 AND 2013 – (Continued)

	Six-Month Period Ended June 30,				
	2014			2013	
	(In thousands)				
Cash flows from financing activities:					
Net increase (decrease) in:					
Deposits		(235,062)			(36,125)
Short term borrowings		-			(92,210)
Securities sold under agreements to repurchase		(255,000)			(381,358)
FHLB advances, federal funds purchased, and other borrowings		24,279			(231,617)
Subordinated capital notes		787			(46,017)
Exercise of stock options and restricted units lapsed, net		265			185
Purchase of treasury stock		(10,393)			-
Termination of derivative instruments		-			(858)
Dividends paid on preferred stock		(6,931)			(6,931)
Dividends paid on common stock		(7,269)			(5,479)
Other financing activities		-			(39)
Net cash used in financing activities		(489,324)			(800,449)
Net change in cash and cash equivalents		(24,784)			(111,392)
Cash and cash equivalents at beginning of period		621,269			855,235
Cash and cash equivalents at end of period	\$	596,485		\$	743,843
Supplemental Cash Flow Disclosure and Schedule of Non-cash Activities:					
Interest paid	\$	42,667		\$	40,491
Income taxes paid	\$	319		\$	378
Mortgage loans securitized into mortgage-backed securities	\$	46,505		\$	89,590
Transfer from loans to foreclosed real estate and other repossessed assets	\$	47,852		\$	45,714
Reclassification of loans held-for-investment portfolio to held-for-sale portfolio	\$	473		\$	40,328
Reclassification of loans held-for-sale portfolio to held-for-investment portfolio	\$	26,376		\$	-
Securities sold but not yet delivered	\$	-		\$	16,732

See notes to unaudited consolidated financial statements.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION, CONSOLIDATION AND BASIS OF PRESENTATION

Nature of Operations

OFG Bancorp (the “Company”) is a publicly-owned financial holding company incorporated under the laws of the Commonwealth of Puerto Rico. The Company operates through various subsidiaries including, a commercial bank, Oriental Bank (or the “Bank”), a securities broker-dealer, Oriental Financial Services Corp. (“Oriental Financial Services”), an insurance agency, Oriental Insurance, Inc. (“Oriental Insurance”) and a retirement plan administrator, Caribbean Pension Consultants, Inc. (“CPC”). Through these subsidiaries and their respective divisions, the Company provides a wide range of banking and financial services such as commercial, consumer and mortgage lending, auto loans, financial planning, insurance sales, money management and investment banking and brokerage services, as well as corporate and individual trust services. On April 25, 2013, the Company changed its corporate name from Oriental Financial Group Inc. to OFG Bancorp.

On April 30, 2010, the Bank acquired certain assets and assumed certain deposits and other liabilities of Eurobank, a Puerto Rico commercial bank, in an FDIC-assisted acquisition. On December 18, 2012, the Company acquired a group of Puerto Rico based entities that included Banco Bilbao Vizcaya Argentaria Puerto Rico (“BBVAPR”), a Puerto Rico commercial bank, as well as a securities broker-dealer and an insurance agency, which is referred to herein as the “BBVAPR Acquisition.” The businesses acquired in the BBVAPR Acquisition were integrated with the Company’s existing business.

Recent Accounting Developments

On March 14, 2014, the FASB issued guidance that amended the Master Glossary of the Accounting Standards Codification (“ASC”), including technical corrections related to glossary links, glossary term deletions, and glossary term name changes. In addition, this guidance included more substantive, limited-scope improvements to reduce instances of the same term appearing multiple times in the Master Glossary with similar, but not entirely identical, definitions. These are items that represent narrow and incremental improvements to U.S. GAAP and are not purely technical corrections and affect a wide variety of Topics in the ASC. The amendments in this guidance apply to all reporting entities within the scope of the affected accounting guidance and are effective upon issuance for both public entities and non-public entities. The Company adopted this guidance upon issuance with no impact on our financial position and results of operations.

On June 19, 2014, the FASB issued updated guidance on the accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. This guidance seeks to resolve the diversity in practice that exists when accounting for share-based payments. In particular, this guidance requires a performance target that affects vesting and that could be achieved after the requisite service period to be treated as a performance conditions. For all entities, this guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, with earlier adoption permitted. We are currently evaluating the impact, if any, that the adoption of this guidance will have on our financial position or results of operations.

Other than the accounting pronouncement disclosed above, there were no other new accounting pronouncements issued during the three months and six months ended June 30, 2014 that could have a material impact on the Company's financial position, operating results or financials statement disclosures.

OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)****NOTE 2 – RESTRICTED CASH**

The following table includes the composition of the Company's restricted cash:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Cash pledged as collateral to other financial institutions to secure:					
Securities sold under agreements to repurchase	\$	-		\$	67,029
Derivatives		2,980			2,980
Obligations under agreement of loans sold with recourse		12,190			12,190
	\$	15,170		\$	82,199

The Company delivers cash as collateral to meet margin calls for some long term securities sold under agreements to repurchase. At December 31, 2013, the Company had \$67.0 million in cash pledged as collateral for securities sold under agreements to repurchase. At June 30, 2014, the Company did not have cash pledged as collateral for securities sold under agreements to repurchase.

As part of its derivative activities, the Company has entered into collateral agreements with certain financial counterparties. At both June 30, 2014 and December 31, 2013, the Company had delivered \$3.0 million of cash as collateral for such derivatives activities.

As part of the BBVAPR Acquisition, the Company assumed various contracts with the Federal National Mortgage Association ("FNMA") which required collateral to guarantee the repurchase, if necessary, of certain mortgage loans sold with recourse. At June 30, 2014 and December 31, 2013, the Company had \$12.2 million of cash pledged as collateral for such recourse obligations.

NOTE 3 – INVESTMENT SECURITIES***Money Market Investments***

The Company considers as cash equivalents all money market instruments that are not pledged and that have maturities of three months or less at the date of acquisition. At June 30, 2014 and December 31, 2013, money market instruments included as part of cash and cash equivalents amounted to \$8.2 million and \$7.0 million, respectively.

Securities Purchased Under Agreements to Resell

Securities purchased under agreements to resell consist of short-term investments and are carried at the amounts at which the assets will be subsequently resold as specified in the respective agreements. At December 31, 2013, securities purchased under agreements to resell amounted to \$60.0 million. At June 30, 2014, there were no securities purchased under agreements to resell.

The amounts advanced under those agreements are reflected as assets in the consolidated statements of financial condition. It is the Company's policy to take possession of securities purchased under agreements to resell. Agreements with third parties specify the Company's right to request additional collateral based on its monitoring of the fair value of the underlying securities on a daily basis. The fair value of the collateral securities held by the Company on these transactions as of December 31, 2013 was approximately \$64.6 million.

OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Investment Securities

The amortized cost, gross unrealized gains and losses, fair value, and weighted average yield of the securities owned by the Company at June 30, 2014 and December 31, 2013 were as follows:

	June 30, 2014												
				Gross			Gross						Weighted
	Amortized			Unrealized			Unrealized			Fair			Average
	Cost			Gains			Losses			Value			Yield
	(In thousands)												
Available-for-sale													
Mortgage-backed securities													
FNMA and FHLMC certificates	\$	1,070,034		\$	44,076		\$	1,992		\$	1,112,118		3.10%
GNMA certificates		5,560			389			21			5,928		4.92%
CMOs issued by US government-sponsored agencies		200,111			306			3,786			196,631		1.79%
Total mortgage-backed securities		1,275,705			44,771			5,799			1,314,677		2.90%
Investment securities													
US Treasury securities		9,000			-			-			9,000		0.01%
Obligations of US government-sponsored agencies		74,613			-			38			74,575		0.17%
Obligations of Puerto Rico government and political subdivisions		22,391			-			5,591			16,800		5.32%
Other debt securities		3,729			177			-			3,906		2.95%
Total investment securities		109,733			177			5,629			104,281		1.30%
Total securities available for sale	\$	1,385,438		\$	44,948		\$	11,428		\$	1,418,958		2.77%
Held-to-maturity													
Mortgage-backed securities													
FNMA and FHLMC certificates		26,706			138			-			26,844		2.52%
Total	\$	1,412,144		\$	45,086		\$	11,428		\$	1,445,802		2.77%

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OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The amortized cost and fair value of the Company's investment securities at June 30, 2014, by contractual maturity, are shown in the next table. Securities not due on a single contractual maturity date, such as collateralized mortgage obligations, are classified in the period of final contractual maturity. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	June 30, 2014										
	Available-for-sale						Held-to-maturity				
	Amortized Cost			Fair Value			Amortized Cost			Fair Value	
	(In thousands)						(In thousands)				
Mortgage-backed securities											
Due after 5 to 10 years											
FNMA and FHLMC certificates	\$	24,631		\$	25,109		\$	-		\$	-
Total due after 5 to 10 years		24,631			25,109			-			-
Due after 10 years											
FNMA and FHLMC certificates		1,045,403			1,087,009			26,706			26,844
GNMA certificates		5,560			5,928			-			-
CMOs issued by US government-sponsored agencies		200,111			196,631			-			-
Total due after 10 years		1,251,074			1,289,568			26,706			26,844
Total mortgage-backed securities		1,275,705			1,314,677			26,706			26,844
Investment securities											
Due in less than one year											
US Treasury securities		9,000			9,000			-			-
Obligations of US government and sponsored agencies		66,000			66,000			-			-
Total due in less than one year		75,000			75,000			-			-
Due from 1 to 5 years											
Obligations of Puerto Rico government and political subdivisions		11,927			9,543			-			-
Total due from 1 to 5 years		11,927			9,543			-			-
Due after 5 to 10 years											
Obligations of US government and sponsored agencies		8,613			8,575			-			-
Total due after 5 to 10 years		8,613			8,575			-			-
Due after 10 years											
		10,464			7,257			-			

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Obligations of Puerto Rico government and political subdivisions											
Other debt securities		3,729			3,906			-			-
Total due after 10 years		14,193			11,163			-			-
Total investment securities		109,733			104,281			-			-
Total securities available-for-sale	\$	1,385,438		\$	1,418,958		\$	26,706		\$	26,844

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OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

At December 31, 2013, obligations of the Puerto Rico government and its political subdivisions included a \$98.7 million principal amount, LIBOR floating rate bond with a maturity date of July 1, 2024, that was subject to mandatory tender for purchase by the end of the third year anniversary of the closing date, which was June 1, 2014. The bond was also subject to optional demand tender for purchase upon the occurrence and continuance of certain events, including (among others) the withdrawal, suspension or reduction below investment grade of the credit rating on any general obligation of the Commonwealth by any of the three major rating agencies. This bond was repaid by the issuer on March 17, 2014.

The Company, as part of its asset/liability management, may purchase U.S. Treasury securities and U.S. government-sponsored agency discount notes close to their maturities as alternatives to cash deposits at correspondent banks or as a short term vehicle to reinvest the proceeds of sale transactions until investment securities with attractive yields can be purchased. During the six-month period ended June 30, 2014, the Company sold \$48.1 million of available-for-sale Government National Mortgage Association (“GNMA”) certificates that were sold as part of its recurring mortgage loan origination and securitization activities. These sales did not realize any gains or losses during such period. In addition, during the six-month period ended June 30, 2014, certain available-for-sale securities were sold to realize gains and to invest the proceeds in other investment securities with attractive yields and terms that protect the Company’s net interest margin.

For the six-month period ended June 30, 2014 the Company recorded a net gain on sale of securities of \$4.4 million. The tables below present the gross realized gains by category for such period. There was no realized gain or loss for the six-month period ended June 30, 2013.

	Six-Month Period Ended June 30, 2014									
				Book Value			Gross			Gross
Description	Sale Price			at Sale			Gains			Losses
	(In thousands)									
Sale of securities available-for-sale										
Mortgage-backed securities										
FNMA and FHLMC certificates	\$	115,158		\$	110,792		\$	4,366		\$ -
GNMA certificates		48,077			48,077			-		-
Total	\$	163,235		\$	158,869		\$	4,366		\$ -

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

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The following tables show the Company's gross unrealized losses and fair value of investment securities available-for-sale and held-to-maturity, aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position at June 30, 2014 and December 31, 2013:

	June 30, 2014							
	12 months or more							
	Amortized			Unrealized			Fair	
	Cost			Loss			Value	
	(In thousands)							
Securities available-for-sale								
CMOs issued by US government-sponsored agencies	\$	156,542		\$	3,734		\$	152,808
FNMA and FHLMC certificates		190,630			1,992			188,638
Obligations of Puerto Rico government and political subdivisions		22,391			5,591			16,800
GNMA certificates		199			21			178
	\$	369,762		\$	11,338		\$	358,424
	Less than 12 months							
	Amortized			Unrealized			Fair	
	Cost			Loss			Value	
	(In thousands)							
Securities available-for-sale								
CMOs issued by US government-sponsored agencies	\$	16,365		\$	52		\$	16,313
Obligations of US government and sponsored agencies		8,613			38			8,575
	\$	24,978		\$	90		\$	24,888
	Total							
	Amortized			Unrealized			Fair	
	Cost			Loss			Value	
	(In thousands)							
Securities available-for-sale								
CMOs issued by US government-sponsored agencies	\$	172,907		\$	3,786		\$	169,121
FNMA and FHLMC certificates		190,630			1,992			188,638
Obligations of Puerto Rico government and political subdivisions		22,391			5,591			16,800
Obligations of US government and sponsored agencies		8,613			38			8,575
GNMA certificates		199			21			178
	\$	394,740		\$	11,428		\$	383,312

OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2013						
	12 months or more						
	Amortized		Unrealized		Fair		
	Cost		Loss		Value		
	(In thousands)						
Securities available-for-sale							
Obligations of Puerto Rico government and political subdivisions	\$ 20,845		\$ 5,470		\$ 15,375		
CMOs issued by US government-sponsored agencies	2,559		237		2,322		
GNMA certificates	81		11		70		
	\$ 23,485		\$ 5,718		\$ 17,767		
	Less than 12 months						
	Amortized		Unrealized		Fair		
	Cost		Loss		Value		
	(In thousands)						
Securities available-for-sale							
Obligations of Puerto Rico government and political subdivisions	\$ 100,190		\$ 1,375		\$ 98,815		
CMOs issued by US government-sponsored agencies	182,661		6,577		176,084		
GNMA certificates	122		13		109		
FNMA and FHLMC certificates	220,913		6,669		214,244		
Obligations of US government and sponsored agencies	10,691		42		10,649		
Other debt securities	20,000		320		19,680		
	\$ 534,577		\$ 14,996		\$ 519,581		
	Total						
	Amortized		Unrealized		Fair		
	Cost		Loss		Value		
	(In thousands)						
Securities available-for-sale							
Obligations of Puerto Rico government and political subdivisions	\$ 121,035		\$ 6,845		\$ 114,190		
CMOs issued by US government-sponsored agencies	185,220		6,814		178,406		

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GNMA certificates		203			24			179
FNMA and FHLMC certificates		220,913			6,669			214,244
Obligations of US government and sponsored agencies		10,691			42			10,649
Other debt securities		20,000			320			19,680
	\$	558,062		\$	20,714		\$	537,348

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OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The Company performs valuations of the investment securities on a monthly basis. Moreover, the Company conducts quarterly reviews to identify and evaluate each investment in an unrealized loss position for other-than-temporary impairment. Any portion of a decline in value associated with credit loss is recognized in income with the remaining noncredit-related component recognized in other comprehensive income. A credit loss is determined by assessing whether the amortized cost basis of the security will be recovered by comparing the present value of cash flows expected to be collected from the security, discounted at the rate equal to the yield used to accrete current and prospective beneficial interest for the security. The shortfall of the present value of the cash flows expected to be collected in relation to the amortized cost basis is considered to be the “credit loss.” Other-than-temporary impairment analysis is based on estimates that depend on market conditions and are subject to further change over time. In addition, while the Company believes that the methodology used to value these exposures is reasonable, the methodology is subject to continuing refinement, including those made as a result of market developments. Consequently, it is reasonably possible that changes in estimates or conditions could result in the need to recognize additional other-than-temporary impairment charges in the future.

Most of the investments in an unrealized loss position at June 30, 2014 (\$372.3 million or 94%) consist of securities issued or guaranteed by the U.S. Treasury or U.S. government-sponsored agencies, all of which are highly liquid securities that have a large and efficient secondary market. Their aggregate losses and their variability from period to period are the result of changes in market conditions, and not due to the repayment capacity or creditworthiness of the issuers or guarantors of such securities.

The remaining investments in an unrealized loss position at June 30, 2014 (\$22.4 million or 6%) consist of obligations issued or guaranteed by the government of Puerto Rico and its political subdivisions or instrumentalities. The recent decline in the market value of these securities is mainly attributed to an increase in volatility as a result of changes in market conditions that reflect the significant economic and fiscal challenges that Puerto Rico is facing, including a protracted economic recession, sizable government debt-service obligations and structural budget deficits, high unemployment and a shrinking population. Moreover, uncertainty in regards to the impact of the recently enacted Public Corporation Debt Enforcement and Recovery Act (the “Recovery Act”) and the related subsequent negative rating decisions taken by the credit rating agencies has affected the market value of these securities. As of June 30, 2014, the Company analyzed these investments and considered several factors that, in the Company’s view, support the ability of the Commonwealth and the particular political subdivisions or instrumentalities to continue servicing their debt obligations. Such factors include (i) the collateralization and sources of repayment for such debt obligations; (ii) the government’s efforts to increase revenues and reduce expenses to tackle its recurrent budget deficits; (iii) the Commonwealth’s constitutional framework that provides that “public debt” constitutes a first claim on available Commonwealth resources; and (iv) the Commonwealth’s compliance and commitment to its contractual debt obligations. In addition, the Company believes it is probable that it will collect all amounts due according to the contractual terms of its Puerto Rico government bonds. Based on these factors, the Company expects that such bonds will be repaid in full when due, and given that the Company does not have the intent to sell any such bonds in an unrealized loss position, the Company does not consider them to be other-than-temporarily impaired as of June 30, 2014.

OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 4 - LOANS

The Company's loan portfolio is composed of covered loans and non-covered loans. Covered loans are subject to loss sharing agreements with the FDIC and non-covered loans are not subject to FDIC loss sharing agreements. The risks of covered loans are different from the risks of non-covered loans because of the loss protection provided by the FDIC to covered loans. Loans acquired in the BBVAPR Acquisition are included as non-covered loans in the unaudited consolidated statements of financial condition. Non-covered loans are further subdivided between originated and other loans, acquired loans accounted for under ASC 310-20 (loans with revolving feature and/or acquired at a premium), and acquired loans accounted for under ASC 310-30 (loans acquired with deteriorated credit quality, including those by analogy).

The composition of the Company's loan portfolio at June 30, 2014 and December 31, 2013 was as follows:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Non-covered loans:					
Originated and other loans and leases held for investment:					
Mortgage	\$	788,001		\$	766,265
Commercial		1,183,172			1,127,657
Consumer		161,538			127,744
Auto and leasing		508,034			379,874
		2,640,745			2,401,540
Acquired loans:					
Accounted for under ASC 310-20 (Loans with revolving feature and/or					
acquired at a premium)					
Commercial		38,602			77,681
Consumer		49,604			56,174
Auto		238,399			301,584
		326,605			435,439
Accounted for under ASC 310-30 (Loans acquired with deteriorated					
credit quality, including those by analogy)					
Mortgage		692,069			717,904
Commercial		508,530			545,117
Construction		123,743			126,427

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Consumer		43,824		63,620
Auto		308,512		379,145
		1,676,678		1,832,213
		4,644,028		4,669,192
Deferred loan cost , net		3,236		1,035
Loans receivable		4,647,264		4,670,227
Allowance for loan and lease losses on non-covered loans		(60,360)		(54,298)
Loans receivable, net		4,586,904		4,615,929
Mortgage loans held-for-sale		14,792		46,529
Total non-covered loans, net		4,601,696		4,662,458
Covered loans:				
Loans secured by 1-4 family residential properties		121,416		121,748
Construction and development secured by 1-4 family residential properties		18,566		17,304
Commercial and other construction		248,700		264,249
Consumer		5,177		6,119
Leasing		-		270
Total covered loans		393,859		409,690
Allowance for loan and lease losses on covered loans		(59,515)		(52,729)
Total covered loans, net		334,344		356,961
Total loans, net	\$	4,936,040	\$	5,019,419

During the six-month period ended June 30, 2014, the Company reclassified \$26.4 million in mortgage loans held-for-sale to held-for-investment.

OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

*Non-covered Loans*Originated and Other Loans and Leases Held for Investment

The Company's originated and other loans held for investment are encompassed within four portfolio segments: mortgage, commercial, consumer, and auto and leasing.

The following tables present the aging of the recorded investment in gross originated and other loans held for investment as of June 30, 2014 and December 31, 2013 by class of loans. Mortgage loans past due included delinquent loans in the GNMA buy-back option program. Servicers of loans underlying GNMA mortgage-backed securities must report as their own assets the defaulted loans that they have the option (but not the obligation) to repurchase, even when they elect not to exercise that option.

	June 30, 2014												Loans 90+
													Days Past
													Due and
	30-59 Days	60-89 Days	90+ Days	Total Past									Still
	Past Due	Past Due	Past Due	Due		Current		Total Loans					Accruing
	(In thousands)												
Mortgage													
Traditional (by origination year):													
Up to the year 2002	\$ 5,182	\$ 2,540	\$ 3,225	\$ 10,947	\$	59,426	\$	70,373	\$				70
Years 2003 and 2004	5,503	1,905	2,929	10,337		51,945		62,282					-
Year 2005	6,775	2,959	6,783	16,517		69,352		85,869					89
Year 2006	10,562	3,781	5,278	19,621		94,765		114,386					-
Years 2007, 2008													
and 2009	3,962	2,051	5,859	11,872		82,471		94,343					-

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Years 2010, 2011, 2012, 2013																			
and 2014	3,345		2,745		5,432		11,522		184,150		195,672		339						
	35,329		15,981		29,506		80,816		542,109		622,925		498						
Non-traditional	1,997		1,128		2,655		5,780		32,254		38,034		-						
Loss mitigation program	8,239		7,779		12,427		28,445		59,519		87,964		4,378						
	45,565		24,888		44,588		115,041		633,882		748,923		4,876						
Home equity secured personal loans	-		-		138		138		611		749		-						
GNMA's buy-back option program	-		-		38,329		38,329		-		38,329		-						
	45,565		24,888		83,055		153,508		634,493		788,001		4,876						
Commercial																			
Commercial secured by real estate:																			
Corporate	-		-		-		-		90,886		90,886		-						
Institutional	-		-		-		-		30,701		30,701		-						
Middle market	685		-		638		1,323		139,902		141,225		-						
Retail	1,634		494		6,198		8,326		148,862		157,188		-						
Floor plan	-		-		-		-		1,680		1,680		-						
Real estate	-		-		-		-		11,878		11,878		-						
	2,319		494		6,836		9,649		423,909		433,558		-						
Other commercial and industrial:																			
Corporate	-		-		-		-		61,329		61,329		-						
Institutional	-		-		-		-		487,725		487,725		-						
Middle market	-		760		-		760		80,034		80,794		-						
Retail	536		149		1,343		2,028		75,728		77,756		-						
Floor plan	-		-		-		-		42,010		42,010		-						
	536		909		1,343		2,788		746,826		749,614		-						
	2,855		1,403		8,179		12,437		1,170,735		1,183,172								

OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	June 30, 2014												
													Loans 90+
													Days Past
													Due and
	30-59 Days	60-89 Days	90+ Days	Total Past									Still
	Past Due	Past Due	Past Due	Due	Current					Total Loans			Accruing
	(In thousands)												
Consumer													
Credit cards	345	236	271	852	15,034					15,886			-
Overdrafts	19	3	1	23	295					318			-
Personal lines of credit	57	1	129	187	1,789					1,976			-
Personal loans	1,227	535	677	2,439	123,981					126,420			-
Cash collateral personal loans	280	94	48	422	16,516					16,938			-
	1,928	869	1,126	3,923	157,615					161,538			-
Auto and leasing	37,047	13,620	6,953	57,620	450,414					508,034			-
Total	\$ 87,395	\$ 40,780	\$ 99,313	\$ 227,488	\$ 2,413,257					\$ 2,640,745			\$ 4,876

OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2013												Loans 90+
													Days Past
													Due and
	30-59 Days	60-89 Days	90+ Days	Total Past									Still
	Past Due	Past Due	Past Due	Due	Current	Total Loans	Accruing						
	(In thousands)												
Mortgage													
Traditional (by origination year):													
Up to the year 2002	\$ 6,697	\$ 1,635	\$ 3,408	\$ 11,740	\$ 64,772	\$ 76,512	\$ 79						
Years 2003 and 2004	4,722	2,163	1,845	8,730	56,387	65,117	-						
Year 2005	8,527	2,119	4,808	15,454	74,087	89,541	-						
Year 2006	12,055	4,312	4,418	20,785	99,537	120,322	-						
Years 2007, 2008 and 2009	3,464	1,104	4,663	9,231	91,919	101,150	152						
Years 2010, 2011, 2012 and 2013	3,923	1,609	4,453	9,985	139,561	149,546	459						
	39,388	12,942	23,595	75,925	526,263	602,188	690						
Non-traditional	3,217	1,162	2,311	6,690	35,412	42,102	-						
Loss mitigation program	9,759	5,560	13,191	28,510	57,808	86,318	2,185						
	52,364	19,664	39,097	111,125	619,483	730,608	2,875						
Home equity secured personal loans	-	-	138	138	598	736	-						
GNMA's buy-back option program	-	-	34,921	34,921	-	34,921	-						
	52,364	19,664	74,156	146,184	620,081	766,265	2,875						

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Commercial																			
Commercial secured by real estate:																			
Corporate		-		-		-		-		54,796		54,796		-					
Institutional		-		-		-		-		4,050		4,050		-					
Middle market		1,356		-		10,294		11,650		149,933		161,583		-					
Retail		4,253		1,015		3,190		8,458		158,184		166,642		-					
Floor plan		-		-		-		-		1,835		1,835		-					
Real estate		-		-		-		-		11,655		11,655		-					
		5,609		1,015		13,484		20,108		380,453		400,561		-					
Other commercial and industrial:																			
Corporate		236		-		-		236		32,362		32,598		-					
Institutional		-		-		-		-		536,445		536,445		-					
Middle market		-		299		1,134		1,433		57,464		58,897		-					
Retail		1,830		552		539		2,921		58,589		61,510		-					
Floor plan		39		-		-		39		37,607		37,646		-					
		2,105		851		1,673		4,629		722,467		727,096		-					
		7,714		1,866		15,157		24,737		1,102,920		1,127,657		-					

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2013												
													Loans 90+
													Days Past
													Due and
	30-59 Days	60-89 Days	90+ Days	Total Past									Still
	Past Due	Past Due	Past Due	Due	Current					Total Loans			Accruing
	(In thousands)												
Consumer													
Credit cards	287	168	232	687	14,554					15,241			-
Overdrafts	46	4	-	50	322					372			-
Personal lines of credit	33	38	66	137	1,844					1,981			-
Personal loans	1,324	399	352	2,075	92,485					94,560			-
Cash collateral personal loans	324	43	-	367	15,223					15,590			-
	2,014	652	650	3,316	124,428					127,744			-
Auto and leasing	25,531	9,437	5,089	40,057	339,817					379,874			-
Total	\$ 87,623	\$ 31,619	\$ 95,052	\$ 214,294	\$ 2,187,246	\$ 2,401,540					\$ 2,875		

At June 30, 2014, the increase in delinquencies in the consumer and the auto and leasing portfolios compared to December 31, 2013 is mainly attributed to the fact that non-performing loans of acquired non-covered loan portfolio were accounted for under ASC 310-30. Such portfolios are increasing as new originations are ramping up the balances outstanding. More than a year from the BBVAPR Acquisition, those portfolios are beginning to reflect normal delinquency levels as seasoned portfolios. At June 30, 2014, the increase in delinquencies in the mortgage portfolio compared to December 31, 2013 is mainly attributed to local economic conditions.

At June 30, 2014 and December 31, 2013, the Company had \$476.3 million and \$515.4 million, respectively, in loans granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities as part of the institutional commercial loan segment. This entire amount was current at June 30, 2014.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Acquired Loans Accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)

Credit cards, retail and commercial revolving lines of credits, floor plans and performing auto loans with FICO scores over 660 acquired at a premium as part of the non-covered portfolio are accounted for under the guidance of ASC 310-20, which requires that any contractually required loan payment receivable in excess of the Company's initial investment in the loans be accreted into interest income on a level-yield basis over the life of the loan. Loans accounted for under ASC 310-20 are placed on non-accrual status when past due in accordance with the Company's non-accrual policy, and any accretion of discount or amortization of premium is discontinued. Loans acquired in the non-covered portfolio that were accounted for under the provisions of ASC 310-20 are removed from the acquired loan category at the end of the reporting period upon refinancing, renewal or normal re-underwriting.

The following tables present the aging of the recorded investment in gross acquired loans accounted for under ASC 310-20 as of June 30, 2014 and December 31, 2013, by class of loans:

	June 30, 2014																Loans 90+
																	Days Past
																	Due and
	30-59 Days	60-89 Days	90+ Days	Total Past													Still
	Past Due	Past Due	Past Due	Due		Current		Total Loans									Accruing
	(In thousands)																
Commercial																	
Commercial secured by real estate																	
Corporate	\$ -	\$ -	\$ -	\$ -	\$ 2,999	\$ 2,999	\$ -										
Retail	-	-	506	506	2,051	2,557	-										
Floor plan	-	-	101	101	3,846	3,947	-										
	-	-	607	607	8,896	9,503	-										
Other commercial and industrial																	

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Corporate	-	-	94	94	2,916	3,010	-
Retail	254	92	556	902	10,518	11,420	-
Floor plan	51	68	119	238	14,431	14,669	-
	305	160	769	1,234	27,865	29,099	-
	305	160	1,376	1,841	36,761	38,602	-
Consumer							
Credit cards	1,520	835	1,320	3,675	42,263	45,938	-
Personal loans	218	82	32	332	3,334	3,666	-
	1,738	917	1,352	4,007	45,597	49,604	-
Auto	11,603	4,325	1,566	17,494	220,905	238,399	-
Total	\$ 13,646	\$ 5,402	\$ 4,294	\$ 23,342	\$ 303,263	\$ 326,605	\$ -

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2013															
																Loans 90+
																Days Past
																Due and
	30-59 Days	60-89 Days	90+ Days	Total Past												Still
	Past Due	Past Due	Past Due	Due	Current	Total Loans	Accruing									
	(In thousands)															
Commercial																
Commercial secured by real estate																
Corporate	\$ -	\$ -	\$ -	\$ -	\$ 10,166	\$ 10,166	\$ -									
Retail	431	331	868	1,630	4,140	5,770	-									
Floor plan	-	-	101	101	2,576	2,677	-									
	431	331	969	1,731	16,882	18,613	-									
Other commercial and industrial																
Corporate	14	83	-	97	9,696	9,793	-									
Retail	1,717	1,418	659	3,794	23,544	27,338	-									
Floor plan	35	193	18	246	21,691	21,937	-									
	1,766	1,694	677	4,137	54,931	59,068	-									
	2,197	2,025	1,646	5,868	71,813	77,681	-									
Consumer																
Credit cards	2,217	1,200	2,068	5,485	46,714	52,199	-									
Personal loans	196	7	91	294	3,681	3,975	-									
	2,413	1,207	2,159	5,779	50,395	56,174	-									
Auto	12,534	3,616	1,608	17,758	283,826	301,584	-									
Total	\$ 17,144	\$ 6,848	\$ 5,413	\$ 29,405	\$ 406,034	\$ 435,439	\$ -									

OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)***Acquired Loans Accounted for under ASC 310-30 (including those accounted for under ASC 310-30 by analogy)*

Acquired loans that are part of the non-covered portfolio, except for credit cards, retail and commercial revolving lines of credits, floor plans and performing auto loans with FICO scores over 660 acquired at a premium, are accounted for by the Company in accordance with ASC 310-30.

The carrying amount corresponding to non-covered loans acquired with deteriorated credit quality, including those accounted under ASC 310-30 by analogy, in the statements of financial condition at June 30, 2014 and December 31, 2013 is as follows:

	June 30,		December 31,
	2014		2013
	(In thousands)		
Contractual required payments receivable	\$ 2,676,008		\$ 2,929,353
Less: Non-accretable discount	554,724		579,587
Cash expected to be collected	2,121,284		2,349,766
Less: Accretable yield	444,606		517,553
Carrying amount	\$ 1,676,678		\$ 1,832,213

At June 30, 2014 and December 31, 2013, the Company had \$179.1 million and \$180.5 million, respectively, in loans granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities as part of its non-covered acquired loans accounted for under ASC 310-30. This entire amount was current at June 30, 2014.

The following tables describe the accretable yield and non-accretable discount activity of acquired loans accounted for under ASC 310-30 for the quarters and six-month periods ended June 30, 2014 and 2013, excluding covered loans:

	Quarter Ended June 30,					Six-Month Period Ended June 30,				
	2014		2013		2014		2013			
	(In thousands)									
Accretable Yield Activity										
Balance at beginning of period	\$	482,001		\$	542,741		\$	517,553		\$ 590,409
Accretion		(39,714)			(54,427)			(79,983)		(102,095)

Transfer from non-accretable discount		2,319			7,747			7,036			7,747
Balance at end of period	\$	444,606		\$	496,061		\$	444,606		\$	496,061
	Quarter Ended June 30,						Six-Month Period Ended June 30,				
	2014			2013			2014			2013	
	(In thousands)										
Non-Accretable Discount Activity											
Balance at beginning of period	\$	563,294		\$	733,126		\$	579,587		\$	741,872
Principal losses		(6,251)			(11,738)			(17,827)			(20,484)
Transfer to accretable yield		(2,319)			(7,747)			(7,036)			(7,747)
Balance at end of period	\$	554,724		\$	713,641		\$	554,724		\$	713,641

OFG BANCORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Covered Loans

The carrying amount of covered loans at June 30, 2014 and December 31, 2013 is as follows:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Contractual required payments receivable	\$	607,144		\$	702,126
Less: Non-accretable discount		85,224			129,477
Cash expected to be collected		521,920			572,649
Less: Accretable yield		128,061			162,959
Carrying amount, gross		393,859			409,690
Less: Allowance for covered loan and lease losses		59,515			52,729
Carrying amount, net	\$	334,344		\$	356,961

The following tables describe the accretable yield and non-accretable discount activity of covered loans for the quarters and six-month periods ended June 30, 2014 and 2013:

	Quarter Ended June 30,					Six-Month Period Ended June 30,					
	2014			2013			2014			2013	
	(In thousands)										
Accretable yield activity											
Balance at beginning of period	\$	147,767		\$	174,107		\$	162,959		\$	188,008
Accretion		(24,880)			(23,999)			(48,268)			(44,228)
Transfer from non-accretable discount		5,174			17,024			13,370			23,352
Balance at end of period	\$	128,061		\$	167,132		\$	128,061		\$	167,132
	Quarter Ended June 30,					Six-Month Period Ended June 30,					
	2013			2012			2014			2013	
	(In thousands)										
Non-accretable discount activity											
Balance at beginning of period	\$	107,323		\$	214,236		\$	129,477		\$	237,555

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Principal losses		(16,925)			(4,953)			(30,883)			(21,944)
Transfer to accretable yield		(5,174)			(17,024)			(13,370)			(23,352)
Balance at end of period	\$	85,224		\$	192,259		\$	85,224		\$	192,259

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Non-accrual Loans

The following table presents the recorded investment in loans in non-accrual status by class of loans as of June 30, 2014 and December 31, 2013:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Originated and other loans and leases held for investment					
Mortgage					
Traditional (by origination year):					
Up to the year 2002	\$	3,194	\$		3,428
Years 2003 and 2004		2,945			1,845
Year 2005		6,905			4,922
Year 2006		5,278			4,418
Years 2007, 2008 and 2009		5,860			4,511
Years 2010, 2011, 2012, 2013 and 2014		9,379			7,818
		33,561			26,942
Non-traditional		2,655			2,311
Loss mitigation program		16,084			18,792
		52,300			48,045
Home equity secured personal loans		138			138
		52,438			48,183
Commercial					
Commercial secured by real estate					
Middle market		10,345			11,895
Retail		9,823			7,208
		20,168			19,103
Other commercial and industrial					
Middle market		760			1,134
Retail		2,578			2,485
Floor plan		-			108
		3,338			3,727
		23,506			22,830
Consumer					
Credit cards		271			232
Overdrafts		1			

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Personal lines of credit		139			84
Personal loans		985			485
Cash collateral personal loans		58			4
		1,454			805
Auto and leasing		7,300			5,089
	\$	84,698		\$	76,907

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
<u>Acquired loans accounted under ASC 310-20</u>					
Commercial					
Commercial secured by real estate					
Retail	\$	545		\$	956
Floor plan		101			101
		646			1,057
Other commercial and industrial					
Corporate		94			97
Retail		588			1,371
Floor plan		120			18
		802			1,486
		1,448			2,543
Consumer					
Credit cards		1,318			2,068
Personal loans		34			151
		1,352			2,219
Auto		1,680			1,608
		4,480			6,370
Total non-accrual loans	\$	89,178		\$	83,277

Loans accounted for under ASC 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analyses.

Effective April 24, 2013, delinquent residential mortgage loans insured or guaranteed under applicable FHA and VA programs are placed in non-accrual when they become 18 months or more past due, since they are insured loans. Before that date, they were placed in non-accrual when they became 90 days or more past due.

At June 30, 2014 and December 31, 2013, loans whose terms have been extended and which are classified as troubled-debt restructurings that are not included in non-accrual loans amounted to \$75.4 million and \$66.5 million, respectively, as they are performing under their new terms.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 5 – ALLOWANCE FOR LOAN AND LEASE LOSSES

The composition of the Company's allowance for loan and lease losses at June 30, 2014 and December 31, 2013 was as follows:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Allowance for loans and lease losses on non-covered loans:					
Originated and other loans and leases held for investment:					
Mortgage	\$	19,062		\$	19,937
Commercial		12,423			14,897
Consumer		7,887			6,006
Auto and leasing		11,127			7,866
Unallocated		139			375
		50,638			49,081
Acquired loans:					
Accounted for under ASC 310-20 (Loans with revolving feature and/or					
acquired at a premium)					
Commercial		464			926
Consumer		338			-
Auto		2,642			1,428
		3,444			2,354
Accounted for under ASC 310-30 (Loans acquired with deteriorated					
credit quality, including those by analogy)					
Commercial		6,216			1,713
Consumer		62			418
Auto		-			732
		6,278			2,863
		60,360			54,298
Allowance for loans and lease losses on covered loans:					
Loans secured by 1-4 family residential properties		14,924			12,495
Commercial and other construction		43,976			39,619
Consumer		615			615
		59,515			52,729
Total allowance for loan and lease losses	\$	119,875		\$	107,027

Non-Covered Loans

The Company maintains an allowance for loan and lease losses at a level that management considers adequate to provide for probable losses based upon an evaluation of known and inherent risks. The Company's allowance for loan and lease losses policy provides for a detailed quarterly analysis of probable losses. The analysis includes a review of historical loan loss experience, value of underlying collateral, current economic conditions, financial condition of borrowers and other pertinent factors. While management uses available information in estimating probable loan losses, future additions to the allowance may be required based on factors beyond the Company's control. We also maintain an allowance for loan losses on acquired loans when: (i) for loans accounted for under ASC 310-30, there is deterioration in credit quality subsequent to acquisition, and (ii) for loans accounted for under ASC 310-20, the inherent losses in the loans exceed the remaining credit discount recorded at the time of acquisition. As part of the Company's continuous enhancement to the allowance for loan and lease losses methodology, during the quarter ended March 31, 2014, an assessment of the look-back period and historical loss factor was performed for auto and leasing and consumer loan portfolios based on the trends observed and their relation with the economic cycle as of the period ended March 31, 2014. Same analysis was performed for the commercial portfolio during the quarter ended June 30, 2014. As a result, the period was changed to 24 months from the previously determined 12 months for auto and leasing and consumer. For the commercial portfolio, a look back period of 12 months was maintained. In addition, during the quarter ended June 30, 2014, an assessment of environmental factors was performed for commercial, auto, and consumer portfolios. As a result, more weight is been given to the environmental factors related to the economy, taking into consideration current evolution of the portfolio and expected impact, due to recent economic developments. These changes in the allowance for loan and lease losses' look back period for the consumer and auto and leasing portfolios, and

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

economic factors for the commercial, auto, and consumer portfolios are considered a change in accounting estimate as per ASC 250-10 provisions, where adjustments should be made prospectively.

Originated and Other Loans and Leases Held for Investment

The following tables present the activity in our allowance for loan and lease losses and the related recorded investment of the associated loans for our originated and other loans held for investment portfolio by segment for the periods indicated:

	Quarter Ended June 30, 2014											
								Auto and				
	Mortgage	Commercial	Consumer	Leasing	Unallocated	Total						
	(In thousands)											
Allowance for loan and lease losses for non-covered originated and other loans:												
Balance at beginning of period	\$ 19,511	\$ 13,994	\$ 7,135	\$ 8,731	\$ 136	\$ 49,507						
Charge-offs	(987)	(543)	(1,397)	(5,956)	-	(8,883)						
Recoveries	88	115	244	2,136	-	2,583						
Provision (recapture) for non-covered originated and other loan and lease losses	450	(1,143)	1,905	6,216	3	7,431						
Balance at end of period	\$ 19,062	\$ 12,423	\$ 7,887	\$ 11,127	\$ 139	\$ 50,638						
	Six-Month Period Ended June 30, 2014											
								Auto and				
	Mortgage	Commercial	Consumer	Leasing	Unallocated	Total						
	(In thousands)											

Allowance for loan and lease losses for non-covered originated and other loans:														
Balance at beginning of period	\$	19,937	\$	14,897	\$	6,006	\$	7,866	\$	375	\$	49,081		
Charge-offs		(2,201)		(962)		(2,235)		(10,601)		-		(15,999)		
Recoveries		236		213		391		3,660		-		4,500		
Provision (recapture) for non-covered originated and other loan and lease losses		1,090		(1,725)		3,725		10,202		(236)		13,056		
Balance at end of period	\$	19,062	\$	12,423	\$	7,887	\$	11,127	\$	139	\$	50,638		

	June 30, 2014													
	Mortgage		Commercial		Consumer		Auto and Leasing		Unallocated		Total			
	(In thousands)													
Allowance for loan and lease losses on non-covered originated and other loans:														
Ending allowance balance attributable to loans:														
Individually evaluated for impairment	\$	7,730	\$	2,114	\$	-	\$	-	\$	-	\$	9,844		
Collectively evaluated for impairment		11,332		10,309		7,887		11,127		139		40,794		
Total ending allowance balance	\$	19,062	\$	12,423	\$	7,887	\$	11,127	\$	139	\$	50,638		
Loans:														
Individually evaluated for impairment	\$	90,375	\$	28,910	\$	-	\$	-	\$	-	\$	119,285		
Collectively evaluated for impairment		697,626		1,154,262		161,538		508,034		-		2,521,460		

Total ending loan balance	\$	788,001		\$	1,183,172		\$	161,538		\$	508,034		\$	-		\$	2,640,745
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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Quarter Ended June 30, 2013													
	Mortgage		Commercial		Consumer		Auto and Leasing		Unallocated		Total			
	(In thousands)													
Allowance for loan and lease losses for non-covered originated and other loans:														
Balance at beginning of period	\$	22,889	\$	16,314	\$	1,313	\$	1,741	\$	77	\$	42,334		
Charge-offs		(29,120)		(2,886)		(323)		(709)		-		(33,038)		
Recoveries		-		234		43		209		-		486		
Provision for non-covered originated and other loan and lease losses		27,606		3,961		1,309		2,400		643		35,919		
Balance at end of period	\$	21,375	\$	17,623	\$	2,342	\$	3,641	\$	720	\$	45,701		
	Six-Month Period Ended June 30, 2013													
	Mortgage		Commercial		Consumer		Auto and Leasing		Unallocated		Total			
	(In thousands)													
Allowance for loan and lease losses for non-covered originated and other loans:														
Balance at beginning of period	\$	21,092	\$	17,072	\$	856	\$	533	\$	368	\$	39,921		
Charge-offs		(31,707)		(3,444)		(569)		(800)		-		(36,520)		
Recoveries		-		262		107		216		-		585		
Provision for non-covered originated and other loan and lease		31,990		3,733		1,948		3,692		352		41,715		

losses															
Balance at end of period	\$	21,375	\$	17,623	\$	2,342	\$	3,641	\$	720	\$	45,701			

	December 31, 2013																			
	Mortgage			Commercial			Consumer			Auto and Leasing		Unallocated			Total					
	(In thousands)																			
Allowance for loan and lease losses for non-covered originated and other loans:																				
Ending allowance balance attributable to loans:																				
Individually evaluated for impairment	\$	8,708			\$	1,431			\$	-			\$	-		\$	10,139			
Collectively evaluated for impairment		11,229				13,466				6,006				7,866		375		38,942		
Total ending allowance balance	\$	19,937			\$	14,897			\$	6,006			\$	7,866		\$	375		\$	49,081
Loans:																				
Individually evaluated for impairment	\$	84,494			\$	28,145			\$	-			\$	-		\$	-		\$	112,639
Collectively evaluated for impairment		681,771				1,099,512				127,744				379,874			-			2,288,901
Total ending loans balance	\$	766,265			\$	1,127,657			\$	127,744			\$	379,874		\$	-		\$	2,401,540

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Acquired Loans accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)

The following tables present the activity in our allowance for loan losses and related recorded investment of the associated loans in our non-covered acquired loan portfolio, excluding loans accounted for under ASC 310-30, for the periods indicated:

	Quarter Ended June 30, 2014													
	Commercial			Consumer			Auto			Unallocated			Total	
	(In thousands)													
Allowance for loan and lease losses														
for non-covered acquired loans														
accounted for under ASC 310-20:														
Balance at beginning of period	\$	867		\$	504		\$	2,247		\$	-		\$	3,618
Charge-offs		(110)			(1,952)			(1,370)			-			(3,432)
Recoveries		30			124			535			-			689
Provision (recapture) for non-covered acquired														
loan and lease losses accounted for														
under ASC 310-20		(323)			1,662			1,230			-			2,569
Balance at end of period	\$	464		\$	338		\$	2,642		\$	-		\$	3,444
	Six-Month Period Ended June 30, 2014													
	Commercial			Consumer			Auto			Unallocated			Total	
	(In thousands)													
Allowance for loan and lease losses														

for non-covered acquired loans												
accounted for under ASC 310-20:												
Balance at beginning of period	\$	926	\$	-	\$	1,428	\$	-	\$	2,354		
Charge-offs		(284)		(4,010)		(2,666)		-		(6,960)		
Recoveries		30		224		985		-		1,239		
Provision (recapture) for non-covered acquired loan and lease losses accounted for under ASC 310-20		(208)		4,124		2,895		-		6,811		
Balance at end of period	\$	464	\$	338	\$	2,642	\$	-	\$	3,444		

	June 30, 2014												
	Commercial			Consumer			Auto		Unallocated			Total	
	(In thousands)												
Allowance for loan and lease losses on non-covered acquired loans accounted for under ASC 310-20:													
Ending allowance balance attributable													
to loans:													
Collectively evaluated for impairment		464			338			2,642			-		3,444
Total ending allowance balance	\$	464	\$		338	\$		2,642	\$		-	\$	3,444
Loans:													
Collectively evaluated for impairment		38,602			49,604			238,399			-		326,605
Total ending loan balance	\$	38,602	\$		49,604	\$		238,399	\$		-	\$	326,605

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Quarter Ended June 30, 2013												
	Commercial			Consumer			Auto			Unallocated			Total
	(In thousands)												
Allowance for loan and lease losses													
for non-covered acquired loans													
accounted for under ASC 310-20:													
Balance at beginning of period	\$	386		\$	-		\$	-		\$	-		\$ 386
Charge-offs		(25)			(1,158)			(1,410)			-		(2,593)
Recoveries		-			637			886			-		1,523
Provision (recapture)for non-covered acquired													
loan and lease losses accounted for													
under ASC 310-20		563			521			524			-		1,608
Balance at end of period	\$	924		\$	-		\$	-		\$	-		\$ 924
	Six-Month Period Ended June 30, 2013												
	Commercial			Consumer			Auto			Unallocated			Total
	(In thousands)												
Allowance for loan and lease losses													
for non-covered acquired loans													
accounted for under ASC 310-20:													
Balance at beginning of period	\$	-		\$	-		\$	-		\$	-		-
Charge-offs		(25)			(2,614)			(3,125)			-		(5,764)

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Recoveries		-		844		2,116		-		2,960
Provision (recapture) for non-covered acquired loan and lease losses accounted for under ASC 310-20								-		
		949		1,770		1,009				3,728
Balance at end of period	\$	924	\$	-	\$	-	\$	-	\$	924

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2013												
	Commercial			Consumer			Auto		Unallocated			Total	
	(In thousands)												
Allowance for loan and lease losses on non-covered acquired loans accounted for under ASC 310-20:													
Ending allowance balance attributable													
to loans:													
Collectively evaluated for impairment		926			-		1428			-			2,354
Total ending allowance balance	\$	926	\$		-	\$	1,428	\$		-	\$		2,354
Loans:													
Collectively evaluated for impairment		77,681			56,174		301,584			-			435,439
Total ending loan balance	\$	77,681	\$		56,174	\$	301,584	\$		-	\$		435,439

Acquired Loans Accounted for under ASC 310-30 (including those accounted for under ASC 310-30 by analogy)

The following tables present the activity in our allowance for loan losses and related recorded investment of the associated loans in our non-covered acquired loan portfolio accounted for under ASC 310-30, for the periods indicated:

	Quarter Ended June 30, 2014													
	Mortgage		Commercial		Construction		Consumer		Auto		Total			
	(In thousands)													
Allowance for loan and lease losses for non-covered loans accounted for under ASC 310-30:														
Balance at beginning of period	\$	-	\$	2,653	\$	-	\$	405	\$	-	\$	3,058		

Provision(recapture) for non-covered acquired loan and lease losses accounted for under ASC 310-30																	
		-			3,563			-			(343)			-			3,220
Balance at end of period	\$	-	\$	6,216	\$	-	\$	62	\$	-	\$	6,278					
	Six-Month Period Ended June 30, 2014																
	Mortgage		Commercial		Construction		Consumer			Auto						Total	
	(In thousands)																
Allowance for loan and lease losses for non-covered loans accounted for under ASC 310-30:																	
Balance at beginning of period	\$	-	\$	1,713	\$	-	\$	418	\$	732	\$	2,863					
Provision (recapture) for non-covered acquired loan and lease losses accounted for under ASC 310-30																	
		-			4,503			-			(356)			(732)			3,415
Balance at end of period	\$	-	\$	6,216	\$	-	\$	62	\$	-	\$	6,278					

Non-covered acquired loans accounted for under ASC 310-30 were recognized at fair value as of December 18, 2012, which included the impact of expected credit losses, and therefore, no allowance for credit losses was recorded during the six-month period ended June 30, 2013.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Impaired Loans

The Company evaluates all loans, some individually and others as homogeneous groups, for purposes of determining impairment. The total investment in impaired commercial loans was \$29.1 million and \$28.4 million at June 30, 2014 and December 31, 2013, respectively. The impaired commercial loans were measured based on the fair value of collateral or the present value of cash flows, including those identified as troubled-debt restructurings. The valuation allowance for impaired commercial loans amounted to \$2.1 million and \$1.4 million at June 30, 2014 and December 31, 2013, respectively. The total investment in impaired mortgage loans was \$90.4 million and \$84.5 million at June 30, 2014 and December 31, 2013, respectively. Impairment on mortgage loans assessed as troubled-debt restructurings was measured using the present value of cash flows. The valuation allowance for impaired mortgage loans amounted to approximately \$7.7 million and \$8.7 million at June 30, 2014 and December 31, 2013, respectively.

The Company's recorded investment in non-covered commercial and mortgage loans categorized as originated and other loans and leases held for investment that were individually evaluated for impairment and the related allowance for loan and lease losses at June 30, 2014 and December 31, 2013 are as follows:

	June 30, 2014								
	Unpaid			Recorded			Related		
	Principal			Investment			Allowance		Coverage
	(In thousands)								
Impaired loans with specific allowance:									
Commercial	\$	4,580		\$	4,459		\$	2,114	47%
Residential troubled-debt restructuring		95,652			90,375			7,730	9%
Impaired loans with no specific allowance:									
Commercial		31,599			24,451			N/A	N/A
Total investment in impaired loans	\$	131,831		\$	119,285		\$	9,844	8%

	December 31, 2013									
	Unpaid			Recorded			Related			
	Principal			Investment			Allowance			Coverage
	(In thousands)									
Impaired loans with specific allowance										

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Commercial	\$	6,600	\$	5,553	\$	1,431	26%
Residential troubled-debt restructuring		89,539		84,494		8,708	10%
Impaired loans with no specific allowance							
Commercial		27,914		22,592		N/A	N/A
Total investment in impaired loans	\$	124,053	\$	112,639	\$	10,139	9%

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company's recorded investment in non-covered commercial loans categorized as non-covered acquired loans accounted for under ASC 310-20 that were individually evaluated for impairment and the related allowance for loan and lease losses at June 30, 2014 and December 31, 2013 are as follows:

	June 30, 2014								
	Unpaid			Recorded			Related		
	Principal			Investment			Allowance		Coverage
	(In thousands)								
Impaired loans with no specific allowance									
Commercial		208			208			N/A	N/A
Total investment in impaired loans	\$	208		\$	208		\$	-	0%
	December 31, 2013								
	Unpaid			Recorded			Specific		
	Principal			Investment			Allowance		Coverage
	(In thousands)								
Impaired loans with no specific allowance									
Commercial		208			208			N/A	N/A
Total investment in impaired loans	\$	208		\$	208		\$	-	0%

The Company's recorded investment in non-covered acquired loan pools accounted for under ASC 310-30 and their related allowance for non-covered loan and lease losses at June 30, 2014 and December 31, 2013 are as follows:

	June 30, 2014									
	Unpaid			Recorded						
	Principal			Investment			Allowance			Coverage
	(In thousands)									
Impaired non-covered loan pools:										
Mortgage	\$	4,793		\$	4,277		\$	57		1%
Commercial		231,428			208,544			2,867		1%

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Construction		45,912		40,550		3,330		8%
Consumer		51,145		43,824		24		0%
Total investment in impaired non-covered loan pools	\$	333,278	\$	297,195	\$	6,278		2%

	December 31, 2013								
	Unpaid			Recorded					
	Principal			Investment			Allowance		Coverage
	(In thousands)								
Impaired non-covered loan pools:									
Mortgage	\$	5,183		\$	4,718		\$	57	1%
Commercial		48,100			40,411			394	1%
Construction		21,526			17,818			1,319	7%
Consumer		73,043			63,606			361	1%
Auto		379,236			377,316			732	0%
Total investment in impaired non-covered loan pools	\$	527,088		\$	503,869		\$	2,863	1%

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the interest recognized in non-covered commercial and mortgage loans that were individually evaluated for impairment, excluding loans accounted for under ASC 310-30, for the quarters and six-month periods ended June 30, 2014 and 2013:

	Quarter Ended June 30,									
	2014					2013				
	Interest Income Recognized		Average Recorded Investment			Interest Income Recognized		Average Recorded Investment		
	(In thousands)									
Impaired loans with specific allowance										
Commercial	\$	39		\$	7,200	\$	255		\$	17,049
Residential troubled-debt restructuring		663			90,445		682			83,081
Impaired loans with no specific allowance										
Commercial		77			21,951		226			23,304
Total interest income from impaired loans	\$	779		\$	119,596	\$	1,163		\$	123,434
	Six-Month Period Ended June 30,									
	2014					2013				
	Interest Income Recognized		Average Recorded Investment			Interest Income Recognized		Average Recorded Investment		
	(In thousands)									
Impaired loans with specific allowance										
Commercial	\$	78		\$	6,729	\$	322		\$	17,789
Residential troubled-debt restructuring		1,270			88,749		1,273			80,914
Impaired loans with no specific allowance										
Commercial		154			21,790		364			25,304
Total interest income from impaired loans	\$	1,502		\$	117,268	\$	1,959		\$	124,007

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Modifications

The following tables present the troubled-debt restructurings during the quarters and six-month periods ended June 30, 2014 and 2013:

Quarter Ended June 30, 2014								
	Number of contracts	Pre-Modification Outstanding Recorded Investment	Pre-Modification Weighted Average Rate	Pre-Modification Weighted Average Term (in Months)	Post-Modification Outstanding Recorded Investment	Post-Modification Weighted Average Rate	Post-Modification Weighted Average Term (in Months)	
(Dollars in thousands)								
Mortgage	33	\$ 5,001	6%	353	\$ 4,965	4.12%		
Commercial	1	73	7%	55	73	9.25%		
Consumer	3	24	14%	77	24	13.98%		
Six-Month Period Ended June 30, 2014								
	Number of contracts	Pre-Modification Outstanding Recorded Investment	Pre-Modification Weighted Average Rate	Pre-Modification Weighted Average Term (in Months)	Post-Modification Outstanding Recorded Investment	Post-Modification Weighted Average Rate	Post-Modification Weighted Average Term (in Months)	
(Dollars in thousands)								
Mortgage	88	\$ 11,813	6%	349	\$ 11,446	4.26%		
Commercial	1	73	7%	55	73	9.25%		
Consumer	8	66	13%	70	68	13.31%		
Quarter Ended June 30, 2013								
	Number of contracts	Pre-Modification Outstanding Recorded Investment	Pre-Modification Weighted Average Rate	Pre-Modification Weighted Average Term (in Months)	Post-Modification Outstanding Recorded Investment	Post-Modification Weighted Average Rate	Post-Modification Weighted Average Term (in Months)	
(Dollars in thousands)								
Mortgage	42	\$ 5,372	6%	355	\$ 5,715	4.26%		
Commercial	2	1,842	9%	87	1,842	4.00%		
Consumer	2	18	14%	41	18	13.67%		

	Six-Month Period Ended June 30, 2013									
	Number of contracts	Pre- Modification Outstanding Recorded Investment	Pre-Modification Weighted Average Rate	Pre-Modification Weighted Average Term (in Months)	Post-Modification Outstanding Recorded Investment	Post-Modification Weighted Average Rate	Post-Modification Weighted Average Term Months			
	(Dollars in thousands)									
Mortgage	86	\$ 10,555	7%	342	\$ 11,288	4.59%				
Commercial	2	1,842	9%	87	1,842	4.00%				
Consumer	2	18	14%	41	18	13.67%				

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents troubled-debt restructurings for which there was a payment default during the twelve-month periods ended June 30, 2014 and 2013:

	Twelve-Month Period Ended June 30,							
	2014					2013		
	Number of Contracts		Recorded Investment			Number of Contracts		Recorded Investment
	(Dollars in thousands)							
Mortgage	22		\$	2,703		48		\$ 6,414
Consumer	5		\$	101		2		\$ 29

Credit Quality Indicators

The Company categorizes non-covered originated and other loans and acquired loans accounted for under ASC 310-20 into risk categories based on relevant information about the ability of borrowers to service their debt, such as economic conditions, portfolio risk characteristics, prior loss experience, and the results of periodic credit reviews of individual loans.

The Company uses the following definitions for risk ratings:

Pass: Loans classified as “pass” have a well defined primary source of repayment very likely to be sufficient, with no apparent risk, strong financial position, minimal operating risk, profitability, liquidity and capitalization better than industry standards.

Special Mention: Loans classified as “special mention” have a potential weakness that deserves management’s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution’s credit position at some future date.

Substandard: Loans classified as “substandard” are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful: Loans classified as “doubtful” have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, questionable and improbable.

Loss: Loans classified as “loss” are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off this worthless loan even though partial recovery may be effected in the future.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

As of June 30, 2014 and December 31, 2013, and based on the most recent analysis performed, the risk category of gross non-covered originated and other loans and acquired loans accounted for under ASC 310-20 subject to risk rating by class of loans is as follows:

	June 30, 2014												
	Risk Ratings												
													Individually
	Balance					Special							Measured for
	Outstanding		Pass			Mention		Substandard		Doubtful			Impairment
	(In thousands)												
Commercial - originated and other loans held for investment													
Commercial secured by real estate:													
Corporate	\$ 90,886		\$ 90,886			\$ -		\$ -		\$ -			\$ -
Institutional	30,701		20,581			10,120		-		-			-
Middle market	141,225		121,532			6,726		-		-			12,967
Retail	157,188		142,415			1,382		2,233		-			11,158
Floor plan	1,680		1,579			101		-		-			-
Real estate	11,878		11,878			-		-		-			-
	433,558		388,871			18,329		2,233		-			24,125
Other commercial and industrial:													
Corporate	61,329		61,329			-		-		-			-
Institutional	487,725		287,734			199,991		-		-			-
Middle market	80,794		73,967			3,428		389		-			3,010
Retail	77,756		73,753			259		1,969		-			1,775
Floor plan	42,010		40,910			299		801		-			-
	749,614		537,693			203,977		3,159		-			4,785
Total	1,183,172		926,564			222,306		5,392		-			28,910
Commercial - acquired loans													
(under ASC 310-20)													

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Commercial secured by real estate:																
Corporate		2,999		2,999		-		-		-		-		-		-
Retail		2,557		2,091		-		466		-		-		-		-
Floor plan		3,947		3,947		-		-		-		-		-		-
		9,503		9,037		-		466		-		-		-		-
Other commercial and industrial:																
Corporate		3,010		2,916		94		-		-		-		-		-
Retail		11,420		10,871		100		449		-		-		-		-
Floor plan		14,669		14,669		-		-		-		-		-		-
		29,099		28,456		194		449		-		-		-		-
Total		38,602		37,493		194		915		-		-		-		-
Total	\$	1,221,774	\$	964,057	\$	222,500	\$	6,307	\$	-	\$	-	\$	28,910		

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2013													
	Risk Ratings													
														Individually
	Balance					Special								Measured for
	Outstanding		Pass			Mention		Substandard		Doubtful				Impairment
	(In thousands)													
Commercial - originated and other loans held for investment														
Commercial secured by real estate:														
Corporate	\$ 54,796		\$ 54,796			\$ -		\$ -		\$ -		\$ -		-
Institutional	4,050		4,050			-		-		-		-		-
Middle market	161,583		133,061			16,627		118		-		-		11,777
Retail	166,642		149,018			2,182		2,258		-		-		13,184
Floor plan	1,835		1,835			-		-		-		-		-
Real estate	11,655		11,655			-		-		-		-		-
	400,561		354,415			18,809		2,376		-		-		24,961
Other commercial and industrial:														
Corporate	32,598		32,598			-		-		-		-		-
Institutional	536,445		536,445			-		-		-		-		-
Middle market	58,897		53,868			3,466		198		-		-		1,365
Retail	61,510		58,742			257		691		-		-		1,820
Floor plan	37,646		37,350			188		108		-		-		-
	727,096		719,003			3,911		997		-		-		3,185
Total	1,127,657		1,073,418			22,720		3,373		-		-		28,146
Commercial - acquired loans														
(under ASC 310-20)														
Commercial secured by real estate:														
Corporate	10,166		10,166			-		-		-		-		-

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Retail		5,770		4,378		443		949		-		-
Floor plan		2,677		2,576		-		101		-		-
		18,613		17,120		443		1,050		-		-
Other commercial and industrial:												
Corporate		9,793		9,696		-		97		-		-
Retail		27,338		26,044		150		1,144		-		-
Floor plan		21,937		21,769		168		-		-		-
		59,068		57,509		318		1,241		-		-
Total		77,681		74,629		761		2,291		-		-
Total	\$	1,205,338	\$	1,148,047	\$	23,481	\$	5,664	\$	-	\$	28,146

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

At June 30, 2014 and December 31, 2013, we had approximately \$670.9 million and \$763.4 million, respectively, of credit facilities granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities, of which \$655.4 million and \$696.0, respectively, were outstanding as of such dates. A substantial portion of our credit exposure to the government of Puerto Rico consists of collateralized loans or obligations that have a specific source of income or revenues identified for its repayment. Some of these obligations consist of senior and subordinated loans to public corporations that obtain revenues from rates charged for services, such as water and electric power utilities. Public corporations have varying degrees of independence from the central government and many have received appropriations or are due other payments from it. We also have 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 their general obligation bonds and notes. 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 good faith and credit obligations of the municipalities have a first lien on the basic property taxes.

In the second quarter of 2014, the government enacted the Puerto Rico Public Corporation Debt Enforcement and Recovery Act (the “Recovery Act”), which establishes procedures for the adjustment of certain public corporations’ debts. The Recovery Act states in its preamble that it further promotes the central government’s public policy objectives of no longer providing financial support to public corporations and promoting their economic independence. The Recovery Act, which is without precedent and is being challenged in federal court on constitutional grounds, has increased the level of uncertainty as to the rights of the affected public corporation’s creditors. As of June 30, 2014, we had approximately \$382.9 million of credit facilities granted to public corporations authorized to initiate proceedings under the Recovery Act.

Oriental Bank is part of a four bank syndicate providing a \$550 million dollar revolving line of credit to finance the purchase of fuel for the day to day power generation activities of the Puerto Rico Electric Power Authority (“PREPA”), a public corporation authorized to seek relief under the Recovery Act. The Bank’s participation in the line of credit has an unpaid principal balance of \$200.0 million as of June 30, 2014, which matures on August 14, 2014 and is currently accruing. The bank syndicate and PREPA have executed a short term forbearance agreement that expires at the maturity of the line of credit pursuant to which the bank syndicate agreed to not exercise remedies in connection with certain defaults under the loan agreement to facilitate a dialogue with PREPA, which is actively ongoing, regarding the future of the line of credit. As of June 30, 2014, this credit facility has a rating of special mention.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

For residential and consumer loan classes, the Company evaluates credit quality based on the delinquency status of the loan. As of June 30, 2014 and December 31, 2013, and based on the most recent analysis performed, the risk category of non-covered gross originated and other loans and acquired loans accounted for under ASC 310-20 not subject to risk rating by class of loans is as follows:

	June 30, 2014									
	Delinquency									
										Individually
Balance										Measured for
Outstanding	0-29 days	30-59 days	60-89 days	90-119 days	120-364 days	365+ days				Impairment
	(In thousands)									
Originated and other loans and leases held for investment										
Mortgage										
Traditional										
(by origination year)										
Up to the year 2002	\$ 70,373	\$ 59,428	\$ 5,181	\$ 2,498	\$ 693	\$ 649	\$ 1,840	\$ 84		
Years 2003 and 2004	62,282	51,929	5,503	1,905	232	1,267	1,126	320		
Year 2005	85,869	69,305	6,611	2,959	775	3,029	2,806	384		
Year 2006	114,386	94,669	10,562	3,781	1,561	1,813	1,808	192		
Years 2007, 2008 and 2009	94,343	82,470	3,962	2,051	1,130	2,186	2,143	401		
Years 2010, 2011, 2012	195,672	173,113	1,979	1,515	246	1,843	1,344	15,632		

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2013 and 2014																		
	622,925		530,914		33,798		14,709		4,637		10,787		11,067					17,013
Non-traditional	38,034		32,254		1,997		1,128		263		1,270		1,073					49
Loss mitigation program	87,964		8,100		1,255		471		223		932		691					76,292
	748,923		571,268		37,050		16,308		5,123		12,989		12,831					93,354
Home equity secured																		
personal loans	749		611		-		-		-		126		12					-
GNMA's buy-back																		
option program	38,329		-		-		-		7,258		16,835		14,236					-
	788,001		571,879		37,050		16,308		12,381		29,950		27,079					93,354
Consumer																		
Credit cards	15,886		15,034		345		236		61		210		-					-
Overdrafts	318		295		19		3		-		1		-					-
Unsecured personal lines of credit	1,976		1,789		57		1		90		29		10					-
Unsecured personal loans	126,420		123,520		1,206		535		521		123		11					504
Cash collateral personal loans	16,938		16,516		280		94		48		-		-					-
	161,538		157,154		1,907		869		720		363		21					504
Auto and Leasing	508,034		450,414		37,047		13,620		4,588		2,365		-					-
	1,457,573		1,179,447		76,004		30,797		17,689		32,678		27,100					93,858
Acquired loans (accounted for under ASC 310-20)																		
Consumer																		
Credit cards	45,938		42,265		1,520		835		465		853		-					-
Personal loans	3,666		3,335		218		82		10		21		-					-
	49,604		45,600		1,738		917		475		874		-					-
Auto	238,399		220,905		11,603		4,325		965		601		-					-
	288,003		266,505		13,341		5,242		1,440		1,475		-					-
Total	\$ 1,745,576	\$	1,445,952	\$	89,345	\$	36,039	\$	19,129	\$	34,153	\$	27,100	\$			\$	93,858

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2013															
	Delinquency															
																Individually
	Balance															Measured for
	Outstanding		0-29 days		30-59 days		60-89 days		90-119 days		120-364 days		365+ days			Impairment
	(In thousands)															
Originated and other loans and leases held for investment																
Mortgage																
Traditional (by origination year)																
Up to the year 2002	\$ 76,512		\$ 64,743		\$ 6,594		\$ 1,634		\$ 868		\$ 1,082		\$ 1,458		\$ 133	
Years 2003 and 2004	65,117		56,283		4,722		1,938		56		1,437		352		329	
Year 2005	89,541		74,016		8,414		2,119		1,198		3,037		573		184	
Year 2006	120,322		99,243		12,055		4,312		1,148		2,755		515		294	
Years 2007, 2008 and 2009	101,150		91,920		3,464		1,104		1,264		2,844		554		-	
Years 2010, 2011, 2012 and 2013	149,546		134,577		3,192		1,609		115		974		989		8,090	
	602,188		520,782		38,441		12,716		4,649		12,129		4,441		9,030	
Non-traditional	42,102		35,168		3,217		1,162		-		1,324		833		398	
Loss mitigation program	86,318		7,762		1,376		149		624		312		1,029		75,066	

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	730,608	563,712	43,034	14,027	5,273	13,765	6,303	84,494
Home equity secured								
personal loans	736	598	-	-	-	126	12	-
GNMA's buy-back								
option program	34,921	-	-	-	7,670	14,425	12,826	-
	766,265	564,310	43,034	14,027	12,943	28,316	19,141	84,494
Consumer								
Credit cards	15,241	14,555	287	168	118	113	-	-
Overdrafts	372	322	46	4	-	-	-	-
Unsecured personal lines of credit	1,981	1,844	33	38	25	34	7	-
Unsecured personal loans	94,560	92,102	1,272	399	300	39	13	435
Cash collateral personal loans	15,590	15,223	324	43	-	-	-	-
	127,744	124,046	1,962	652	443	186	20	435
Auto and Leasing	379,874	339,817	25,532	9,437	3,397	1,691	-	-
	1,273,883	1,028,173	70,528	24,116	16,783	30,193	19,161	84,929
Acquired loans (accounted for under ASC 310-20)								
Consumer								
Credit cards	52,199	46,713	2,217	1,200	828	1,241	-	-
Personal loans	3,975	3,681	196	7	60	31	-	-
	56,174	50,394	2,413	1,207	888	1,272	-	-
Auto	301,584	283,825	12,534	3,616	1,095	514	-	-
	357,758	334,219	14,947	4,823	1,983	1,786	-	-
Total	\$ 1,631,641	\$ 1,362,392	\$ 85,475	\$ 28,939	\$ 18,766	\$ 31,979	\$ 19,161	\$ 84,929

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Covered Loans

For covered loans, as part of the evaluation of actual versus expected cash flows, the Company assesses on a quarterly basis the credit quality of these loans based on delinquency, severity factors and risk ratings, among other assumptions. Migration and credit quality trends are assessed at the pool level, by comparing information from the latest evaluation period through the end of the reporting period.

The changes in the allowance for loan and lease losses on covered loans for the quarters and six-month periods ended June 30, 2014 and 2013 were as follows:

	Quarter Ended June 30,					Six-Month Period Ended June 30,					
	2014			2013			2014			2013	
	(In thousands)										
Balance at beginning of the period	\$	54,398		\$	52,974		\$	52,729		\$	54,124
Provision for covered loan and lease losses, net		1,595			1,211			3,224			1,883
FDIC shared-loss portion of provision for (recapture of)											
covered loan and lease losses, net		3,522			(192)			3,562			(2,014)
Balance at end of the period	\$	59,515		\$	53,993		\$	59,515		\$	53,993

FDIC shared-loss portion of provision for (recapture of) covered loans and lease losses net, represents the credit impairment losses to be covered under the FDIC loss-share agreement which is increasing (decreasing) the FDIC loss-share indemnification asset.

Net provision for covered loans includes both additional reserves and reserve releases for different pools. The pools for which there were releases are also subject to a reduction to the FDIC shared-loss indemnification asset because of lower expected losses which are recognized as recaptures.

The Company's recorded investment in covered loan pools that have recorded impairments and their related allowance for covered loan and lease losses as of June 30, 2014 and December 31, 2013 are as follows:

	June 30, 2014									
	Unpaid			Recorded						
	Principal			Investment			Allowance			Coverage
	(In thousands)									
Impaired covered loan pools:										
Loans secured by 1-4 family residential properties	\$	141,951		\$	108,884		\$	14,923		14%
Construction and development secured by 1-4 family residential properties		63,615			18,566			7,799		42%
Commercial and other construction		124,506			77,980			36,178		46%
Consumer		9,184			4,912			615		13%
Total investment in impaired covered loan pools	\$	339,256		\$	210,342		\$	59,515		28%

	December 31, 2013									
	Unpaid			Recorded			Specific			
	Principal			Investment			Allowance			Coverage
	(In thousands)									
Impaired covered loan pools with specific allowance										
Loans secured by 1-4 family residential properties	\$	52,142		\$	38,179		\$	12,495		33%
Construction and development secured by 1-4 family residential properties		66,037			17,304			6,866		40%
Commercial and other construction		209,566			111,946			32,753		29%
Consumer		10,512			5,857			615		11%
Total investment in impaired covered loan pools	\$	338,257		\$	173,286		\$	52,729		30%

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 6- FDIC INDEMNIFICATION ASSET AND TRUE-UP PAYMENT OBLIGATION

In connection with the FDIC assisted acquisition, the Bank and the FDIC entered into shared-loss agreements pursuant which the FDIC covers a substantial portion of any losses on loans (and related unfunded loan commitments), foreclosed real estate and other repossessed properties covered by the agreements.

The acquired loans, foreclosed real estate, and other repossessed properties subject to the shared-loss agreements are collectively referred to as “covered assets.” Under the terms of the shared-loss agreements, the FDIC absorbs 80% of losses and shares in 80% of loss recoveries on covered assets. The term of the shared-loss agreement covering single family residential mortgage loans is ten years with respect to losses and loss recoveries, while the term of the shared-loss agreement covering commercial loans is five years with respect to losses and eight years with respect to loss recoveries, from the April 30, 2010 acquisition date. The shared-loss agreements also provide for certain costs directly related to the collection and preservation of covered assets to be reimbursed at an 80% level. The FDIC indemnification asset represents the portion of estimated losses covered by the shared-loss agreements between the Bank and the FDIC.

The following table presents the activity in the FDIC indemnification asset and true-up payment obligation for the quarters ended June 30, 2014 and 2013:

	Quarter ended June 30,						Six-Month Period Ended June 30,					
	2014			2013				2014			2013	
	(In thousands)											
FDIC indemnification asset:						-	-					
Balance at beginning of period	\$	166,194		\$	283,124			\$	189,240		\$	302,295
Shared-loss agreements reimbursements from the FDIC		(10,464)			(12,046)				(18,700)			(18,696)
Increase (decrease) in expected credit losses to be covered under shared-loss agreements, net		3,522			(193)				3,562			(2,015)
FDIC shared-loss expense		(17,499)			(19,225)				(35,121)			(31,425)
Incurring expenses to be reimbursed under shared-loss agreements		1,907			1,719				4,679			3,220
Balance at end of period	\$	143,660		\$	253,379			\$	143,660		\$	253,379

True-up payment obligation:											
Balance at beginning of period	\$	19,375	\$	16,167			\$	18,510	\$	15,496	
FDIC shared-loss expense		856		740				1,721		1,411	
Balance at end of period	\$	20,231	\$	16,907			\$	20,231	\$	16,907	

The FDIC shared-loss expense increased as the Company continues to forecast better performance and cash flows from covered loans than previously expected resulting in a minor increase in the amortization of the FDIC indemnification asset.

The FDIC shared-loss expense of \$18.4 million and \$36.8 million for the quarter and six-month period ended June 30, 2014 compared to \$20.0 million and \$32.8 million for the same periods in 2013. These changes were caused by the ongoing evaluation of expected cash flows of the covered loan portfolio, which resulted in reduced projected losses expected to be collected from the FDIC and the improved accretable yield on the covered loans. Forecasted losses show a decreasing trend during the six-month period ended June 30, 2014 as compared to the projections in 2013. The reduction in claimable losses amortizes the FDIC indemnification asset through the shorter of the life of the shared loss agreement or the loan holding period. This amortization is net of the accretion of the discount recorded to reflect the expected claimable loss at its net present value. During the quarter and six-month period ended June 30, 2014, the net amortization included \$1.6 million and \$5.1 million of additional amortization of the FDIC indemnification asset from stepped up cost recoveries on certain construction, commercial, and leasing loan pools. Additional amortization of the FDIC indemnification asset may be recorded, should the Company continue to experience reduced expected losses. The majority of the FDIC indemnification asset, \$98.9 million, is recorded for projected claimable losses on non-single family residential loans whose loss share period ends in the second quarter of 2015, although the period during which recoveries are shared extends for an additional three-years.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Also in connection with the FDIC assisted acquisition, the Bank agreed to make a true-up payment, also known as clawback liability or clawback provision, to the FDIC on the date that is 45 days following the last day (such day, the “True-Up Measurement Date”) of the final shared-loss month, or upon the final disposition of all covered assets under the shared-loss agreements in the event losses thereunder fail to reach expected levels. Under the shared-loss agreements, the Bank will pay to the FDIC 50% of the excess, if any, of: (i) 20% of the Intrinsic Loss Estimate of \$906.0 million (or \$181.2 million) (as determined by the FDIC) less (ii) the sum of: (A) 25% of the asset discount (per bid) (or \$227.5 million); plus (B) 25% of the cumulative shared-loss payments (defined as the aggregate of all of the payments made or payable to the Bank minus the aggregate of all of the payments made or payable to the FDIC); plus (C) the sum of the period servicing amounts for every consecutive twelve-month period prior to and ending on the True-Up Measurement Date in respect of each of the shared-loss agreements during which the shared-loss provisions of the applicable shared-loss agreement is in effect (defined as the product of the simple average of the principal amount of shared-loss loans and shared-loss assets at the beginning and end of such period times 1%). The true-up payment represents an estimated liability of \$20.2 million and \$18.5 million, net of discount, as of June 30, 2014 and December 31, 2013, respectively. The estimated liability is included within other liabilities in the unaudited consolidated statements of financial condition.

NOTE 7 — DERIVATIVE ACTIVITIES

During the quarter and six-month period ended June 30, 2014, losses of \$247 thousand and \$470 thousand, respectively, were recognized and reflected as “Derivative Activities” in the unaudited consolidated statements of operations. During the quarter and six-month period ended June 30, 2013, losses of \$164 thousand and \$934 thousand, respectively, were recognized.

The following table presents the Company’s derivative assets and liabilities at June 30, 2014 and December 31, 2013:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Derivative assets:					
Options tied to S&P 500 Index	\$	6,580		\$	16,430
Interest rate swaps designated as cash flow hedges		-			850
Interest rate swaps not designated as hedges		2,728			2,861
Interest rate caps		249			319
Other		1			42
	\$	9,558		\$	20,502

Derivative liabilities:					
Interest rate swaps designated as cash flow hedges		10,515			11,757
Interest rate swaps not designated as hedges		2,728			2,861
Interest rate caps		249			319
Other		125			-
	\$	13,617		\$	14,937

Interest Rate Swaps

The Company enters into interest rate swap contracts to hedge the variability of future interest cash flows of forecasted wholesale borrowings attributable to changes in a predetermined variable index rate. The interest rate swaps effectively fix the Company's interest payments on an amount of forecasted interest expense attributable to the variable index rate corresponding to the swap notional stated rate. These swaps are designated as cash flow hedges for the forecasted wholesale borrowing transactions, are properly documented as such, and therefore, qualify for cash flow hedge accounting. Any gain or loss associated with the effective portion of our cash flow hedges was recognized in other comprehensive income and is subsequently reclassified into earnings in the period during which the hedged forecasted transactions affect earnings. Changes in the fair value of these derivatives are recorded in accumulated other comprehensive income to the extent there is no significant ineffectiveness in the cash flow hedging relationships. Currently, the Company does not expect to reclassify any amount included in other comprehensive income related to these interest rate swaps to earnings in the next twelve months.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table shows a summary of these swaps and their terms at June 30, 2014:

		Notional	Fixed	Variable	Trade	Settlement	Maturity
Type		Amount	Rate	Rate Index	Date	Date	Date
		(In thousands)					
Interest Rate Swaps	\$	25,000	2.4365%	1-Month LIBOR	05/05/11	05/04/12	05/04/16
		25,000	2.6200%	1-Month LIBOR	05/05/11	07/24/12	07/24/16
		25,000	2.6350%	1-Month LIBOR	05/05/11	07/30/12	07/30/16
		50,000	2.6590%	1-Month LIBOR	05/05/11	08/10/12	08/10/16
		100,000	2.6750%	1-Month LIBOR	05/05/11	08/16/12	08/16/16
		39,961	2.4210%	1-Month LIBOR	07/03/13	07/03/13	08/01/23
	\$	264,961					

An unrealized loss of \$10.5 million was recognized in accumulated other comprehensive income related to the valuation of these swaps at June 30, 2014, and the related asset and liability are being reflected in the accompanying unaudited consolidated statements of financial condition.

At June 30, 2014 and December 31, 2013, interest rate swaps not designated as hedging instruments that were offered to clients represented an asset of \$2.7 million and \$2.9 million, respectively, and were included as part of derivative assets in the unaudited consolidated statements of financial position. The credit risk to these clients stemming from these derivatives, if any, is not material. At June 30, 2014 and December 31, 2013, interest rate swaps not designated as hedging instruments that are the mirror-images of the derivatives offered to clients represented a liability of \$2.7 million and \$2.9 million, respectively, and were included as part of derivative liabilities in the unaudited consolidated statements of financial condition.

The following table shows a summary of these interest rate swaps not designated as hedging instruments and their terms at June 30, 2014:

		Notional	Fixed	Variable	Settlement	Maturity
Type		Amount	Rate	Rate Index	Date	Date
		(In thousands)				
Interest Rate Swaps - Derivatives Offered to Clients	\$	4,049	5.1300%	1-Month LIBOR	07/03/06	07/03/16

		12,500	5.5050%	1-Month LIBOR	04/11/09	04/11/19
	\$	16,549				
Interest Rate Swaps - Mirror Image Derivatives	\$	4,049	5.1300%	1-Month LIBOR	07/03/06	07/03/16
		12,500	5.5050%	1-Month LIBOR	04/11/09	04/11/19
	\$	16,549				

OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)*****Options Tied to Standard & Poor's 500 Stock Market Index***

The Company has offered its customers certificates of deposit with an option tied to the performance of the S&P 500 Index. The Company uses option agreements with major broker-dealers to manage its exposure to changes in this index. Under the terms of the option agreements, the Company receives the average increase in the month-end value of the index in exchange for a fixed premium. The changes in fair value of the option agreements used to manage the exposure in the stock market in the certificates of deposit are recorded in earnings. At June 30, 2014 and December 31, 2013, the purchased options used to manage exposure to the S&P 500 Index on stock indexed deposits represented an asset of \$6.6 million (notional amount of \$14.0 million) and \$16.4 million (notional amount of \$28.0 million), respectively, and the options sold to customers embedded in the certificates of deposit and recorded as deposits in the unaudited consolidated statements of financial condition, represented a liability of \$6.4 million (notional amount of \$13.4 million) and \$15.7 million (notional amount of \$26.9 million), respectively.

Interest rate caps

The Company has entered into interest rate cap transactions with various clients with floating-rate debt who wish to protect their financial results against increases in interest rates. In these cases, the Company simultaneously enters into mirror-image interest rate cap transactions with financial counterparties. None of these cap transactions qualify for hedge accounting, and therefore, they are marked to market through earnings. The outstanding total notional amount of interest rate caps was \$110.0 million at both June 30, 2014 and December 31, 2013. At June 30, 2014 and December 31, 2013, the interest rate caps sold to clients represented a liability of \$249 thousand and \$319 thousand, respectively, and were included as part of derivative liabilities in the unaudited consolidated statements of financial condition. At June 30, 2014 and December 31, 2013, the interest rate caps purchased as mirror-images represented an asset of \$249 thousand and \$319 thousand, respectively, and were included as part of derivative assets in the unaudited consolidated statements of financial condition.

NOTE 8 — ACCRUED INTEREST RECEIVABLE AND OTHER ASSETS

Accrued interest receivable at June 30, 2014 and December 31, 2013 consists of the following:

	June 30,		December 31,
	2014		2013
	(In thousands)		

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Non-covered loans	\$	18,098	\$	13,378
Investments		4,410		5,356
	\$	22,508	\$	18,734

Other assets at June 30, 2014 and December 31, 2013 consist of the following:

		June 30,			December 31,
		2014			2013
		(In thousands)			
Prepaid expenses	\$	17,423		\$	15,439
Core deposit and customer relationship intangibles		10,829			11,912
Other repossessed assets		16,875			12,583
Mortgage tax credits		2,621			8,706
Investment in Statutory Trust		1,083			1,083
Accounts receivable and other assets		41,165			48,717
	\$	89,996		\$	98,440

OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Prepaid expenses amounting to \$19.6 million and \$15.4 million at June 30, 2014 and December 31, 2013, respectively, include prepaid municipal, property and income taxes aggregating to \$14.2 million and \$9.6 million, respectively.

In connection with the FDIC-assisted acquisition and the BBVAPR Acquisition, the Company recorded a core deposit intangible representing the value of checking and savings deposits acquired. At June 30, 2014 and December 31, 2013, this core deposit intangible amounted to \$7.1 million and \$7.8 million, respectively. In addition, the Company recorded a customer relationship intangible amounting to \$5.0 million representing the value of customer relationships acquired with the acquisition of the securities broker-dealer and insurance agency in the BBVAPR Acquisition as of December 31, 2012. At June 30, 2014 and December 31, 2013, this customer relationship intangible amounted to \$3.7 million and \$4.1 million, respectively.

Other repossessed assets totaled \$16.9 million and \$12.6 million at June 30, 2014 and December 31, 2013, respectively, include repossessed automobiles amounting to \$16.8 million and \$12.3 million, respectively.

At June 30, 2014 and December 31, 2013, tax credits for the Company totaled \$2.6 million and \$8.7 million, respectively. These tax credits do not have an expiration date.

NOTE 9 — DEPOSITS AND RELATED INTEREST

Total deposits as of June 30, 2014 and December 31, 2013 consist of the following:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Non-interest bearing demand deposits	\$	731,294		\$	744,327
Interest-bearing savings and demand deposits		2,540,229			2,489,971
Individual retirement accounts		323,127			347,262
Retail certificates of deposit		519,150			598,367
Institutional certificates of deposit		308,958			375,224
Total core deposits		4,422,758			4,555,151
Brokered deposits		718,475			828,114

Total deposits	\$	5,141,233	\$	5,383,265
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Brokered deposits include \$627.9 million in certificates of deposits and \$90.6 million in money market accounts at June 30, 2014, and \$729.8 million in certificates of deposits and \$98.3 million in money market accounts at December 31, 2013.

The weighted average interest rate of the Company's deposits was 0.70% at June 30, 2014 and 0.73% at December 31, 2013, inclusive of non-interest bearing deposits of \$731.3 million and \$744.3 million, respectively. Interest expense for the quarters and six-month periods ended June 30, 2014 and 2013 was as follows:

	Quarter Ended June 30,							Six-Month Period Ended June 30,				
	2014			2013				2014			2013	
	(In thousands)											
Demand and savings deposits	\$	4,804		\$	5,435		\$	9,832		\$	11,398	
Certificates of deposit		4,361			4,052			8,311			8,025	
	\$	9,165		\$	9,487		\$	18,143		\$	19,423	

OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

At June 30, 2014 and December 31, 2013, demand and interest-bearing deposits and certificates of deposit included deposits of Puerto Rico Cash & Money Market Fund, Inc., which amounted to \$101.8 million and \$93.1 million, respectively, with a weighted average rate of 0.77% in both years, and were collateralized with investment securities with a fair value of \$81.8 million and \$67.5 million, respectively.

At June 30, 2014 and December 31, 2013, time deposits in denominations of \$100 thousand or higher, excluding accrued interest and unamortized discounts, amounted to \$719.2 million and \$845.8 million, including public fund time deposits from various Puerto Rico government municipalities, agencies, and corporations of \$22.1 million and \$26.7 million, respectively, at a weighted average rate of 0.53% at June 30, 2014 and 0.32% at December 31, 2013.

At June 30, 2014 and December 31, 2013, total public fund deposits from various Puerto Rico government municipalities, agencies, and corporations amounted to \$362.8 million and \$328.6 million, respectively. These public funds were collateralized with commercial loans amounting to \$454.5 million at June 30, 2014, and with investment securities with a fair value of \$97.8 million and commercial loans amounting to \$549.0 million at December 31, 2013.

Excluding equity indexed options in the amount of \$5.2 million, which are used by the Company to manage its exposure to the S&P 500 Index, and also excluding accrued interest of \$2.1 million and unamortized deposit discount in the amount of \$2.5 million, the scheduled maturities of certificates of deposit at June 30, 2014 are as follows:

	June 30, 2014	
	(In thousands)	
Within one year:		
Three (3) months or less	\$	372,809
Over 3 months through 1 year		701,493
		1,074,302
Over 1 through 2 years		421,047
Over 2 through 3 years		200,607
Over 3 through 4 years		56,095
Over 4 through 5 years		17,202
	\$	1,769,253

The table of scheduled maturities of certificates of deposits above includes brokered deposits.

The aggregate amount of overdrafts in demand deposit accounts that were reclassified to loans amounted to \$861 thousand and \$1.8 million as of June 30, 2014 and December 31, 2013, respectively.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 10 — BORROWINGS

Securities Sold under Agreements to Repurchase

At June 30, 2014, securities underlying agreements to repurchase were delivered to, and are being held by, the counterparties with whom the repurchase agreements were transacted. The counterparties have agreed to resell to the Company the same or similar securities at the maturity of these agreements.

At June 30, 2014 and December 31, 2013, securities sold under agreements to repurchase (classified by counterparty), excluding accrued interest in the amount of \$2.2 million and \$2.6 million, respectively, were as follows:

	June 30,				December 31,			
	2014				2013			
			Fair Value of				Fair Value of	
	Borrowing		Underlying		Borrowing		Underlying	
	Balance		Collateral		Balance		Collateral	
	(In thousands)							
JP Morgan Chase Bank NA	255,000		274,471		255,000		273,250	
Credit Suisse Securities (USA) LLC	755,000		859,061		755,000		864,232	
Deutsche Bank	-		-		255,000		272,053	
Total	\$ 1,010,000	\$	1,133,532	\$	1,265,000	\$	1,409,535	

The following table shows a summary of the Company's repurchase agreements and their terms, excluding accrued interest in the amount of \$2.2 million, at June 30, 2014:

			Weighted-		
	Borrowing		Average		Maturity
Year of Maturity	Balance		Coupon	Settlement Date	Date
	(In thousands)				
2014	\$ 85,000		0.675%	12/3/2012	12/3/2014

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2015		255,000	0.840%	12/10/2012	6/13/2015		
2016		170,000	1.500%	12/6/2012	12/8/2016		
2017		500,000	4.78%	3/2/2007	3/2/2017		
	\$	1,010,000	2.89%				

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the repurchase liability associated with the repurchase agreement transactions (excluding accrued interest) by maturity. Also, it includes the carrying value and approximate market value of collateral (excluding accrued interest) at June 30, 2014 and December 31, 2013. The information excludes repurchase agreement transactions which were collateralized with securities or cash, or securities purchased under agreements to resell.

	June 30, 2014														
						Market Value of Underlying Collateral									
										CMOs		Obligations			
			Weighted		FNMA and				issued by US		of US				
	Repurchase		Average		FHLMC		GNMA	Government	Government						
	Liability		Rate		Certificates		Certificates	Sponsored Agencies	Sponsored Agencies					Total	
	(Dollars in thousands)														
Over 90 days	1,010,000		2.89%		1,062,938		2,194		-		68,400			1,133,532	
Total	\$ 1,010,000		2.89%	\$	1,062,938	\$	2,194	\$	-	\$	68,400	\$		1,133,532	

	December 31, 2013																
						Market Value of Underlying Collateral											
													CMOs		Obligations		
				Weighted			FNMA and						issued by US		of US		
	Repurchase			Average			FHLMC		GNMA			Government		Government			
	Liability			Rate			Certificates		Certificates			Sponsored Agencies		Sponsored Agencies		Total	
	(Dollars in thousands)																
Within 30 days	\$	255,000			0.50%		\$ 216,201		\$	-		\$ 48,923		\$ 6,929		\$	272,053
Over 90 days		1,010,000			2.89%		1,018,632			3,000		45,100		3,720			1,070,452
Total	\$	1,265,000			2.41%	\$	1,234,833		\$	3,000		\$ 94,023		\$ 10,649		\$	1,342,505

Advances from the Federal Home Loan Bank of New York

Advances are received from the Federal Home Loan Bank of New York (the “FHLB-NY”) under an agreement whereby the Company is required to maintain a minimum amount of qualifying collateral with a fair value of at least 110% of the outstanding advances. At June 30, 2014 and December 31, 2013, these advances were secured by mortgage and commercial loans amounting to \$1.2 billion and \$1.3 billion, respectively. Also, at June 30, 2014 and December 31, 2013 the Company had an additional borrowing capacity with the FHLB-NY of \$629.1 million and \$674.2 million, respectively. At June 30, 2014 and December 31, 2013, the weighted average remaining maturity of FHLB’s advances was 9.4 months and 11.3 months, respectively. The original terms of these advances range between one day and seven years, and the FHLB-NY does not have the right to exercise put options at par on any advances outstanding as of June 30, 2014.

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The following table shows a summary of these advances and their terms, excluding accrued interest in the amount of \$328 thousand, at June 30, 2014:

				Weighted-		
		Borrowing		Average		Maturity
Year of Maturity		Balance		Coupon	Settlement Date	Date
		(In thousands)				
2014	\$	25,000		0.42%	6/30/2014	7/1/2014
		25,000		0.35%	6/4/2014	7/7/2014
		50,000		0.37%	6/10/2014	7/10/2014
		100,000		0.38%	6/16/2014	7/16/2014
		25,000		0.37%	6/24/2014	7/24/2014
		25,000		0.38%	6/30/2014	7/30/2014
		39,961		0.35%	6/2/2014	7/1/2014
		289,961				
2017		4,615		1.24%	4/3/2012	4/3/2017
2018		30,000		2.19%	1/16/2013	1/16/2018
		25,000		2.18%	1/16/2013	1/16/2018
		55,000				
2020		10,336		2.59%	7/19/2013	7/20/2020
	\$	359,912		0.73%		

All of the advances referred to above with maturity dates up to the date of this report were renewed as one-month short-term advances.

Subordinated Capital Notes

Subordinated capital notes amounted to \$100.8 million at June 30, 2014 and \$100.0 million at December 31, 2013.

Under the requirements of Puerto Rico Banking Act, the Bank must establish a redemption fund for the subordinated capital notes by transferring from undivided profits pre-established amounts as follows:

	Redemption fund	
	(In thousands)	
Redemption fund - June 30, 2014	\$	51,925
2014		3,350
2015		6,700
2016		5,025
	\$	67,000

Other borrowings

Other borrowings, presented in the unaudited consolidated statement of financial condition amounted to \$3.8 million and \$3.7 million at June 30, 2014 and December 31, 2013, respectively, which mainly consists of unsecured fixed-rate borrowings and term notes tied to the appreciation of the S&P index. For both periods, the unsecured fixed rate borrowings amounted to \$1.7 million at a fixed rate of 3.0%. The term notes tied to the S&P index amounted to \$1.0 million at both June 30, 2014 and December 31, 2013 with an index appreciation of \$1.1 million and \$957 thousand, respectively.

				Offset in the		Assets Presented								
		Gross Amount		Statement of		in Statement				Cash				
		of Recognized		Financial		of Financial		Financial		Collateral				Net
		Assets		Condition		Condition		Instruments		Received				Amount
(In thousands)														
Derivatives	\$	20,502	\$	-	\$	20,502	\$	2,450	\$	6,780	\$	11,272		
Securities purchased under agreements to resell		60,000		-		60,000		64,587		-		(4,587)		
Total	\$	80,502	\$	-	\$	80,502	\$	67,037	\$	6,780	\$	6,685		

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

June 30, 2014												
								Gross Amounts Not Offset in the Statement of Financial Condition				
								Net Amount of				
								Liabilities				
								Presented				
								Cash				
								Collateral				
								Net				
								Amount				
								(In thousands)				
Derivatives	\$	19,985	\$	-	\$	19,985	\$	-	\$	2,980	\$	17,005
Securities sold under agreements to repurchase		1,010,000		-		1,010,000		1,133,532		-		(123,532)
Total	\$	1,029,985	\$	-	\$	1,029,985	\$	1,133,532	\$	2,980	\$	(106,527)
December 31, 2013												
								Gross Amounts Not Offset in the Statement of Financial Condition				
								Net Amount of				
								Liabilities				
								Presented				
								Cash				
								Collateral				
								Net				
								Amount				
								(In thousands)				
Derivatives	\$	30,672	\$	-	\$	30,672	\$	-	\$	2,349	\$	28,323

Securities sold under agreements to repurchase			1,265,000		-		1,265,000			1,277,919			67,029			(79,948)	
Total		\$	1,295,672		\$	-	\$	1,295,672		\$	1,277,919		\$	69,378		\$	(51,625)

NOTE 12 — RELATED PARTY TRANSACTIONS

The Bank grants loans to its directors, executive officers and to certain related individuals or organizations in the ordinary course of business. These loans are offered at the same terms as loans to unrelated third parties. As of June 30, 2014 and December 31, 2013, these loan balances amounted to \$24.2 million and \$19.0 million, respectively. The activity and balance of these loans for the quarters ended June 30, 2014 and 2013 were as follows:

	Quarter Ended June 30,						Six-Month Period Ended June 30,				
	2014			2013			2014			2013	
	(In thousands)										
Balance at the beginning of year	\$	19,267		\$	8,688		\$	18,963		\$	6,055
New loans		13,847			-			13,847			4,234
Repayments and sales		(8,963)			(657)			(8,659)			(2,026)
Credits of persons no longer considered related parties		-			-			-			(232)
Balance at the end of year	\$	24,151		\$	8,031		\$	24,151		\$	8,031

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 13 — INCOME TAXES

At June 30, 2014 and December 31, 2013, the Company's net deferred tax asset amounted to \$123.3 million and \$137.6 million, respectively. In assessing the realizability of the deferred tax asset, management considers whether it is more likely than not that some portion or the entire deferred tax asset will not be realized. The ultimate realization of the deferred tax asset is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax asset are deductible, management believes it is more likely than not that the Company will realize the entire deferred tax asset, net of the existing valuation allowances recorded at June 30, 2014 and December 31, 2013. The amount of the deferred tax asset that is considered realizable could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

At June 30, 2014 and December 31, 2013, Oriental International Bank Inc. ("OIB"), the Bank's international banking entity subsidiary, had \$209 thousand and \$356 thousand, respectively, in income tax effect of unrecognized gain on available-for-sale securities included in other comprehensive income. Following the change in OIB's applicable tax rate from 5% to 0% as a result of a Puerto Rico law adopted in 2011, this remaining tax balance will flow through income as these securities are repaid or sold in future periods. During the quarters ended June 30, 2014 and 2013, \$10 thousand and \$43 thousand, respectively, related to this residual tax effect from OIB was reclassified from accumulated other comprehensive income into income tax provision. During the six-month period ended June 30, 2014 and 2013, \$147 thousand and \$89 thousand, respectively, related to the residual effect from OIB was reclassified from accumulated other comprehensive income to income tax provision.

The Company classifies unrecognized tax benefits in income taxes payable. These gross unrecognized tax benefits would affect the effective tax rate if realized. The balance of unrecognized tax benefits at June 30, 2014 was \$3.6 million (December 31, 2013 - \$4.0 million). The Company had accrued \$1.6 million at June 30, 2014 (December 31, 2013 - \$1.2 million) for the payment of interest and penalties relating to unrecognized tax benefits.

Income tax expense was \$10.6 million for the quarter ended June 30, 2014, compared to an income tax benefit of \$31.9 million for the same periods in 2013. During the quarter ended June 30, 2013, the income tax benefit was the result of the increase in the enacted tax rate from 30% to 39%, which was retroactively implemented to January 1, 2013.

NOTE 14 — STOCKHOLDERS' EQUITY AND EARNINGS PER COMMON SHARE

Regulatory Capital Requirements

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by federal and Puerto Rico banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Pursuant to the Dodd-Frank Act, federal banking regulators have adopted new capital rules that became effective January 1, 2014 for advanced approaches banking organizations and will become effective January 1, 2015 for all other covered organizations (subject to certain phase-in periods through January 1, 2019) and that will replace their general risk-based capital rules, advanced approaches rule, market risk rule, and leverage rules.

Quantitative measures established by regulation to ensure capital adequacy currently require the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined in the regulations) and of Tier 1 capital to average total assets (as defined in the regulations). As of June 30, 2014 and December 31, 2013, the Company and the Bank met all capital adequacy requirements to which they are subject. As of June 30, 2014 and December 31, 2013, the Bank is "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the tables presented below.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company's and the Bank's actual capital amounts and ratios as of June 30, 2014 and December 31, 2013 are as follows:

	Actual				Minimum Capital Requirement				Minimum to be Well Capitalized				
	Amount		Ratio		Amount		Ratio		Amount		Ratio		
	(Dollars in thousands)												
Company Ratios													
<u>As of June 30, 2014</u>													
Total capital to risk-weighted assets	\$	863,790		17.30%	\$	399,550		8.00%	\$	499,438		10.00%	
Tier 1 capital to risk-weighted assets	\$	773,824		15.49%	\$	199,775		4.00%	\$	299,663		6.00%	
Tier 1 capital to average total assets	\$	773,824		10.26%	\$	301,829		4.00%	\$	377,286		5.00%	
<u>As of December 31, 2013</u>													
Total capital to risk-weighted assets	\$	827,460		16.16%	\$	409,514		8.00%	\$	511,893		10.00%	
Tier 1 capital to risk-weighted assets	\$	736,930		14.35%	\$	204,757		4.00%	\$	307,136		6.00%	
Tier 1 capital to average total assets	\$	736,930		9.11%	\$	324,910		4.00%	\$	406,138		5.00%	

	Actual				Minimum Capital Requirement				Minimum to be Well Capitalized				
	Amount		Ratio		Amount		Ratio		Amount		Ratio		
	(Dollars in thousands)												
Bank Ratios													
<u>As of June 30, 2014</u>													
Total capital to risk-weighted assets	\$	812,267		16.34%	\$	397,593		8.00%	\$	496,991		10.00%	
Tier 1 capital to risk-weighted assets	\$	722,603		14.54%	\$	198,796		4.00%	\$	298,195		6.00%	
Tier 1 capital to average total assets	\$	722,603		9.65%	\$	299,657		4.00%	\$	374,571		5.00%	
<u>As of December 31, 2013</u>													

Total capital to risk-weighted assets	\$	779,413		15.30%	\$	407,637		8.00%	\$	509,547		10.00%
Tier 1 capital to risk-weighted assets	\$	688,350		13.51%	\$	203,819		4.00%	\$	305,728		6.00%
Tier 1 capital to average total assets	\$	688,350		8.54%	\$	322,395		4.00%	\$	402,993		5.00%

Additional Paid-in Capital

Additional paid-in capital represents contributed capital in excess of par value of common and preferred stock net of the costs of issuance. As of June 30, 2014, accumulated issuance costs charged against additional paid in capital amounted to \$10.1 million and \$13.6 million for preferred and common stock, respectively.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Earnings Per Common Share

The calculation of earnings per common share for the quarters and six-month periods ended June 30, 2014 and 2013 is as follows:

	Quarter ended June 30 ,				Six-Month Period Ended June 30,						
	2014			2013			2014			2013	
	(In thousands, except per share data)										
Net income	\$	21,309		\$	37,539		\$	45,056		\$	58,731
Less: Dividends on preferred stock											
Non-convertible preferred stock (Series A, B, and D)		(1,628)			(1,628)			(3,256)			(3,256)
Convertible preferred stock (Series C)		(1,838)			(1,838)			(3,675)			(3,675)
Income available to common shareholders	\$	17,843		\$	34,073		\$	38,125		\$	51,800
Effect of assumed conversion of the convertible preferred stock		1,838			1,838			3,675			3,675
Income available to common shareholders assuming conversion	\$	19,681		\$	35,911		\$	41,800		\$	55,475
Weighted average common shares and share equivalents:											
Average common shares outstanding		45,014			45,630			45,170			45,613
Effect of dilutive securities:											
Average potential common shares-options		200			200			168			178
Average potential common shares-assuming conversion of convertible preferred stock		7,138			7,138			7,138			7,138
Total weighted average common shares outstanding and equivalents		52,352			52,968			52,476			52,929

Earnings per common share - basic	\$	0.40		\$	0.75		\$	0.84		\$	1.14
Earnings per common share - diluted	\$	0.38		\$	0.68		\$	0.80		\$	1.05

In computing diluted earnings per common share, the 84,000 shares of convertible preferred stock, which remain outstanding at June 30, 2014, with a conversion rate, subject to certain conditions, of 84.9798 shares of common stock per share, were included as average potential common shares from the date they were issued and outstanding.

Moreover, in computing diluted earnings per common share, the dividends declared during the quarters ended June 30, 2014 and 2013 on the convertible preferred stock were added back as income available to common shareholders.

For the quarters ended June 30, 2014 and 2013, weighted-average stock options with an anti-dilutive effect on earnings per share not included in the calculation amounted to 364,604 and 243,721, respectively. For the six-month periods ended June 30, 2014 and 2013, weighted-average stock options with an anti-dilutive effect on earnings per share not included in the calculation amounted to 304,491 and 578,393, respectively.

Treasury Stock

Under the Company's current stock repurchase program it is authorized to purchase in the open market up to \$70 million of its outstanding shares of common stock, of which approximately \$23.1 million of authority remains. The shares of common stock repurchased are to be held by the Company as treasury shares. During the six-month period ended June 30, 2014, the Company purchased 707,400 shares under this program for a total of \$10.4 million, at an average price of \$14.66 per share. There were no repurchases during 2013.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the shares repurchased for each month in the six-month period ended June 30, 2014, excluding the months of March, April, May, and June of 2014, during which no shares were purchased as part of the stock repurchase program:

	Total number of					Dollar amount of
	shares purchased as			Average		shares repurchased
		part of stock		price paid		(excluding
	repurchase programs			per share		commissions paid)
						(In thousands)
Period						
January 2014		57,700	\$	14.73	\$	850
February 2014		649,700	\$	14.66	\$	9,522
Six-Month Period Ended June 30, 2014		707,400		14.66		10,372

The number of shares that may yet be purchased under the \$70 million program is estimated at 1,252,136 and was calculated by dividing the remaining balance of \$23.1 million by \$18.41 (closing price of the Company common stock at June 30, 2014). The Company did not purchase any shares of its common stock other than through its publicly announced stock repurchase program during the six-months ended June 30, 2014.

The activity in connection with common shares held in treasury by the Company for the six-month periods ended June 30, 2014 and 2013 is set forth below:

	Six-Month Period Ended June 30,							
	2014				2013			
			Dollar				Dollar	
	Shares		Amount		Shares		Amount	
	(In thousands, except shares data)							
Beginning of period	7,030,101		\$	80,642	7,090,597		\$	81,275
Common shares used upon lapse of restricted stock units	(30,552)			(323)	(34,800)			(364)
Common shares repurchased as part of the stock repurchase program	707,400			10,393	-			-
Common shares used to match defined contribution plan, net	-			-	(7,318)			(77)

End of period	7,706,949		\$	90,712		7,048,479		\$	80,834
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Accumulated Other Comprehensive Income

Accumulated other comprehensive income, net of income tax, as of June 30, 2014 and December 31, 2013 consisted of:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Unrealized gain on securities available-for-sale which are not					
other-than-temporarily impaired	\$	33,404		\$	13,267
Income tax effect of unrealized gain on securities available-for-sale		(3,645)			(1,834)
Net unrealized gain on securities available-for-sale which are not					
other-than-temporarily impaired		29,759			11,433
Unrealized loss on cash flow hedges		(10,515)			(10,907)
Income tax effect of unrealized loss on cash flow hedges		2,511			2,665
Net unrealized loss on cash flow hedges		(8,004)			(8,242)
Accumulated other comprehensive income, net of taxes	\$	21,755		\$	3,191

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents changes in accumulated other comprehensive income by component, net of taxes, for the quarters and six-month periods ended June 30, 2014 and 2013:

	Quarter Ended June 30,																
	2014						2013										
	Net unrealized			Net unrealized		Accumulated		Net unrealized			Net unrealized		Accumulated				
	gains on			loss on		other		gains on			loss on		other				
	securities			cash flow		comprehensive		securities			cash flow		comprehensive				
	available-for-sale			hedges		income		available-for-sale			hedges		income				
	(In thousands)																
Beginning balance	\$	16,035		\$	(8,013)		\$	8,022		\$	58,393		\$	(11,342)		\$	47,051
Other comprehensive income (loss) before reclassifications		13,714			(1,633)			12,081			(33,036)			292			(32,744)
Amounts reclassified out of accumulated other comprehensive income		10			1,642			1,652			43			1,416			1,459
Other comprehensive income (loss)		13,724			9			13,733			(32,993)			1,708			(31,285)
Ending balance	\$	29,759		\$	(8,004)		\$	21,755		\$	25,400		\$	(9,634)		\$	15,766
	Six-Month Period Ended June 30,																
	2014						2013										
	Net unrealized			Net unrealized		Accumulated		Net unrealized			Net unrealized		Accumulated				
	gains on			loss on		other		gains on			loss on		other				
	securities			cash flow		comprehensive		securities			cash flow		comprehensive				
	available-for-sale			hedges		income		available-for-sale			hedges		income				
	(In thousands)																
Beginning balance	\$	11,433		\$	(8,242)		\$	3,191		\$	68,245		\$	(12,365)		\$	55,880
Other comprehensive income before reclassifications		18,179			(3,025)			15,154			(42,934)			(21)			(42,955)
Amounts reclassified out of accumulated		147			3,263			3,410			89			2,752			2,841

other comprehensive income															
Other comprehensive income (loss)		18,326		238		18,564		(42,845)		2,731		(40,114)			
Ending balance	\$	29,759	\$	(8,004)	\$	21,755	\$	25,400	\$	(9,634)	\$	15,766			

The following table presents reclassifications out of accumulated other comprehensive income for the quarter and six-month period ended June 30, 2014:

	Amount reclassified out of accumulated other comprehensive income					
		Quarter Ended		Six-Month Period		Affected Line Item in
		June 30, 2014		Ended June 30, 2014		Consolidated Statement of Operations
	(In thousands)					
Cash flow hedges:						
Interest-rate contracts	\$	1,642	\$	3,263		Net interest expense
Available-for-sale securities:						
Residual tax effect from OIB's change in applicable tax rate		10		147		Income tax expense
	\$	1,652	\$	3,410		

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 15 – GUARANTEES

At June 30, 2014, the unamortized balance of the obligations undertaken in issuing the guarantees under standby letters of credit represented a liability of \$38.5 million (December 31, 2013 - \$38.6 million).

As a result of the BBVAPR Acquisition, the Company assumed a liability for residential mortgage loans sold subject to credit recourse, pursuant to FNMA's residential mortgage loan sales and securitization programs. At June 30, 2014 and December 31, 2013, the unpaid principal balance of residential mortgage loans sold subject to credit recourse was \$113.5 million and \$122.3 million, respectively.

The following table shows the changes in the Company's liability for estimated losses from these credit recourse agreements, included in the unaudited consolidated statements of financial condition during the quarters and six-month periods ended June 30, 2014 and 2013.

	Quarter Ended June 30,						Six-Month Period Ended June 30,					
	2014			2013				2014			2013	
	(In thousands)											
Balance at beginning of period	\$	1,549		\$	2,460		\$	1,955		\$	2,460	
Net charge-offs/terminations		(239)			-			(645)			-	
Balance at end of period	\$	1,310		\$	2,460		\$	1,310		\$	2,460	

The estimated losses to be absorbed under the credit recourse arrangements were recorded as a liability when the credit recourse was assumed, and are updated on a quarterly basis. The expected loss, which represents the amount expected to be lost on a given loan, considers the probability of default and loss severity. The probability of default represents the probability that a loan in good standing would become 120 days delinquent, in which case the Company is obligated to repurchase the loan. At June 30, 2014, \$83.2 million or 73% of the recourse obligation will be extinguished during the next two years.

If a borrower defaults, pursuant to the credit recourse provided, the Company is required to repurchase the loan or reimburse the third party investor for the incurred loss. The maximum potential amount of future payments that the Company would be required to make under the recourse arrangements is equivalent to the total outstanding balance of the residential mortgage loans serviced with recourse and interest, if applicable. During the quarter and six-month period ended June 30, 2014, the Company repurchased approximately \$2.1 million and \$3.7 million of unpaid principal balance in mortgage loans subject to the credit recourse provisions. If a borrower defaults, the Company has rights to the underlying collateral securing the mortgage loan. The Company suffers losses on these mortgage loans

when the proceeds from a foreclosure sale of the collateral property are less than the outstanding principal balance of the loan, any uncollected interest advanced, and the costs of holding and disposing the related property. At June 30, 2014 and December 31, 2013, the Company's liability for estimated credit losses related to loans sold with credit recourse amounted to \$1.3 million (December 31, 2013 – \$2.0 million).

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

When the Company sells or securitizes mortgage loans, it generally makes customary representations and warranties regarding the characteristics of the loans sold. The Company's mortgage operations division groups conforming mortgage loans into pools which are exchanged for FNMA and GNMA mortgage-backed securities, which are generally sold to private investors, or are sold directly to FNMA or other private investors for cash. As required under such mortgage backed securities programs, quality review procedures are performed by the Company to ensure that asset guideline qualifications are met. To the extent the loans do not meet specified characteristics, the Company may be required to repurchase such loans or indemnify for losses and bear any subsequent loss related to the loans. Repurchases during the six-month period ended June 30, 2014 under the Company's representation and warranty arrangements, excluding mortgage loans subject to credit recourse provisions referred to above, approximated \$5.1 million in unpaid principal balance (December 31, 2013 - \$12.5 million). A substantial amount of these loans are reinstated to performing status or have mortgage insurance, and thus the ultimate losses on the loans are not deemed significant.

During the quarter and six-month period ended June 30, 2014, the Company recognized \$95 thousand and \$145 thousand in losses from the repurchase of residential mortgage loans sold subject to credit recourse, and \$494 thousand and \$929 thousand in losses from the repurchase of residential mortgage loans as a result of breaches of the customary representations and warranties. During the quarter and six-month period ended June 30, 2013, the Company did not recognized any losses from the repurchase of residential mortgage loans sold subject to credit recourse, but recognized \$303 thousand and \$477 thousand in losses from the repurchase of residential mortgage loans as a result of breaches of the customary representations and warranties.

Servicing agreements relating to the mortgage-backed securities programs of FNMA and GNMA, and to mortgage loans sold or serviced to certain other investors, including the Federal Home Loan Mortgage Corporation ("FHLMC"), require the Company to advance funds to make scheduled payments of principal, interest, taxes and insurance, if such payments have not been received from the borrowers. At June 30, 2014, the Company serviced \$1.1 billion in mortgage loans for third-parties. The Company generally recovers funds advanced pursuant to these arrangements from the mortgage owner, from liquidation proceeds when the mortgage loan is foreclosed or, in the case of FHA/VA loans, under the applicable FHA and VA insurance and guarantees programs. However, in the meantime, the Company must absorb the cost of the funds it advances during the time the advance is outstanding. The Company must also bear the costs of attempting to collect on delinquent and defaulted mortgage loans. In addition, if a defaulted loan is not cured, the mortgage loan would be canceled as part of the foreclosure proceedings and the Company would not receive any future servicing income with respect to that loan. At June 30, 2014, the outstanding balance of funds advanced by the Company under such mortgage loan servicing agreements was approximately \$347 thousand (December 31, 2013 - \$243 thousand). To the extent the mortgage loans underlying the Company's servicing portfolio experience increased delinquencies, the Company would be required to dedicate additional cash resources to comply with its obligation to advance funds as well as incur additional administrative costs related to increases in collection efforts.

OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)****NOTE 16 — COMMITMENTS AND CONTINGENCIES*****Loan Commitments***

In the normal course of business, the Company becomes a party to credit-related financial instruments with off-balance-sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby and commercial letters of credit, and financial guarantees. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated statements of financial condition. The contract or notional amount of those instruments reflects the extent of the Company's involvement in particular types of financial instruments.

The Company's exposure to credit losses in the event of nonperformance by the counterparty to the financial instrument for commitments to extend credit, including commitments under credit card arrangements, and commercial letters of credit is represented by the contractual notional amounts of those instruments, which do not necessarily represent the amounts potentially subject to risk. In addition, the measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are identified. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Credit-related financial instruments at June 30, 2014 and December 31, 2013 were as follows:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Commitments to extend credit	\$	441,793		\$	520,269
Commercial letters of credit		1,544			1,096

Commitments to extend credit represent agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Company upon the extension of credit, is based on management's credit evaluation of the counterparty.

At June 30, 2014 and December 31, 2013, commitments to extend credit consisted mainly of undisbursed available amounts on commercial lines of credit, construction loans, and revolving credit card arrangements. Since many of the unused commitments are expected to expire unused or be only partially used, the total amount of these unused commitments does not necessarily represent future cash requirements. These lines of credit had a reserve of \$900

thousand at both June 30, 2014 and December 31, 2013.

Commercial letters of credit are issued or confirmed to guarantee payment of customers' payables or receivables in short-term international trade transactions. Generally, drafts will be drawn when the underlying transaction is consummated as intended. However, the short-term nature of this instrument serves to mitigate the risk associated with these contracts.

OFG BANCORP**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The summary of instruments that are considered financial guarantees in accordance with the authoritative guidance related to guarantor's accounting and disclosure requirements for guarantees, including indirect guarantees of indebtedness of others, at June 30, 2014 and December 31, 2013, is as follows:

	June 30,			December 31,	
	2014			2013	
	(In thousands)				
Standby letters of credit and financial guarantees	\$	38,451		\$	38,577
Loans sold with recourse		113,547			122,291
Commitments to sell or securitize mortgage loans		63,558			80,307

Standby letters of credit and financial guarantees are written conditional commitments issued by the Company to guarantee the payment and/or performance of a customer to a third party ("beneficiary"). If the customer fails to comply with the agreement, the beneficiary may draw on the standby letter of credit or financial guarantee as a remedy. The amount of credit risk involved in issuing letters of credit in the event of nonperformance is the face amount of the letter of credit or financial guarantee. These guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. The amount of collateral obtained, if it is deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the customer.

Lease Commitments

The Company has entered into various operating lease agreements for branch facilities and administrative offices. Rent expense for the quarters ended June 30, 2014 and 2013 amounted to \$2.4 million and \$2.6 million, respectively, and is included in the "occupancy and equipment" caption in the unaudited consolidated statements of operations. For the six-month periods ended June 30, 2014 and 2013, rent expense amounted to \$4.9 million and \$5.2 million, respectively. Future rental commitments under leases in effect at June 30, 2014, exclusive of taxes, insurance, and maintenance expenses payable by the Company, are summarized as follows:

Year Ending December 31,	Minimum Rent	
	(In thousands)	
2014 (July 1 to December 31)	\$	4,210
2015		7,980

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2016		7,388
2017		6,761
2018		5,881
Thereafter		22,004
	\$	54,224

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Contingencies

The Company and its subsidiaries are defendants in a number of legal proceedings incidental to their business. In the ordinary course of business, the Company and its subsidiaries are also subject to governmental and regulatory examinations. Certain subsidiaries of the Company, including the Bank (and its subsidiary OIB), Oriental Financial Services, and Oriental Insurance, are subject to regulation by various U.S., Puerto Rico and other regulators.

The Company seeks to resolve all litigation and regulatory matters in the manner management believes is in the best interests of the Company and its shareholders, and contests allegations of liability or wrongdoing and, where applicable, the amount of damages or scope of any penalties or other relief sought as appropriate in each pending matter.

Subject to the accounting and disclosure framework under the provisions of ASC 450, it is the opinion of the Company's management, based on current knowledge and after taking into account its current legal accruals, that the eventual outcome of all matters would not be likely to have a material adverse effect on the consolidated statements of financial condition of the Company. Nonetheless, given the substantial or indeterminate amounts sought in certain of these matters, and the inherent unpredictability of such matters, an adverse outcome in certain of these matters could, from time to time, have a material adverse effect on the Company's consolidated results of operations or cash flows in particular quarterly or annual periods. The Company has evaluated all litigation and regulatory matters where the likelihood of a potential loss is deemed reasonably possible. The Company has determined that the estimate of the reasonably possible loss is not significant.

NOTE 17 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company follows the fair value measurement framework under GAAP.

Fair Value Measurement

The fair value measurement framework defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This framework also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable

inputs when measuring fair value. The standard describes three levels of inputs previously described that may be used to measure fair value.

Money market investments

The fair value of money market investments is based on the carrying amounts reflected in the consolidated statements of financial condition as these are reasonable estimates of fair value given the short-term nature of the instruments.

Investment securities

The fair value of investment securities is based on quoted market prices, when available, or market prices provided by recognized broker-dealers. Such securities are classified as level 1 or level 2 depending on the basis for determining fair value. If listed prices or quotes are not available, fair value is based upon externally developed models that use both observable and unobservable inputs depending on the market activity of the instrument, and such securities are classified as level 3. At December 31, 2013, the Company held two securities categorized as other debt that are classified as Level 3. The estimated fair value of the other debt securities was determined by using a third-party model to calculate the present value of projected future cash flows. The assumptions are highly uncertain and include primarily market discount rates, current spreads, and an indicative pricing.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Derivative instruments

The fair value of the interest rate swaps is largely a function of the financial market's expectations regarding the future direction of interest rates. Accordingly, current market values are not necessarily indicative of the future impact of derivative instruments on earnings. This will depend, for the most part, on the shape of the yield curve, the level of interest rates, as well as the expectations for rates in the future. The fair value of most of these derivative instruments is based on observable market parameters, which include discounting the instruments' cash flows using the U.S. dollar LIBOR-based discount rates, and also applying yield curves that account for the industry sector and the credit rating of the counterparty and/or the Company.

Certain other derivative instruments with limited market activity are valued using externally developed models that consider unobservable market parameters. Based on their valuation methodology, derivative instruments are classified as Level 2 or Level 3. The Company has offered its customers certificates of deposit with an option tied to the performance of the S&P Index and uses equity indexed option agreements with major broker-dealers to manage its exposure to changes in this index. Their fair value is obtained through the use of an external based valuation that was thoroughly evaluated and adopted by management as its measurement tool for these options. The payoff of these options is linked to the average value of the S&P Index on a specific set of dates during the life of the option. The methodology uses an average rate option or a cash-settled option whose payoff is based on the difference between the expected average value of the S&P Index during the remaining life of the option and the strike price at inception. The assumptions, which are uncertain and require a degree of judgment, include primarily S&P Index volatility, forward interest rate projections, estimated index dividend payout, and leverage.

Servicing assets

Servicing assets do not trade in an active market with readily observable prices. Servicing assets are priced using a discounted cash flow model. The valuation model considers servicing fees, portfolio characteristics, prepayment assumptions, delinquency rates, late charges, other ancillary revenues, cost to service and other economic factors. Due to the unobservable nature of certain valuation inputs, the servicing rights are classified as Level 3.

Loans receivable considered impaired that are collateral dependent

The impairment is measured based on the fair value of the collateral, which is derived from appraisals that take into consideration prices in observed transactions involving similar assets in similar locations, in accordance with the provisions of ASC 310-10-35. Currently, the associated loans considered impaired are classified as Level 3.

Foreclosed real estate

Foreclosed real estate includes real estate properties securing residential mortgage and commercial loans. The fair value of foreclosed real estate may be determined using an external appraisal, broker price option or an internal valuation. These foreclosed assets are classified as Level 3 given certain internal adjustments that may be made to external appraisals

Other repossessed assets

Other repossessed assets include repossessed automobile loans and leases. The fair value of the repossessed automobiles may be determined using internal valuation and an external appraisal. These repossessed assets are classified as Level 3 given certain internal adjustments that may be made to external appraisals.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Assets and liabilities measured at fair value on a recurring and non-recurring basis, including financial liabilities for which the Company has elected the fair value option, are summarized below:

	June 30, 2014									
	Fair Value Measurements									
	Level 1			Level 2			Level 3			Total
	(In thousands)									
Recurring fair value measurements:										
Investment securities available-for-sale	\$	-	\$	1,418,958	\$	-	\$	1,418,958		
Money market investments		8,228		-		-		8,228		
Derivative assets		-		2,978		6,580		9,558		
Servicing assets		-		-		13,655		13,655		
Derivative liabilities		-		(13,617)		(6,368)		(19,985)		
	\$	8,228	\$	1,408,319	\$	13,867	\$	1,430,414		
Non-recurring fair value measurements:										
Impaired commercial loans	\$	-	\$	-	\$	29,118	\$	29,118		
Foreclosed real estate		-		-		102,235		102,235		
Other repossessed assets		-		-		16,875		16,875		
	\$	-	\$	-	\$	148,228	\$	148,228		

	December 31, 2013									
	Fair Value Measurements									
	Level 1			Level 2			Level 3			Total
	(In thousands)									
Recurring fair value measurements:										
Investment securities available-for-sale	\$	-		\$	1,568,745		\$	19,680		\$ 1,588,425
Securities purchased under agreements to resell		-			60,000			-		60,000
Money market investments		6,967			-			-		6,967
Derivative assets		-			4,072			16,430		20,502
Servicing assets		-			-			13,801		13,801
Derivative liabilities		-			(14,937)			(15,736)		(30,673)
	\$	6,967		\$	1,617,880		\$	34,175		\$ 1,659,022

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Non-recurring fair value measurements:										
Impaired commercial loans	\$	-	\$	-	\$	28,353	\$	28,353		
Foreclosed real estate		-		-		90,024		90,024		
Other repossessed assets		-		-		12,583		12,583		
	\$	-	\$	-	\$	130,960	\$	130,960		

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The table below presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the quarters and six-month periods ended June 30, 2014 and 2013:

	Quarter Ended June 30, 2014									
			Derivative				Derivative			
	Other		asset				liability			
	debt		(S&P				(S&P			
	securities	Purchased	Servicing	Embedded						
Level 3 Instruments Only	available-for-sale	Options)	assets	Options)						Total
Balance at beginning of period	\$ 20,053	\$ 12,555	\$ 13,970	\$ (12,120)			\$ 34,458			
Gains (losses) included in earnings	-	(5,975)	-	5,591			(384)			
Changes in fair value of investment securities available for sale included in other comprehensive income	(53)	-	-	-			(53)			
New instruments acquired	-	-	490	-			490			
Principal repayments	(20,000)	-	(271)	-			(20,271)			
Amortization	-	-	-	161			161			
Changes in fair value of servicing assets	-	-	(534)	-			(534)			
Balance at end of period	\$ -	\$ 6,580	\$ 13,655	\$ (6,368)			\$ 13,867			
	Six-Month Period Ended June 30, 2014									
			Derivative				Derivative			
	Other		asset				liability			
	debt		(S&P				(S&P			
	securities	Purchased	Servicing	Embedded						
Level 3 Instruments Only	available-for-sale	Options)	assets	Options)						Total

Balance at beginning of period	\$	19,680	\$	16,430	\$	13,801	\$	(15,736)	\$	34,175			
Gains (losses) included in earnings		-		(9,850)		-		8,964		(886)			
Changes in fair value of investment securities available for sale included in other comprehensive income		320		-		-		-		320			
New instruments acquired		-		-		1,053		-		1,053			
Principal repayments		(20,000)		-		(465)		-		(20,465)			
Amortization		-		-		-		404		404			
Changes in fair value of servicing assets		-		-		(734)		-		(734)			
Balance at end of period	\$	-	\$	6,580	\$	13,655	\$	(6,368)	\$	13,867			

Level 3 Instruments Only	available-for-sale	Options)	assets	Options)	Total
Balance at beginning of period	\$ 20,012	\$ 13,233	\$ 10,795	\$ (12,707)	\$ 31,333
Gains (losses) included in earnings	-	2,787	-	(2,923)	(136)
Changes in fair value of investment securities available for sale included in other comprehensive income	46	-	-	-	46
New instruments acquired	-	-	1,994	-	1,994
Principal repayments	-	-	(557)	-	(557)
Amortization	-	-	-	315	315
Changes in fair value of servicing assets	-	-	762	-	762
Balance at end of period	\$ 20,058	\$ 16,020	\$ 12,994	\$ (15,315)	\$ 33,757

During the quarters and the six-month periods ended June 30, 2014 and 2013, there were purchases and sales of assets and liabilities measured at fair value on a recurring basis. There were no transfers into and out of Level 1 and Level 2 fair value measurements during such periods.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The table below presents quantitative information for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) at June 30, 2014:

		June 30, 2014						
		Fair Value		Valuation		Unobservable		Range
		(In thousands)		Technique		Input		
Derivative assets (S&P Purchased Options)	\$	6,580		Option pricing model		Implied option volatility		23.23% - 35.94%
						Counterparty credit risk (based on 5-year credit default swap ("CDS") spread)		57.00% - 65.17%
Servicing assets	\$	13,655		Cash flow valuation		Constant prepayment rate		5.60% - 11.24%
						Discount rate		10.00% - 12.00%
Derivative liability (S&P Embedded Options)	\$	(6,838)		Option pricing model		Implied option volatility		23.23% - 35.94%
						Counterparty credit risk (based on 5-year CDS spread)		57.00% - 65.17%
Collateral dependant impaired loans	\$	29,118		Fair value of property or collateral		Appraised value less disposition costs		22.20% - 29.20%

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Information about Sensitivity to Changes in Significant Unobservable Inputs

Other debt securities – The significant unobservable inputs used in the fair value measurement of one of the Company's other debt securities are indicative comparable pricing, option adjusted spread ("OAS"), yield to maturity, and spread to maturity. Significant changes in any of those inputs in isolation would result in a significantly different fair value measurement. Generally, a change in the assumption used for indicative comparable pricing is accompanied by a directionally opposite change in the assumption used for OAS and a directionally, although not equally proportional, opposite change in the assumptions used for yield to maturity and spread to maturity.

Derivative asset (S&P Purchased Options) – The significant unobservable inputs used in the fair value measurement of the Company's derivative assets related to S&P purchased options are implied option volatility and counterparty credit risk. Significant changes in any of those inputs in isolation would result in a significantly different fair value measurement. Generally, a change in the assumption used for implied option volatility is not necessarily accompanied by directionally similar or opposite changes in the assumption used for counterparty credit risk.

Servicing assets – The significant unobservable inputs used in the fair value measurement of the Company's servicing assets are constant prepayment rates and discount rates. Changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which may magnify or offset the sensitivities. Mortgage banking activities, a component of total banking and financial service revenue in the consolidated statements of operations, include the changes from period to period in the fair value of the mortgage loan servicing rights, 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, including changes due to collection/realization of expected cash flows.

Derivative liability (S&P Embedded Options) – The significant unobservable inputs used in the fair value measurement of the Company's derivative liability related to S&P purchased options are implied option volatility and counterparty credit risk. Significant changes in any of those inputs in isolation would result in a significantly different fair value measurement. Generally, a change in the assumption used for implied option volatility is not necessarily accompanied by directionally similar or opposite changes in the assumption used for counterparty credit risk.

Fair Value of Financial Instruments

The information about the estimated fair value of financial instruments required by GAAP is presented hereunder. The aggregate fair value amounts presented do not necessarily represent management's estimate of the underlying value of the Company.

The estimated fair value is subjective in nature, involves uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could affect these fair value estimates. The

fair value estimates do not take into consideration the value of future business and the value of assets and liabilities that are not financial instruments. Other significant tangible and intangible assets that are not considered financial instruments are the value of long-term customer relationships of retail deposits, and premises and equipment.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The estimated fair value and carrying value of the Company's financial instruments at June 30, 2014 and December 31, 2013 is as follows:

	June 30,					December 31,			
	2014					2013			
	Fair		Carrying			Fair		Carrying	
	Value		Value			Value		Value	
	(In thousands)								
Level 1									
Financial Assets:									
Cash and cash equivalents	\$	596,485		\$	596,485	\$	621,269		\$ 621,269
Restricted cash		15,170			15,170		82,199		82,199
Level 2									
Financial Assets:									
Securities purchased under agreements to resell		-			-		60,000		60,000
Trading securities		1,613			1,613		1,869		1,869
Investment securities available-for-sale		1,418,958			1,418,958		1,568,745		1,568,745
Investment securities held-to-maturity		26,844			26,706		-		-
Federal Home Loan Bank (FHLB) stock		24,381			24,381		24,450		24,450
Derivative assets		2,978			2,978		4,072		4,072
Financial Liabilities:									
Derivative liabilities		13,617			13,617		14,937		14,937
Level 3									
Financial Assets:									
Investment securities available-for-sale		-			-		19,680		19,680
Total loans (including loans held-for-sale)									
Non-covered loans, net		4,527,811			4,601,696		4,857,505		4,662,458
Covered loans, net		397,262			334,344		459,444		356,961
Derivative assets		6,580			6,580		16,430		16,430
FDIC indemnification asset		94,653			143,660		152,965		189,240
Accrued interest receivable		22,508			22,508		18,734		18,734
Servicing assets		13,655			13,655		13,801		13,801
Financial Liabilities:									
Deposits		5,076,996			5,141,233		5,409,540		5,383,265

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Securities sold under agreements to repurchase		1,065,181			1,012,233			1,323,903			1,267,618
Advances from FHLB		365,808			360,240			335,324			336,143
Term notes		3,741			3,837			3,638			3,663
Subordinated capital notes		88,243			100,797			99,316			100,010
Accrued expenses and other liabilities		135,406			135,406			144,424			144,424

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following methods and assumptions were used to estimate the fair values of significant financial instruments at June 30, 2014 and December 31, 2013:

- Cash and cash equivalents (including money market investments and time deposits with other banks), restricted cash, accrued interest receivable, securities purchased under agreements to resell, accrued expenses and other liabilities have been valued at the carrying amounts reflected in the consolidated statements of financial condition as these are reasonable estimates of fair value given the short-term nature of the instruments.
- Investments in FHLB-NY stock are valued at their redemption value.
- The fair value of investment securities, including trading securities, is based on quoted market prices, when available, or market prices provided by recognized broker-dealers. If listed prices or quotes are not available, fair value is based upon externally developed models that use both observable and unobservable inputs depending on the market activity of the instrument. The estimated fair value of the structured credit investments is determined by using a third-party cash flow valuation model to calculate the present value of projected future cash flows. The assumptions used which are highly uncertain and require a high degree of judgment, include primarily market discount rates, current spreads, duration, leverage, default, home price depreciation, and loss rates. The assumptions used are drawn from a wide array of data sources, including the performance of the collateral underlying each deal. The external-based valuation, which is obtained at least on a quarterly basis, is analyzed and its assumptions are evaluated and incorporated in either an internal-based valuation model when deemed necessary, or compared to counterparties' prices and agreed by management.
- The fair value of the FDIC indemnification asset represents the present value of the net estimated cash payments expected to be received from the FDIC for future losses on covered assets based on the credit assumptions on estimated cash flows for each covered asset pool and the loss sharing percentages. The ultimate collectability of the FDIC indemnification asset is dependent upon the performance of the underlying covered loans, the passage of time and claims paid by the FDIC which are impacted by the Bank's adherence to certain guidelines established by the FDIC.
- The fair value of servicing assets is estimated by using a cash flow valuation model which calculates the present value of estimated future net servicing cash flows, taking into consideration actual and expected loan prepayment rates, discount rates, servicing costs, and other economic factors, which are determined based on current market conditions.

- The fair values of the derivative instruments are provided by valuation experts and counterparties. Certain derivatives with limited market activity are valued using externally developed models that consider unobservable market parameters. The Company has offered its customers certificates of deposit with an option tied to the performance of the S&P Index, and uses equity indexed option agreements with major broker-dealers to manage its exposure to changes in this index. Their fair value is obtained through the use of an external based valuation that was thoroughly evaluated and adopted by management as its measurement tool for these options. The payoff of these options is linked to the average value of the S&P Index on a specific set of dates during the life of the option. The methodology uses an average rate option or a cash-settled option whose payoff is based on the difference between the expected average value of the S&P Index during the remaining life of the option and the strike price at inception. The assumptions, which are uncertain and require a degree of judgment, include primarily S&P Index volatility, forward interest rate projections, estimated index dividend payout, and leverage.
- Fair value of derivative liabilities, which include interest rate swaps and forward-settlement swaps, are based on the net discounted value of the contractual projected cash flows of both the pay-fixed receive-variable legs of the contracts. The projected cash flows are based on the forward yield curve, and discounted using current estimated market rates.
- The fair value of the covered and non-covered loan portfolio (including loans held-for-sale) is estimated by segregating by type, such as mortgage, commercial, consumer, auto and leasing. Each loan segment is further segmented into fixed and adjustable interest rates and by performing and non-performing categories. The fair value of performing loans is calculated by discounting contractual cash flows, adjusted for prepayment estimates (voluntary and involuntary), if any, using estimated current market discount rates that reflect the credit and interest rate risk inherent in the loan. This fair value is not currently an indication of an exit price as that type of assumption could result in a different fair value estimate.
- The fair value of demand deposits and savings accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is based on the discounted value of the contractual cash flows, using estimated current market discount rates for deposits of similar remaining maturities.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

- The fair value of long-term borrowings, which include securities sold under agreements to repurchase, advances from FHLB-NY, and subordinated capital notes, is based on the discounted value of the contractual cash flows using current estimated market discount rates for borrowings with similar terms, remaining maturities and put dates.
- The fair value of commitments to extend credit and unused lines of credit is based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standings.

NOTE 18 – BUSINESS SEGMENTS

The Company segregates its businesses into the following major reportable segments of business: Banking, Wealth Management, and Treasury. Management established the reportable segments based on the internal reporting used to evaluate performance and to assess where to allocate resources. Other factors such as the Company's organization, nature of its products, distribution channels and economic characteristics of the products were also considered in the determination of the reportable segments. The Company measures the performance of these reportable segments based on pre-established goals of different financial parameters such as net income, net interest income, loan production, and fees generated. The Company's methodology for allocating non-interest expenses among segments is based on several factors such as revenue, employee headcount, occupied space, dedicated services or time, among others. These factors are reviewed on a periodical basis and may change if the conditions warrant.

Banking includes the Bank's branches and traditional banking products such as deposits and commercial, consumer and mortgage loans. Mortgage banking activities are carried out by the Bank's mortgage banking division, whose principal activity is to originate mortgage loans for the Company's own portfolio. As part of its mortgage banking activities, the Company may sell loans directly into the secondary market or securitize conforming loans into mortgage-backed securities.

Wealth Management is comprised of the Bank's trust division, Oriental Financial Services, Oriental Insurance, and CPC. The core operations of this segment are financial planning, money management and investment banking, brokerage services, insurance sales activity, corporate and individual trust and retirement services, as well as pension plan administration services.

The Treasury segment encompasses all of the Company's asset/liability management activities, such as purchases and sales of investment securities, interest rate risk management, derivatives, and borrowings. Intersegment sales and transfers, if any, are accounted for as if the sales or transfers were to third parties, that is, at current market prices.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Following are the results of operations and the selected financial information by operating segment for the quarters and six-month periods ended June 30, 2014 and 2013:

	Quarter Ended June 30, 2014									
			Wealth			Total Major				Consolidated
	Banking	Management		Treasury		Segments		Eliminations		Total
	(In thousands)									
Interest income	\$ 112,971	\$ 46	\$ 12,883	\$ 125,900	\$ -	\$ 125,900				
Interest expense	(10,828)	-	(8,994)	(19,822)	-	(19,822)				
Net interest income	102,143	46	3,889	106,078	-	106,078				
Provision for non-covered loan and lease losses	(13,220)	-	-	(13,220)	-	(13,220)				
Provision for covered loan and lease losses	(1,595)	-	-	(1,595)	-	(1,595)				
Non-interest income (loss)	(6,507)	7,502	(488)	507	-	507				
Non-interest expenses	(49,651)	(6,367)	(3,830)	(59,848)	-	(59,848)				
Intersegment revenue	435	-	-	435	(435)					
Intersegment expenses	-	(327)	(108)	(435)	435					
Income before income taxes	\$ 31,605	\$ 854	\$ (537)	\$ 31,922	\$ -	\$ 31,922				
Total assets	\$ 6,508,432	\$ 25,345	\$ 2,089,516	\$ 8,623,293	\$ (913,148)	\$ 7,710,145				
	Quarter Ended June 30, 2013									
		Wealth		Total Major						Consolidated
	Banking	Management	Treasury	Segments	Eliminations	Total				
	(In thousands)									
Interest income	\$ 115,541	\$ 96	\$ 10,665	\$ 126,302	\$ -	\$ 126,302				

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Interest expense		(9,840)		-		(10,167)		(20,007)		-		(20,007)
Net interest income		105,701		96		498		106,295		-		106,295
Provision for non-covered loan and lease losses		(37,527)		-		-		(37,527)		-		(37,527)
Provision for covered loan and lease losses		(1,211)		-		-		(1,211)		-		(1,211)
Non-interest income (loss)		(5,258)		8,100		3,893		6,735		-		6,735
Non-interest expenses		(57,783)		(6,650)		(4,254)		(68,687)		-		(68,687)
Intersegment revenue		579		-		-		579		(579)		-
Intersegment expenses		-		(485)		(94)		(579)		579		-
Income before income taxes	\$	4,501	\$	1,061	\$	43	\$	5,605	\$	-	\$	5,605
Total assets	\$	6,746,902	\$	39,960	\$	2,527,039	\$	9,313,901	\$	(877,967)	\$	8,435,934

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Six-Month Period Ended June 30, 2014										
			Wealth				Total Major				Consolidated
	Banking	Management		Treasury		Segments		Eliminations		Total	
	(In thousands)										
Interest income	\$ 221,602	\$ 86	\$ 27,286	\$ 248,974	\$ -	\$ 248,974				\$ 248,974	
Interest expense	(18,344)	-	(21,154)	(39,498)	-	(39,498)				(39,498)	
Net interest income	203,258	86	6,132	209,476	-	209,476				209,476	
Provision for non-covered loan and lease losses	(23,282)	-	-	(23,282)	-	(23,282)				(23,282)	
Provision for covered loan and lease losses, net	(3,224)	-	-	(3,224)	-	(3,224)				(3,224)	
Non-interest income(loss)	(11,603)	14,024	3,315	5,736	-	5,736				5,736	
Non-interest expenses	(103,198)	(11,146)	(6,908)	(121,252)	-	(121,252)				(121,252)	
Intersegment revenue	979	-	-	979	(979)					-	
Intersegment expenses	-	(759)	(220)	(979)	979					-	
Income before income taxes	\$ 62,930	\$ 2,205	\$ 2,319	\$ 67,454	\$ -	\$ 67,454				\$ 67,454	
	Six-Month Period Ended June 30, 2013										
		Wealth				Total Major				Consolidated	
	Banking	Management		Treasury		Segments		Eliminations		Total	
	(In thousands)										
Interest income	\$ 217,609	\$ 182	\$ 22,683	\$ 240,474	\$ -	\$ 240,474				\$ 240,474	
Interest expense	(20,497)	-	(20,068)	(40,565)	-	(40,565)				(40,565)	
Net interest income	197,112	182	2,615	199,909	-	199,909				199,909	
Provision for non-covered loan and lease losses	(45,443)	-	-	(45,443)	-	(45,443)				(45,443)	
Provision for covered loan and lease losses, net	(1,883)	-	-	(1,883)	-	(1,883)				(1,883)	
Non-interest income(loss)	(3,193)	15,801	4,030	16,638	-	16,638				16,638	

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Non-interest expenses		(115,501)		(12,777)		(7,020)		(135,298)		-		(135,298)
Intersegment revenue		(624)		-		-		(624)		624		-
Intersegment expenses		-		(786)		1,410		624		(624)		-
Income before income taxes	\$	30,468	\$	2,420	\$	1,035	\$	33,923	\$	-	\$	33,923

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 19 – SUBSEQUENT EVENTS

On July 1, 2014, the Governor of the Commonwealth of Puerto Rico signed House Bill 1919 into law, which became Act 77-2014 (the Act). The Act, which amends the Puerto Rico Internal Revenue Code of 2011 and Act 73-2008, also known as the “Economic Incentives for the Development of Puerto Rico Act”, includes several new tax measures applicable to financial and non financial entities. The main provisions of the Act include:

- A mechanism to impose a 10% tax on a deemed dividend amount resulting from the holding of certain foreign assets, as defined.
- The exclusion of loans or credit transactions between affiliates, with some limited exceptions for purposes of determining the Puerto Rico net assets as part of the computation of the dividend equivalent amount of foreign corporations subject to the branch profits tax.
- Elimination of the former Gross Income Tax as a component of the alternative minimum tax (AMT) for non financial institutions for taxable years commencing on January 1, 2014. Effective for taxable years commencing after December 31, 2013, a tax on gross income is imposed in addition to the regular income tax, the AMT or the alternative basic tax at graduated rates ranging from .20% to .85%. This gross income tax is deductible in arriving at taxable income.
- Limitation of the amount of the tax credit to be claimed against the current year regular tax with respect to the AMT paid in prior years (AMT Credit) to 25% of the current net regular tax over the AMT for such taxable year.
- Increase in tax rates on: (a) net long term capital gains for corporations from 15% to 20%, and (b) dividends from certain corporations from 10% to 15%.
- The holding period to determine whether a gain or loss from the sale of capital assets is considered long-term is increased from six-months to one year.

The Company has made an evaluation of the impact of these amendments and considered the impact immaterial.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

The following discussion of the Company's financial condition and results of operations should be read in conjunction with the "Selected Financial Data" and the Company's unaudited consolidated financial statements and related notes. This discussion and analysis contains forward-looking statements. Please see "Forward-Looking Statements" and the risk factors set forth in our 2013 Form 10-K for the year ended December 31, 2013 (the "2013 Form 10-K"), for discussion of the uncertainties, risks and assumptions associated with these statements.

The Company is a publicly-owned financial holding company that provides a full range of banking and financial services through its subsidiaries, including commercial, consumer, auto and mortgage lending; checking and savings accounts; financial planning, insurance and securities brokerage services; and corporate and individual trust and retirement services. The Company operates through three major business segments: Banking, Wealth Management, and Treasury, and distinguishes itself based on quality service. The Company has 55 branches in Puerto Rico and a subsidiary in Boca Raton, Florida. The Company's long-term goal is to strengthen its banking and financial services franchise by expanding its lending businesses, increasing the level of integration in the marketing and delivery of banking and financial services, maintaining effective asset-liability management, growing non-interest revenue from banking and financial services, and improving operating efficiencies.

The Company's diversified mix of businesses and products generates both the interest income traditionally associated with a banking institution and non-interest income traditionally associated with a financial services institution (generated by such businesses as securities brokerage, fiduciary services, investment banking, insurance agency, and retirement plan administration). Although all of these businesses, to varying degrees, are affected by interest rate and financial market fluctuations and other external factors, the Company's commitment is to continue producing a balanced and growing revenue stream.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) requires management to make a number of judgments, estimates and assumptions that affect the reported amount of assets, liabilities, income and expenses in the consolidated financial statements. Understanding our accounting policies and the extent to which we use management judgment and estimates in applying these policies is integral to understanding our financial statements. We provide a summary of our significant accounting policies in “Note 1—Summary of Significant Accounting Policies” of our annual report on the 2013 Form 10-K.

In the “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates” section of our 2013 Form 10-K, we identified the following accounting policies as critical because they require significant judgments and assumptions about highly complex and inherently uncertain matters and the use of reasonably different estimates and assumptions could have a material impact on our reported results of operations or financial condition:

- Business combination
- Allowance for loan and lease losses
- Financial instruments

We evaluate our critical accounting estimates and judgments on an ongoing basis and update them as necessary based on changing conditions. Management has reviewed and approved these critical accounting policies and has discussed its judgments and assumptions with the Audit and Compliance Committee of our Board of Directors. As part of the Company’s continuous enhancement to the allowance for loan and lease losses methodology, during the quarter ended March 31, 2014, an assessment of the look-back period and historical loss factor was performed for auto and leasing and consumer loan portfolios based on the trends observed and their relation with the economic cycle as of the period ended March 31, 2014. Same analysis was performed for the commercial portfolio during the quarter ended June 30, 2014. As a result, the period was changed to 24 months from the previously determined 12 months for auto and leasing and consumer. For the commercial portfolio, a look back period of 12 months was maintained. In addition, during the quarter ended June 30, 2014, an assessment of environmental factors was performed for commercial, auto, and consumer portfolios. As a result, more weight is been given to the environmental factors related to the economy, taking into consideration current evolution of the portfolio and expected impact, due to recent economic developments. These changes in the allowance for loan and lease losses’ look back period for the consumer and auto and leasing portfolios, and economic factors for the commercial, auto, and consumer portfolios are considered a change in accounting estimate as per ASC 250-10 provisions, where adjustments should be made prospectively. Apart from these changes, there have been no other material changes in the methods used to formulate these critical accounting estimates from those discussed in our 2013 Form 10-K.

OVERVIEW OF FINANCIAL PERFORMANCE

SELECTED FINANCIAL DATA											
	Quarter Ended June 30,						Six-Month Period Ended June 30,				
					Variance						Variance
	2014		2013		%		2014		2013		%
EARNINGS DATA:	(In thousands, except per share data)										
Interest income	\$ 125,900		\$ 126,302		-0.3%		\$ 248,974		\$ 240,474		3.5%
Interest expense	19,822		20,007		-0.9%		39,498		40,565		-2.6%
Net interest income	106,078		106,295		-0.2%		209,476		199,909		4.8%
Provision for non-covered loan and lease losses	13,220		37,527		-64.8%		23,282		45,443		-48.8%
Provision for covered loan and lease losses, net	1,595		1,211		31.7%		3,224		1,883		71.2%
Total provision for loan and lease losses, net	14,815		38,738		-61.8%		26,506		47,326		-44.0%
Net interest income after provision for loan and lease losses	91,263		67,557		35.1%		182,970		152,583		19.9%
Non-interest income	507		6,735		-92.5%		5,736		16,638		-65.5%
Non-interest expenses	59,848		68,687		-12.9%		121,252		135,298		-10.4%
Income before taxes	31,922		5,605		469.5%		67,454		33,923		98.8%
Income tax expense (benefit)	10,613		(31,934)		133.2%		22,398		(24,808)		190.3%
Net income	21,309		37,539		-43.2%		45,056		58,731		-23.3%
Less: dividends on preferred stock	(3,466)		(3,466)		153.0%		(6,931)		(6,931)		153.0%
Income available to common shareholders	\$ 17,843		\$ 34,073		-47.6%		\$ 38,125		\$ 51,800		-26.4%
PER SHARE DATA:											
Basic	\$ 0.40		\$ 0.75		-46.7%		\$ 0.84		\$ 1.14		-26.3%
Diluted	\$ 0.38		\$ 0.68		-44.1%		\$ 0.80		\$ 1.05		-23.8%
Average common shares outstanding	45,014		45,638		-1.4%		45,170		45,613		-1.0%
Average common shares outstanding and equivalents	52,352		52,968		-1.2%		52,476		52,929		-0.9%
Cash dividends declared per common share	\$ 0.08		\$ 0.06		33.3%		\$ 0.16		\$ 0.12		33.3%

Cash dividends declared on common shares	\$	3,560	\$	2,742	29.8%	\$	7,217	\$	5,479	31.7%
PERFORMANCE RATIOS:										
Return on average assets (ROA)		1.10%		1.76%	-37.5%		1.14%		1.35%	-15.6%
Return on average tangible common equity		10.96%		22.75%	-51.8%		11.89%		17.35%	-31.5%
Return on average common equity (ROE)		9.54%		19.50%	-51.1%		10.32%		14.86%	-30.6%
Equity-to-assets ratio		12.00%		10.32%	16.2%		12.00%		10.32%	16.2%
Efficiency ratio		47.89%		52.49%	-8.8%		48.99%		54.80%	-10.6%
Interest rate spread		6.05%		5.65%	7.1%		5.91%		5.26%	12.4%
Interest rate margin		6.10%		5.66%	7.8%		5.96%		5.26%	13.3%

SELECTED FINANCIAL DATA - (Continued)							
	June 30,		December 31,			Variance	
	2014			2013			%
PERIOD END BALANCES AND CAPITAL RATIOS:	(In thousands, except per share data)						
Investments and loans							
Investment securities	\$	1,471,723		\$	1,614,809		-8.9%
Loans and leases not covered under shared-loss agreements with the FDIC, net		4,601,696			4,662,458		-1.3%
Loans and leases covered under shared-loss agreements with the FDIC, net		334,344			356,961		-6.3%
Total investments and loans	\$	6,407,763		\$	6,634,228		-3.4%
Deposits and borrowings							
Deposits	\$	5,141,233		\$	5,383,265		-4.5%
Securities sold under agreements to repurchase		1,012,233			1,267,618		-20.1%
Other borrowings		464,874			439,816		5.7%
Total deposits and borrowings	\$	6,618,340		\$	7,090,699		-6.7%
Stockholders' equity							
Preferred stock	\$	176,000		\$	176,000		0.0%
Common stock		52,730			52,707		0.0%
Additional paid-in capital		538,936			538,071		0.2%
Legal surplus		66,438			61,957		7.2%
Retained earnings		160,055			133,629		19.8%
Treasury stock, at cost		(90,712)			(80,642)		-12.5%
Accumulated other comprehensive income		21,755			3,191		581.8%
Total stockholders' equity	\$	925,202		\$	884,913		4.6%
Per share data							
Book value per common share	\$	16.87		\$	15.45		9.2%
Tangible book value per common share	\$	14.71		\$	13.27		10.9%
Market price at end of period	\$	18.41		\$	17.34		6.2%
Capital ratios							
Leverage capital		10.26%			9.11%		12.6%
Tier 1 risk-based capital		15.49%			14.35%		7.9%
Total risk-based capital		17.30%			16.14%		7.2%
Tier 1 common equity to risk-weighted assets		11.47%			10.44%		9.9%
Financial assets managed							
Trust assets managed	\$	2,866,576		\$	2,796,923		2.5%
Broker-dealer assets gathered	\$	2,651,291		\$	2,493,324		6.3%

FINANCIAL HIGHLIGHTS OF THE SECOND QUARTER OF 2014

Income available to common shareholders for the quarter ended June 30, 2014 was \$17.8 million, or \$0.38 per diluted share. In the quarter ended June 30, 2013, the Company earned \$34.1 million or \$0.68 per diluted share, which included a net positive impact of \$16.3 million from non-recurring items. Such non-recurring items included a \$37.0 million deferred income tax benefit as result of the change in tax rate from 30% to 39%, \$13.6 million of additional provision for non-performing mortgage loans transferred to held for sale, \$8.5 million for the catch up of the first quarter of 2013 income tax expense as a result of the increase in effective income tax rate from 25% to 35%, and a \$1.4 million net gain on the sale of a claim on insolvency proceeding.

Net interest margin expanded to 6.10% from 5.66% primarily as a result of an increase in the yield of the Company's interest earning assets.

The Company's return on assets was 1.10%, and its return on equity was 9.54%, each of which were decreases from 1.76% and 19.50%, respectively, from the second quarter of 2013. The Company improved its efficiency ratio, which decreased to 47.89% from 52.49% when compared with the same quarter in 2013, primarily as a result of a decrease in the Company's non-interest expenses.

Interest Income

Total interest income slightly decreased 0.3% to \$125.9 million. This was mainly related to the decrease in interest income from loans of \$2.2 million, or 1.9%, in the second quarter of 2014. The yield on non-covered loans decreased from 7.80% to 7.55% when compared to the same period in 2013 as a result of a decrease in the yield of acquired loans accounted for under ASC 310-20 from 6.29% to 6.20%, as this portfolio continues to decrease due to scheduled repayments and maturities. Nevertheless, the yield on covered loans increased from 25.70% to 29.06%. This increase in yield is the result of higher projected cash flows on certain pools of covered loans, as credit losses have been lower than initially estimated for these pools. The covered portfolio is having cost recoveries on pools with lower carrying amounts, and these have the effect of increasing net interest income and results mainly from favorable workout resolutions with borrowers.

Interest income from investments reflects a 15.7% increase. The increase is mainly due to the increase in the investments' yield to 2.66% as compared to 1.81%, driven by lower premium amortization.

Interest Expense

Total interest expense slightly decreased 0.9% to \$19.8 million, as compared to the same period in 2013. Such decrease reflects the lower cost of deposits before purchase accounting adjustments (0.76% vs. 0.96%). Such lower cost reflects continuing progress in the repricing of the Company's core retail deposits and other reductions in its cost of funds.

Net Interest Income

Net interest income remained level at \$106.1 million for the second quarter of 2014. Net interest margin of 6.10% increased 45 basis points when compared to the second quarter of 2013.

Provision for Loan and Lease Losses

Provision for non-covered loans losses decreased \$24.3 million when compared to \$37.5 million for the second quarter of 2013, which included the impact of a \$21.0 million additional provision due to the reclassification to held-for-sale of \$59 million non-performing residential mortgage loans. Excluding this effect, the provision would have been \$16.5 million, compared to \$13.2 for the second quarter of 2014. Provision for covered loans losses increased \$384 thousand when compared to the same period in 2013.

Non-Interest Income

Core banking and financial services revenues decreased 23.2% to \$18.9 million as compared to the same period in 2013, primarily reflecting a decrease of \$2.7 million in banking services revenue to \$10.0 million, and a decrease of \$2.3 million in the mortgage banking activities to \$1.6 million. Decrease in banking services revenues is mostly due to the reclassification of loan late charges into interest income during the last quarter of 2013. For the quarter and six-month period ended June 30, 2013 these revenues were included as part of banking activities, since the reclassification was not reflected until late 2013. Decrease in mortgage banking activities is mainly due to higher losses in repurchased loans and decrease in sales, when compared to same period in 2013.

The FDIC shared-loss expense of \$18.4 million, compared to \$20.0 million for the same period in 2013, resulted from the ongoing evaluation of expected cash flows of the covered loan portfolio, which resulted in reduced projected losses expected to be collected from the FDIC and the improved accretable yield on the covered loans.

Losses from derivative activities were \$247 thousand, compared to \$164 thousand for the same period in 2013.

Non-Interest Expense

Non-interest expense, decreased to \$59.8 million, compared to \$68.7 million for the same period in 2013, mainly because during the second quarter of 2014, there were no merger and restructuring charges compared to \$5.3 million for the same period in 2013. As a result of such decrease, the Company's efficiency ratio improved to 47.89%, compared to 52.49% for the same period in 2013.

Income Tax Expense

Income tax expense was \$10.6 million, compared to an income tax benefit of \$31.9 million for the same period in 2013. The income tax benefit for the quarter ended June 30, 2013 included a \$36.9 million benefit from the effect in deferred taxes due to the increase in tax rates from 30.0% to 39.0%.

Income Available to Common Shareholders

The Company's income available to common shareholders amounted to \$17.8 million, compared to \$34.1 million for the same period in 2013. Income per basic common share and fully diluted common share was \$0.40 and \$0.38, respectively, compared to income per basic common share and fully diluted common share of \$0.75 and \$0.68, respectively, for the second quarter of 2013.

Interest Earning Assets

The loan portfolio declined to \$4.936 billion at June 30, 2014, compared to \$5.003 billion at March 31, 2014, primarily due to the pay down of some commercial loans. The investment portfolio of \$1.472 billion at June 30, 2014 decreased slightly 0.7% compared to \$1.482 billion at March 31, 2014.

Interest Bearing Liabilities

Total deposits amounted to \$5.141 billion at June 30, 2014, a decrease of 3.1% compared to \$5.301 billion at March 31, 2014. Securities sold under agreements to repurchase remained at \$1.012 billion.

Stockholders' Equity

Stockholders' equity at June 30, 2014 was \$925.2 million compared to \$896.5 million at March 31, 2014, an increase of 3.2%. This increase reflects the net income for the quarter and an increase in other comprehensive income. Book value per share was \$16.87 at June 30, 2014 compared to \$16.23 at March 31, 2014.

The Company maintains capital ratios in excess of regulatory requirements. At June 30, 2014, Tier 1 Leverage Capital Ratio was 10.26% (March 31, 2014 – 9.51%), Tier 1 Risk-Based Capital Ratio was 15.49% (March 31, 2014 – 14.76%), and Total Risk-Based Capital Ratio was 17.30% (March 31, 2014 – 16.56%).

Return on Average Assets and Common Equity

Return on average common equity ("ROE") was 9.54% compared to 19.50% for the quarter ended June 30, 2013. Return on average assets ("ROA") was 1.10% compared to 1.76% for the same period in 2013. The decreases in ROE and ROA are mostly due to a 43.2% decrease in net income from \$37.5 million to \$21.3 million in the second quarter of 2014.

Assets under Management

At June 30, 2014, total assets managed by the Company's trust division and CPC increased 2.5% to \$2.867 billion compared to \$2.798 billion at March 31, 2014. At June 30, 2014, total assets gathered by the securities broker-dealer subsidiary from its customer investment accounts increased 2.9% to \$2.651 billion, compared to \$2.577 billion at March 31, 2014. Changes in trust and broker-dealer related assets primarily reflect a slight increase in portfolio and differences in market values.

Lending

Total loan production of \$221.6 million decreased 32.3% from the second quarter of 2013. Total commercial loan production of \$45.4 million decreased 56.6% from \$104.5 million for the same period in 2013.

Mortgage loan production of \$52.0 million decreased 48.7% from the same period in 2013. The Company sells most of its conforming mortgage loans in the secondary market and retains the servicing rights.

In the aggregate, consumer loan and auto and leasing production totaled \$124.2 million, a slight increase of 2.3% from the same period in 2013.

Total loan portfolio declined by \$66.6 million from \$5.003 billion at March 31, 2014 to \$4.936 billion at June 30, 2014, mostly as the result of scheduled pay downs and maturities in both the non-covered and covered loan portfolios.

Credit Quality on Non-Covered Loans

Net credit losses, excluding acquired loans, decreased \$26.3 million to \$6.3 million, representing 0.96% of average non-covered loans outstanding versus 8.89% in the same period in 2013. The credit losses for the quarter ended June 30, 2013, included a \$27 million charge-off from nonperforming mortgage loans reclassified as held-for-sale. The allowance for loan and lease losses on non-covered loans at June 30, 2014, increased to \$60.4 million compared to \$56.2 million at March 31, 2014. The allowances for loan and lease losses, excluding acquired loans, increased to \$50.6 million (1.92% of total non-covered loans, excluding acquired loans) at June 30, 2014, compared to \$49.5 million (1.95% of total non-covered loans, excluding acquired loans) at March 31, 2014. The allowance for loan and lease losses on acquired loans accounted for under ASC 310-20 decreased to \$3.4 million at June 30, 2014, compared to \$3.6 million at March 31, 2014.

Non-performing loans ("NPLs"), which exclude loans covered under shared-loss agreements with the FDIC and loans acquired in the BBVAPR Acquisition accounted under ASC 310-30, increased to \$94.1 million at June 30, 2014 compared to \$88.2 million at March 31, 2014. The increase is due mainly to increase in non-performing mortgage and auto loans.

Non-GAAP Measures

The Company uses certain non-GAAP measures of financial performance to supplement the unaudited consolidated financial statements presented in accordance with GAAP. The Company presents non-GAAP measures that management believes are useful and meaningful to investors. Non-GAAP measures do not have any standardized meaning, are not required to be uniformly applied, and are not audited. Therefore, they are unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP measures is not intended to be a substitute for, and should not be considered in isolation from, the financial measures reported in accordance with GAAP.

The Company's management has reported and discussed the results of operations herein both on a GAAP basis and on a pre-tax pre-provision operating income basis (defined as net interest income, plus banking and financial services revenue, less non-interest expenses, as calculated on the table below). The Company's management believes that, given the nature of the items excluded from the definition of pre-tax pre-provision operating income, it is useful to state what the results of operations would have been without them so that investors can see the financial trends from the Company's continuing business.

During the quarter ended June 30, 2014, the Company's pre-tax pre-provision operating income decreased 3.5% to \$65.1 million as compared to \$67.4 million for the same period in 2013. Pre-tax pre-provision operating income is calculated as follows:

	Quarter Ended June 30,					Six-Month Period Ended June 30,				
	2014		2013			2014		2013		
	(In thousands)					(In thousands)				
<i>PRE-TAX PRE-PROVISION OPERATING INCOME</i>	—		—							
Net interest income	\$	106,078		\$	106,295	\$	209,476		\$	199,909
Core non-interest income:										
Banking service revenue		9,995			12,705		20,552			24,345
Financial service revenue		7,336			8,030		14,203			15,690
Mortgage banking activities		1,554			3,827		3,249			6,963
Total core non-interest income		18,885			24,562		38,004			46,998
Non-interest expenses		59,848			68,687		121,252			135,298
		-			(5,273)		-			(10,808)

Less merger and restructuring charges										
		59,848			63,414			121,252		124,490
Total pre-tax pre-provision operating income	\$	65,115		\$	67,443	\$	126,228		\$	122,417

Tangible common equity consists of common equity less goodwill, core deposit intangibles and customer relationship intangible. Tier 1 common equity consists of common equity less goodwill, core deposit intangibles, net unrealized gains on available for sale securities, net unrealized losses on cash flow hedges, and disallowed deferred tax asset and servicing assets. Tangible book value per common share consists of tangible common equity divided by common stock outstanding at the end of the period. Ratios of tangible common equity to total assets, tangible common equity to risk-weighted assets, total equity to risk-weighted assets, and Tier 1 common equity to risk-weighted assets and tangible book value per common share are non-GAAP measures.

At June 30, 2014, tangible common equity to total assets and tangible common equity to risk-weighted assets increased to 8.59% and 13.26%, respectively, from 8.06% and 12.54%, respectively, at March 31, 2014. Total equity to risk-weighted assets and Tier 1 common equity to risk-weighted assets at June 30, 2014 increased to 18.52% and 11.47%, respectively, from 17.75% and 10.79%, respectively, at March 31, 2014.

Ratios calculated based upon Tier 1 common equity have become a focus of regulators and investors, and management believes ratios based on Tier 1 common equity assist investors in analyzing the Company's capital position. Furthermore, management and many stock analysts use tangible common equity in conjunction with more traditional bank capital ratios to compare the capital adequacy of banking organizations. Neither Tier 1 common equity nor tangible common equity or related measures should be considered in isolation or as a substitute for stockholders' equity, total assets or any other measure calculated in accordance with GAAP.

ANALYSIS OF RESULTS OF OPERATIONS

The following tables show major categories of interest-earning assets and interest-bearing liabilities, their respective interest income, expenses, yields and costs, and their impact on net interest income due to changes in volume and rates for the quarters and six-month periods ended June 30, 2014 and 2013:

TABLE 1 - QUARTERLY ANALYSIS OF NET INTEREST INCOME AND CHANGES DUE TO VOLUME/RATE													
FOR THE QUARTERS ENDED JUNE 30, 2014 AND 2013													
	Interest				Average rate				Average balance				
	June		June		June	June			June		June		
	2014		2013		2014	2013			2014		2013		
(Dollars in thousands)													
A - TAX EQUIVALENT SPREAD													
Interest-earning assets	\$ 125,900		\$ 126,302		7.24%	6.72%			\$ 6,972,133		\$ 7,542,763		
Tax equivalent adjustment	9,926		1,717		0.57%	0.09%			-		-		
Interest-earning assets - tax equivalent	135,826		128,019		7.82%	6.81%			6,972,133		7,542,763		
Interest-bearing liabilities	19,822		20,007		1.19%	1.07%			6,689,332		7,476,194		
Tax equivalent net interest income / spread	116,004		108,012		6.64%	5.74%			282,801		66,569		
Tax equivalent interest rate margin					6.67%	5.74%							
B - NORMAL SPREAD													
Interest-earning assets:													
Investments:													
Investment securities	12,569		10,925		3.62%	2.26%			1,391,655		1,936,467		
Trading securities	37		31		7.94%	7.84%			1,868		1,585		
Interest bearing cash and money market investments	351		242		0.25%	0.18%			559,230		547,443		
Total investments	12,957		11,198		2.66%	1.81%			1,952,753		2,485,495		

Loans not covered under shared-loss agreements														
with the FDIC:														
Originated														
Mortgage		10,341		10,495	5.36%	5.24%		773,425		803,272				
Commercial		16,451		6,046	5.46%	6.18%		1,209,346		392,261				
Consumer		3,641		1,746	9.92%	8.98%		147,230		77,948				
Auto and leasing		12,650		5,075	10.47%	10.63%		484,536		191,438				
Total originated non-covered loans		43,083		23,362	6.61%	6.40%		2,614,537		1,464,918				
Acquired														
Mortgage		9,363		11,138	5.37%	5.76%		698,720		775,711				
Commercial		18,959		35,645	11.35%	10.30%		669,983		1,387,963				
Consumer		3,992		5,431	13.84%	12.40%		115,676		175,678				
Auto		12,667		15,529	8.80%	7.09%		577,114		878,387				
Total acquired non-covered loans		44,981		67,743	8.75%	8.44%		2,061,493		3,217,739				
Total non-covered loans		88,064		91,105	7.55%	7.80%		4,676,030		4,682,657				
Loans covered under shared loss agreements with the FDIC		24,879		23,999	29.06%	25.70%		343,350		374,611				
Total loans		112,943		115,104	9.03%	9.13%		5,019,380		5,057,268				
Total interest earning assets		125,900		126,302	7.24%	6.72%		6,972,133		7,542,763				

	Interest					Average rate				Average balance			
	June			June		June		June		June			June
	2014			2013		2014		2013		2014			2013
	(Dollars in thousands)												
Interest-bearing liabilities:													
Deposits:													
Non-interest bearing deposits		-		-		0.00%	0.00%			704,107		769,830	
Now Accounts		2,208		1,964		0.61%	0.57%			1,443,824		1,390,030	
Savings and money market		2,192		3,015		0.75%	1.35%			1,168,911		893,804	
Individual retirement accounts		940		1,169		1.14%	1.29%			329,584		363,209	
Retail certificates of deposits		1,742		2,851		1.31%	1.66%			535,203		690,246	
Total core deposits		7,082		8,999		0.68%	0.88%			4,181,629		4,107,119	
Institutional deposits		1,290		2,665		1.58%	1.65%			327,660		647,493	
Brokered deposits		1,468		1,790		0.83%	0.84%			709,374		858,199	
Total wholesale deposits		2,758		4,455		1.07%	1.19%			1,037,034		1,505,692	
Deposits fair value premium amortization		(1,010)		(4,382)		0.00%	0.00%			-		-	
Core deposit intangible amortization		335		415		0.00%	0.00%			-		-	
Total deposits		9,165		9,487		0.70%	0.68%			5,218,663		5,612,811	
Borrowings:													
Securities sold under agreements to repurchase		7,372		7,109		2.93%	2.10%			1,010,000		1,356,716	
Advances from FHLB and other borrowings		2,289		2,241		2.55%	2.20%			360,130		408,019	
Subordinated capital notes		996		1,170		3.97%	4.76%			100,539		98,648	
Total borrowings		10,657		10,520		2.91%	2.26%			1,470,669		1,863,383	
Total interest bearing liabilities		19,822		20,007		1.19%	1.07%			6,689,332		7,476,194	
Net interest income / spread	\$	106,078	\$	106,295		6.05%	5.65%						
Interest rate margin						6.10%	5.65%						
									\$	282,801	\$	66,569	

Excess of average interest-earning assets over average interest-bearing liabilities																		
Average interest-earning assets to average interest-bearing liabilities ratio													104.23%			100.89%		
C - CHANGES IN NET INTEREST INCOME DUE TO:																		
	Volume			Rate			Total											
	(In thousands)																	
Interest Income:																		
Investments	\$	(2,400)		\$	4,159		\$	1,759										
Loans		(2,132)			(29)			(2,161)										
Total interest income		(4,532)			4,130			(402)										
Interest Expense:																		
Deposits		(666)			344			(322)										
Repurchase agreements		(1,817)			2,080			263										
Other borrowings		(310)			184			(126)										
Total interest expense		(2,793)			2,608			(185)										
Net Interest Income	\$	(1,739)		\$	1,522		\$	(217)										

TABLE 1/A - YEAR-TO-DATE ANALYSIS OF NET INTEREST INCOME AND CHANGES DUE TO VOLUME/RATE												
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2014 AND 2013												
	Interest				Average rate				Average balance			
	June		June		June		June		June		June	
	2014		2013		2014		2013		2014		2013	
	(Dollars in thousands)											
A - TAX EQUIVALENT SPREAD												
Interest-earning assets	\$ 248,974		\$ 240,474		7.08%		6.33%		\$ 7,093,560		\$ 7,662,088	
Tax equivalent adjustment	20,059		3,676		0.57%		0.10%		-		-	
Interest-earning assets - tax equivalent	269,033		244,150		7.65%		6.43%		7,093,560		7,662,088	
Interest-bearing liabilities	39,498		40,565		1.17%		1.07%		6,827,571		7,633,386	
Tax equivalent net interest income / spread	229,535		203,585		6.48%		5.36%		265,989		28,702	
Tax equivalent interest rate margin					6.53%		5.36%					
B - NORMAL SPREAD												
Interest-earning assets:												
Investments:												
Investment securities	26,690		23,734		3.58%		2.37%		1,503,772		2,021,442	
Trading securities	75		50		8.06%		8.47%		1,876		1,190	
Interest bearing cash and money market investments	635		550		0.22%		0.20%		574,509		556,054	
Total investments	27,400		24,334		2.66%		1.90%		2,080,157		2,578,686	
Loans not covered under shared-loss agreements												
with the FDIC:												
Originated												
Mortgage	20,799		21,938		5.49%		5.65%		763,400		783,172	
Commercial	30,797		10,937		5.33%		5.76%		1,165,891		382,654	
Consumer	6,780		2,943		9.92%		8.67%		137,787		68,480	

Auto and leasing		23,639		7,920		10.56%		11.02%		451,488		144,995
Total originated non-covered loans		82,015		43,738		6.57%		6.39%		2,518,566		1,379,302
Acquired												
Mortgage		18,732		22,308		5.35%		5.73%		705,992		784,445
Commercial		37,671		62,241		10.79%		8.77%		704,082		1,430,953
Consumer		8,209		11,302		13.48%		12.47%		122,806		182,806
Auto		26,680		32,323		8.78%		7.06%		612,551		923,135
Total acquired non-covered loans		91,292		128,174		8.58%		7.78%		2,145,431		3,321,338
Total non-covered loans		173,307		171,912		7.49%		7.38%		4,663,997		4,700,641
Loans covered under shared loss agreements with the FDIC												
		48,267		44,228		27.86%		23.30%		349,406		382,761
Total loans		221,574		216,140		8.91%		8.57%		5,013,403		5,083,402
Total interest earning assets		248,974		240,474		7.08%		6.33%		7,093,560		7,662,088

	Interest					Average rate					Average balance						
	June			June			June		June		June			June			
	2014			2013			2014			2013			2014			2013	
	(Dollars in thousands)																
Interest-bearing liabilities:																	
Deposits:																	
Non-interest bearing deposits		-		-		0.00%		0.00%			702,862				768,041		
Now Accounts		4,531		5,707		0.63%		0.81%			1,451,547				1,421,650		
Savings and money market		4,488		4,822		0.79%		1.11%			1,148,918				876,624		
Individual retirement accounts		1,998		2,536		1.20%		1.39%			336,634				368,042		
Retail certificates of deposits		3,681		6,040		1.34%		1.76%			553,527				691,565		
Total core deposits		14,698		19,105		0.71%		0.93%			4,193,488				4,125,922		
Institutional deposits		2,699		5,359		1.54%		1.74%			352,456				620,069		
Brokered deposits		2,984		3,779		0.82%		0.89%			730,349				857,330		
		5,683		9,138		1.06%		1.25%			1,082,805				1,477,399		
Deposits fair value premium amortization		(2,908)		(9,649)		0.00%		0.00%			-				-		
Core deposit intangible amortization		670		829		0.00%		0.00%			-				-		
Total deposits		18,143		19,423		0.69%		0.70%			5,276,293				5,603,321		
Borrowings:																	
Securities sold under agreements to repurchase		14,784		14,357		2.75%		2.01%			1,082,968				1,440,679		
Advances from FHLB and other borrowings		4,583		3,046		2.51%		1.38%			367,953				446,482		
FDIC-guaranteed term notes		-		909		0.00%		8.38%			-				21,875		
Subordinated capital notes		1,988		2,830		3.99%		4.72%			100,357				121,029		
Total borrowings		21,355		21,142		2.78%		2.10%			1,551,278				2,030,065		
Total interest bearing liabilities		39,498		40,565		1.17%		1.07%			6,827,571				7,633,386		
Net interest income / spread	\$	209,476	\$	199,909		5.91%		5.26%									
Interest rate margin						5.96%		5.26%									

Excess of average interest-earning assets over average interest-bearing liabilities													\$	265,989	\$	28,702
Average interest-earning assets to average interest-bearing liabilities ratio														103.90%		100.38%
C - CHANGES IN NET INTEREST INCOME DUE TO:																
	Volume			Rate			Total									
	(In thousands)															
Interest Income:																
Investments	\$	(4,704)		\$	7,770		\$	3,066								
Loans		(5,194)			10,628			5,434								
Total interest income		(9,898)			18,398			8,500								
Interest Expense:																
Deposits		(1,134)			(146)			(1,280)								
Repurchase agreements		(3,565)			3,992			427								
Other borrowings		(1,394)			1,180			(214)								
Total interest expense		(6,093)			5,026			(1,067)								
Net Interest Income	\$	(3,805)		\$	13,372		\$	9,567								

Net Interest Income

Comparison of quarters ended June 30, 2014 and 2013

Net interest income of \$106.1 million remained level as compared to \$106.3 million in the second quarter of 2013, reflecting a decrease of 1.9% in interest income from loans partially offset by a 15.7% increase in interest income from investment securities and a 1.0% decrease in interest expense.

Interest rate spread increased 40 basis points to 6.05% from 5.65%. This increase is mainly due to the net effect of a 52 basis point increase in the average yield of interest-earning assets from 6.72% to 7.24%, and 12 basis point increases in the average cost of funds from 1.07% to 1.19%.

Interest income slightly decreased to \$125.9 million from \$126.3 million in the same quarter in 2013. Such decrease reflects a \$4.5 million decrease in the volume of interest-earning assets partially offset by an increase of \$4.1 million in interest rate. Interest income from loans decreased 1.9% to \$112.9 million, primarily reflecting a decrease in volume of \$2.1 million. Interest income from investments increased 15.7% to \$13.0 million, reflecting a lower premium amortization in the investment securities portfolio as conditional prepayment rates (“CPRs”) on mortgage-backed securities fell.

Interest expense decreased 1.0% to \$19.8 million, primarily because of a \$2.8 million decrease in the volume of interest-bearing liabilities, partially offset by a \$2.6 million increase in interest rate. The decrease in interest-bearing liabilities is mostly due to the decrease in deposits volume of \$666 thousand, partially offset by an increase in rate of \$344 thousand. The cost of deposits before purchase accounting adjustments decreased 20 basis points to 0.76% for the second quarter of 2014, compared to 0.96% for the second quarter of 2013. The decrease in the cost of deposits was partially offset by an increase in the cost of borrowings, which increased 65 basis points to 2.91% from 2.26%.

The average balance of total interest-earning assets was \$6.972 billion, a decrease of 7.6% from the same period in 2013. The decrease in average balance of interest-earning assets was mainly attributable to a decrease of 21.4% in average investments, resulting from redemptions and maturities during the current quarter. The average yield on interest-earning assets was 7.24% compared to 6.72% for the same quarter in 2013. This was mainly due to higher average yields in the investment portfolio, which increased to 2.66% from 1.81%, and in the covered loan portfolio, which increased to 29.06% from 25.70%.

Comparison of six-month periods ended June 30, 2014 and 2013

Net interest income increased 4.8% to \$209.5 million as compared to \$199.9 million for the same period in 2013. The change reflects a decrease of 2.6% in interest expense and increases of 2.5% in interest income from loans and 12.6% in interest income from investment securities.

Interest rate spread increased 65 basis points to 5.91% from 5.26% in the same period for 2013. This increase is mainly due to the net effect of a 75 basis point increase in the average yield of interest-earning assets from 6.33% to 7.08% and a 10 basis point increase in the average cost of funds from 1.07% to 1.17%.

Interest income increased 3.5% to \$249.0 million when compared to \$240.5 million for the same period in 2013. Results reflect an increase of \$18.4 million in interest-earning asset interest rate partially offset by a \$9.9 million decrease in volume. Interest income from loans increased 2.5% to \$221.6 million, reflecting an increase in interest rate of \$10.6 million, partially offset by a \$5.2 million decrease in volume. Interest income from investments increased 12.6% to \$27.4 million, reflecting a lower premium amortization in the investment securities portfolio as CPRs on mortgage-backed securities fell.

Interest expense decreased 2.6% to \$39.5 million, primarily the result of a \$6.1 million decrease in the volume of interest-bearing liabilities, partially offset by a \$5.0 million increase in interest rate. The decrease in interest-bearing liabilities is mostly due to the decrease in the repurchase agreement volume of \$3.6 million, as the company repaid \$510 million of repurchase agreements at maturity. The increase in interest rate is due to an increase in the cost of borrowings, which increased 68 basis points to 2.78%, compared to 2.10%. The cost of deposits before purchase accounting adjustments decreased 24 basis points to 0.78%, compared to 1.01% for the same period in 2013.

Average balance of total interest-earning assets was \$7.094 billion, a decrease of 7.5% from the same period in 2013. The decrease in average balance of interest-earning assets was mainly attributable to a decrease of 19.3% in average investments, resulting from redemptions and maturities, to the sale of available for sale securities during the current quarter amounting to \$110.8 million, and to a reduction of 1.4% in the average loan portfolio primarily due to the early pay down of some commercial loans. The average yield on interest-earning assets was 7.08% compared to 6.33% for the same period in 2013. This was mainly due to higher average yields in the investment portfolio, which increased to 2.66% from 1.90%, and in the loan portfolio, which increased to 8.91% from 8.57%.

TABLE 2 - NON-INTEREST INCOME SUMMARY															
	Quarter Ended June 30,						Six-Month Period Ended June 30,								
	2014			2013		Variance		2014			2013			Variance	
	(Dollars in thousands)														
Banking service revenue	\$	9,995	\$	12,705	-21.3%	\$	20,552	\$	24,345	-15.6%					
Wealth management revenue		7,336		8,030	-8.6%		14,203		15,690	-9.5%					
Mortgage banking activities		1,554		3,827	-59.4%		3,249		6,963	-53.3%					
Total banking and financial service revenue		18,885		24,562	-23.1%		38,004		46,998	-19.1%					
FDIC shared-loss expense, net		(18,355)		(19,965)	8.1%		(36,842)		(32,836)	-12.2%					
Sale of securities available for sale		-		-	0.0%		4,366		-	100.0%					
Derivatives		(247)		(164)	-50.6%		(470)		(934)	49.7%					
Early extinguishment of debt		-		-	0.0%		-		1,061	-100.0%					
Other non-interest income		224		2,302	-90.3%		678		2,349	-71.1%					
		(18,378)		(17,827)	-3.1%		(32,268)		(30,360)	-6.3%					
Total non-interest income, net	\$	507	\$	6,735	-92.5%		5,736		16,638	-65.5%					

Non-Interest Income

Non-interest income is affected by the level of trust assets under management, transactions generated by clients' financial assets serviced by the securities broker-dealer and insurance agency subsidiaries, the level of mortgage banking activities, and the fees generated from loans and deposit accounts. It is also affected by the FDIC shared-loss expense, which varies depending on the results of the on-going evaluation of expected cash flows of the loan portfolio acquired in the FDIC-assisted acquisition. In addition, it is affected by the amount of securities, derivatives and trading transactions.

Comparison of quarters ended June 30, 2014 and 2013

As shown in Table 2 above, the Company recorded non-interest income in the amount of \$507 thousand, compared to \$6.7 million for the same period in 2013, a decrease of \$6.2 million.

The FDIC shared-loss expense decreased to \$18.4 million as compared to \$20.0 million for the same period in 2013, which resulted from the ongoing evaluation of expected cash flows of the covered loan portfolio. The majority of the FDIC indemnification asset is recorded for projected claimable losses on non-single family residential loans whose loss share period ends by the second quarter of 2015, although the recovery share period extends for an additional three-year period.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services, decreased 21.3% to \$10.0 million, from \$12.7 million for the same period in 2013. The decrease in banking services revenues is mostly due to the reclassification of auto loan late charges into interest income during the last quarter of 2013 amounting to \$1.8 million. For the quarter ended June 30, 2013, these revenues were included as part of banking activities, since the reclassification was not reflected until late 2013.

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities, decreased 8.6% to \$7.3 million, compared to \$8.0 million for the same period in 2013. This decrease is mainly due to local market conditions.

Income generated from mortgage banking activities decreased 59.4% to \$1.6 million, compared to \$3.8 million for the same period in 2013. The decrease in mortgage banking activities is mainly due to higher losses in repurchased loans and a decrease in sales when compared to same period in 2013.

Losses from derivative activities were \$247 thousand, as compared to \$164 thousand for the same period in 2013.

Comparison of six-month periods ended June 30, 2014 and 2013

Non-interest income decreased \$10.9 million to \$5.7 million from \$16.6 million in the six-month period ended June 30, 2013.

The FDIC shared-loss expense increased to \$36.8 million, as compared to \$32.8 million for the same period in 2013, as a result of the ongoing evaluation of expected cash flows of the covered loan portfolio, which resulted in reduced projected losses expected to be collected from the FDIC and improved the accretable yield on the covered loans. The reduction in claimable losses amortizes the FDIC indemnification asset through the life of the shared loss agreements. This amortization is net of the accretion of the discount recorded to reflect the expected claimable loss at its net present value. During the six-month period ended June 30, 2014, the net amortization included \$5.1 million of additional amortization of the FDIC indemnification asset from stepped up cost recoveries on certain construction and leasing loan pools. Additional amortization of the FDIC indemnification asset may be recorded, should the Company continue to experience reduced expected losses.

Banking service revenue decreased 15.6% to \$20.6 million from \$24.3 million for the same period in 2013. The decrease in banking services revenues is mostly due to the reclassification of auto loan late charges into interest income during the last quarter of 2013 amounting to \$1.8 million. For the six-month period ended June 30, 2013, these revenues were included as part of banking activities, since the reclassification was not reflected until late 2013. In addition, a non-recurring prepayment penalty was received during the first quarter of 2013 of approximately \$1 million.

Wealth management revenue decreased 9.5% to \$14.2 million, compared to \$15.7 million for the same period in 2013. This decrease is mainly due to local market conditions.

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Income generated from mortgage banking activities decreased 53.4% to \$3.2 million, compared to \$7.0 million for the same period in 2013. The decrease in mortgage banking activities is mainly due to higher losses in repurchased loans and a decrease in sales when compared to same period in 2013.

Gains from the sale of securities increased to \$4.4 million from the same period in 2013, in which no gain or loss from the sale of securities was recorded. Losses from derivative activities were \$470 thousand, as compared to \$934 thousand for the same period in 2013. During the six-month period ended June 30, 2014, the Company did not have a gain or loss on extinguishment of debt, as compared to the same period in 2013 in which the Company had a gain of \$1.1 million.

TABLE 3 - NON-INTEREST EXPENSES SUMMARY													
	Quarter Ended June 30,					Six-Month Period Ended June 30,							
	2014		2013	Variance %		2014		2013	Variance %				
	(Dollars in thousands)												
Compensation and employee benefits	\$ 20,707		\$ 24,089	-14.0%		\$ 42,494		\$ 47,338	-10.2%				
Professional and service fees	3,512		5,375	-34.7%		7,719		11,853	-34.9%				
Occupancy and equipment	8,605		8,066	6.7%		16,914		17,282	-2.1%				
Merger and restructuring charges	-		5,273	-100.0%		-		10,808	-100.0%				
Taxes, other than payroll and income taxes	3,776		5,132	-26.4%		7,511		7,754	-3.1%				
Electronic banking charges	4,796		4,065	18.0%		9,449		7,763	21.7%				
Information technology expenses	1,485		2,335	-36.4%		3,300		4,979	-33.7%				
Insurance	2,333		2,723	-14.3%		4,407		5,401	-18.4%				
Foreclosure, repossession and other real estate expenses	6,554		3,717	76.3%		12,941		6,900	87.6%				
Loan servicing and clearing expenses	1,669		1,884	-11.4%		3,728		3,360	11.0%				
Advertising, business promotion, and strategic initiatives	1,669		1,670	-0.1%		3,450		3,079	12.0%				
Printing, postage, stationery and supplies	645		851	-24.2%		1,200		2,017	-40.5%				
Communication	813		835	-2.6%		1,770		1,699	4.2%				
Director and investor relations	293		377	-22.3%		544		613	-11.3%				
Other operating expenses	2,991		2,295	30.3%		5,825		4,452	30.8%				
Total non-interest expenses	\$ 59,848		\$ 68,687	-12.9%		\$ 121,252		\$ 135,298	-10.4%				
Relevant ratios and data:													
Efficiency ratio	47.89%		52.49%			48.99%		54.80%					
Compensation and benefits to													
non-interest expense	34.60%		35.07%			35.05%		34.99%					
	0.54%		0.57%			0.54%		0.55%					

Compensation to average total assets owned														
Average number of employees		1,566		1,559				1,559			1,573			
Average compensation per employee	\$	13.2	\$	15.5			\$	27.3	\$	30.1				
Average loans per average employee	\$	3,205	\$	3,244			\$	3,216	\$	3,232				

Non-Interest Expenses

Comparison of quarters ended June 30, 2014 and 2013

Non-interest expense reached \$59.8 million, representing a decrease of 12.9% compared to \$68.7 million. The decrease is due mainly to the non-recurring merger and restructuring charges of \$5.3 million incurred during the quarter ended June 30, 2013 for the BBVAPR Acquisition and to the decrease of \$3.4 million in compensation and employee benefits.

Compensation and employee benefits decreased 14.0% to \$20.7 million from \$24.1 million for the same periods in 2013. The decrease is due mainly to the impact in the second quarter of 2013 of the assessment of employee bonuses required pursuant to the BBVAPR Acquisition of \$1.9 million and a decrease in commissions paid by the securities broker-dealer of \$541 thousand.

Professional and service fees decreased 34.7% to \$3.5 million, as compared to \$5.4 million for the same period in 2013. Professional and service fees primarily comprise expenses and consulting and outsourcing expenses. For the quarter ended June 30, 2014, legal expenses amounted to \$1.1 million compared to \$1.3 million for the same period in 2013. Consulting and outsourcing expenses amounted to \$714 thousand, compared to \$1.3 million. The decrease in professional and service fees is mainly related to loan servicing fees amounting to \$1.1 million for a third party loan servicer whose contract was terminated during the quarter ended June 30, 2013.

Taxes, other than payroll and income taxes decreased to \$3.8 million, as compared to \$5.1 million for the same period in 2013. The decrease primarily reflects the cumulative impact in the second quarter of 2013 from the application of the 1.0% tax on gross revenues enacted on June 30, 2013.

Information technology expenses decreased 36.4% to \$1.5 million, as compared to \$2.3 million, mostly due to a decrease in data processing expenses.

The decreases in the foregoing non-interest expenses were partially offset by increases in electronic banking charges and foreclosure, repossession and other real estate expenses.

Electronic banking charges increased 18.0% to \$4.8 million, mostly due to the increase in expenses related to merchant business and card interchange transactions resulting from the continued growth of our banking business.

Foreclosure, repossession and other real estate expenses increased 76.3% to \$6.6 million, as compared to \$3.7 million, principally due to an increase in foreclosures and a decrease in the fair value of real estate as a result of current local economic conditions.

The decrease in non-interest expenses resulted in an improved efficiency ratio of 47.89%, from 52.49% for the same period in 2013. The efficiency ratio measures how much of the Company's revenue is used to pay operating expenses. The Company computes its efficiency ratio by dividing non-interest expenses by the sum of its net interest income and non-interest income, but excluding gains on the sale of investment securities, derivatives gains or losses, credit-related other-than-temporary impairment losses, FDIC shared-loss expense, losses on the early extinguishment of debt, other gains and losses, and other income that may be considered volatile in nature. Management believes that the exclusion of those items permits consistent comparability. Amounts presented as part of non-interest income that are excluded from the efficiency ratio computation amounted to losses of \$18.4 million, compared to \$17.8 million for the same period in 2013. Revenue for purposes of the efficiency ratio amounted to \$125.0 million, compared to \$130.9 million for the same period in 2013.

Comparison of six-month periods ended June 30, 2014 and 2013

Non-interest expense decreased 10.4% to \$121.3 million, compared to \$135.3. The decrease is due mainly to the non-recurring merger and restructuring charges of \$10.8 million incurred during the six-month period ended June 30, 2013 for the BBVAPR Acquisition and the implementation of expense reduction measures.

Compensation and employee benefits decreased 10.2% to \$42.5 million from \$47.3 million for the same period in 2013. The decrease is due mainly to a decrease in average total employees during the six-month period ended June 30, 2014, compared to the same period in 2013, and a decrease in commissions paid by the securities broker-dealer of \$1.1 million.

Professional and service fees decreased 34.9% to \$7.7 million, as compared to \$11.9 million for the same period in 2013. Legal expenses amounted to \$2.2 million, compared to \$2.5 million for the same period in 2013. Consulting and outsourcing expenses amounted to \$1.9 million, compared to \$2.8 million for the same period in 2013. Decrease in professional and service fees is mainly related to loan servicing fees amounting to \$2.8 million for a third party loan servicer whose contract was terminated during the quarter ended June 30, 2013.

Information technology expenses decreased 33.7% to \$3.3 million, as compared to \$5.0 million, mostly due to decrease in data processing expenses.

The decreases in the foregoing non-interest expenses were partially offset by increases in electronic banking charges and foreclosure, repossession and other real estate expenses.

Electronic banking charges increased 21.7% to \$9.4 million, as compared to \$7.8 million, mostly due to the increase in expenses related to merchant business and card interchange transactions resulting from the continued growth of our banking business.

Foreclosure, repossession and other real estate expenses increased 87.6% to \$12.9 million, as compared to \$6.9 million for the same period in 2013, principally due to an increase in foreclosures and a decrease in the fair value of real estate as a result of current local economic conditions.

The decrease in non-interest expenses resulted in an improved efficiency ratio of 48.99% from 54.80%. Amounts presented as part of non-interest income that are excluded from the efficiency ratio computation amounted to losses of \$32.3 million, compared to \$30.4 million for the same period in 2013. Revenue for purposes of the efficiency ratio amounted to \$247.5 million, compared to \$246.9 million for the same period in 2013.

Provision for Loan and Lease Losses

Comparison of quarters ended June 30, 2014 and 2013

Provision for non-covered loan and lease losses decreased \$24.3 million to \$13.2 million when compared to \$37.5 million, which included the impact of a \$21.0 million additional provision due to the reclassification to held-for-sale of non-performing residential mortgage loans during the second quarter of 2013. Provision for covered loan and lease losses increased \$384 thousand to \$1.6 million when compared to the same period in 2013. Based on an analysis of the credit quality and the composition of the Company's loan portfolio, management determined that the provision for the quarter ended June 30, 2014 was adequate in order to maintain the allowance for loan and lease losses at an adequate level to provide for probable losses based upon an evaluation of known and inherent risks.

Total charge-offs on non-covered loans, excluding acquired loans, decreased 73.1% to \$8.9 million, as compared to \$33.0 million for the same period in 2013, and total recoveries increased from \$486 thousand to \$2.6 million. As a result, the recoveries to charge-offs ratio increased from 1.47% to 29.08%. Net credit losses, excluding acquired loans, decreased \$26.3 million to \$6.3 million, representing 0.96% of average non-covered loans outstanding versus 8.89% in the same period in 2013, annualized. The credit losses for the quarter ended June 30, 2013, included a \$27 million charge-off from nonperforming mortgage loans transferred into the loan held-for-sale category. Isolating this credit charge-off, the net credit losses for the quarter ended June 30, 2013 would have been \$5.6 million, representing 1.52% of average non-covered loans outstanding, annualized.

The non-covered acquired loans accounted for under ASC 310-20 required a provision for loan and lease losses of \$2.6 million, as compared to \$1.6 million for the same period in 2013. Non-covered acquired loans accounted for under ASC 310-30 required a provision for loan and lease losses of \$3.2 million. This portfolio did not require a provision for loan and lease losses for the same period in 2013. The provision for the quarter ended June 30, 2014, reflects the Company's revision of the expected cash flows in the non-covered acquired loan portfolio considering actual experiences and changes in the Company's expectations for the remaining term of the loan pools. Provision for covered loan and lease losses was \$1.6 million, compared to \$1.2 million for the same period in 2013, reflecting the Company's revision of the expected cash flows in the covered loan portfolio considering actual experiences and changes in the Company's expectations for the remaining terms of the loan pools.

Comparison of six-month periods ended June 30, 2014 and 2013

Provision for non-covered loan and lease losses decreased \$22.2 million to \$23.3 million when compared to \$45.4 million, which included the impact of a \$21.0 million additional provision due to the reclassification to held-for-sale of non-performing residential mortgage loans. Provision for covered loan and lease losses increased \$1.3 million, when compared to the same period in 2013. Based on an analysis of the credit quality and the composition of the Company's loan portfolio, management determined that the provision for the six-month period ended June 30, 2014, was adequate in order to maintain the allowance for loan and lease losses at an adequate level to provide for probable losses based upon an evaluation of known and inherent risks.

Total charge-offs on non-covered loans, excluding acquired loans, decreased 56.2% to \$16.0 million, as compared to \$36.5 million for the same period in 2013, and total recoveries increased from \$586 thousand to \$4.5 million. As a result, the recoveries to charge-offs ratio increased from 1.60% to 28.13%. Net credit losses, excluding acquired loans, decreased \$24.4 million to \$11.5 million, representing 0.91% of average non-covered loans outstanding versus 5.22% in the same period in 2013, annualized. The credit losses for the six-month period ended June 30, 2013 included a \$27 million charge-off from nonperforming mortgage loans transferred into the loan held-for-sale category. Isolating this credit charge-off, the net credit losses for the quarter ended June 30, 2013 would have been \$8.9 million, representing 1.30% of average non-covered loans outstanding, annualized.

The non-covered acquired loans accounted for under ASC 310-20 required a provision for loan and lease losses of \$6.8 million, as compared to \$3.7 million for the same period in 2013. Non-covered acquired loans accounted for under ASC 310-30 required a provision for loan and lease losses of \$3.4 million for the six-month period ended June 30, 2014. This portfolio did not require provision for loan and leases losses for the same period in 2013. The provision for the six-month period ended June 30, 2014 reflects the Company's revision of the expected cash flows in the non-covered acquired loan portfolio considering actual experiences and changes in the Company's expectations for the remaining term of the loan pools. Provision for covered loan and lease losses was \$3.2 million, compared to \$1.9 million, reflecting the Company's revision of the expected cash flows in the covered loan portfolio considering actual experiences and changes in the Company's expectations for the remaining terms of the loan pools.

Please refer to the “Allowance for Loan and Lease Losses and Non-Performing Assets” section in this MD&A and Table 8 through Table 13 below for more detailed information concerning the allowances for the loan and lease losses, net credit losses and credit quality statistics.

Income Taxes

Comparison of quarters ended June 30, 2014 and 2013

Income tax expense increased to \$10.6 million, compared to an income tax benefit of \$31.9 million for the same period in 2013. The income tax benefit for the quarter ended June 30, 2013 included a \$36.9 million benefit from the effect in deferred taxes due to the increase in tax rates from 30.0% to 39.0%, partially offset by an increase in the effective income tax rate the for first quarter of 2013 from 25% to 35%.

Comparison of six-month periods ended June 30, 2014 and 2013

Income tax expense increased to \$22.4 million, compared to an income tax benefit of \$24.8 million for the same period in 2013. The income tax benefit for the six-month period ended June 30, 2013 included a \$36.9 million benefit from the effect in deferred taxes due to the increase in tax rates from 30.0% to 39.0%.

ANALYSIS OF FINANCIAL CONDITION

Assets Owned

At June 30, 2014, the Company's total assets amounted to \$7.710 billion, a decrease of 5.5% when compared to \$8.158 billion at December 31, 2013, and interest-earning assets decreased 4.3% from \$6.694 billion at December 31, 2013 to \$6.408 billion at June 30, 2014.

At June 30, 2014, loans represented 77% of total interest-earning assets while investments represented 23%, compared to 75% and 25%, respectively, at December 31, 2013.

The Company's loan portfolio is comprised of residential mortgage loans, commercial loans collateralized by mortgages on real estate located in Puerto Rico, other commercial and industrial loans, consumer loans, leases, and auto loans. At June 30, 2014, the Company's loan portfolio decreased by 1.7% to \$4.936 billion compared to \$5.019 billion at December 31, 2013. At June 30, 2014, the covered loan portfolio decreased \$22.6 million, or 6.3%, from December 31, 2013 as the loans continue to pay down. At June 30, 2014, the non-covered loan portfolio decreased \$60.8 million, or 1.3%, primarily due to the early pay down of some commercial loans.

The FDIC indemnification asset amounted to \$143.7 million at June 30, 2014 and \$189.2 million as of December 31, 2013, representing a 24.1% reduction. The decrease in the FDIC indemnification asset is mainly related to reimbursements of \$18.7 million received from the FDIC, and the amortization of the FDIC indemnification asset by \$35.1 million during the six-month period ended June 30, 2014.

Investments principally consist of U.S. government and agency bonds, mortgage-backed securities, U.S. treasury securities, and Puerto Rico government and agency bonds. At June 30, 2014, the investment portfolio decreased 8.9% to \$1.472 billion from \$1.615 billion at December 31, 2013. This decrease is mostly due to net effect of a reduction of \$78.5 million in FNMA and FHLMC certificates and \$97.4 million in Puerto Rico government obligations due to redemptions and maturities. In addition, during the six-month period ended June 30, 2014, the Company sold \$110.8 million of mortgage-backed available for sale securities taking advantage of market opportunities to realize gains and reduce some interest rate sensitivity. During the six-month period ended June 30, 2014, the Company also experienced a normal prepayment of mortgage-backed securities of approximately \$106 million. The decrease in investments was partially offset by the increase of \$63.9 million in obligations of U.S. government-sponsored agencies.

Financial Assets Managed

The Company's financial assets managed include those managed by the Company's trust division, retirement plan administration subsidiary, and assets gathered by its broker-dealer subsidiary. The Company's trust division offers various types of IRAs and manages 401(k) and Keogh retirement plans and custodian and corporate trust accounts, while the retirement plan administration subsidiary, CPC, manages private retirement plans. At June 30, 2014, total assets managed by the Company's trust division and CPC amounted to \$2.867 billion, compared to \$2.797 billion at December 31, 2013. Oriental Financial Services offers a wide array of investment alternatives to its client base, such as tax-advantaged fixed income securities, mutual funds, stocks, bonds and money management wrap-fee programs. At June 30, 2014, total assets gathered by Oriental Financial Services from its customer investment accounts increased to \$2.651 billion, compared to \$2.493 billion at December 31, 2013. Changes in trust and broker-dealer related assets primarily reflect an increase in portfolio and differences in market values.

TABLE 4 - ASSETS SUMMARY AND COMPOSITION							
	June 30,		December 31,				
	2014		2013		Variance		
					%		
	(Dollars in thousands)						
Investments:							
FNMA and FHLMC certificates	\$	1,138,824	\$	1,217,330		-6.4%	
Obligations of US government-sponsored agencies		74,574		10,649		600.3%	
US Treasury securities		9,000		-		100.0%	
CMOs issued by US government-sponsored agencies		196,631		214,394		-8.3%	
GNMA certificates		5,928		7,816		-24.2%	
Puerto Rico government and political subdivisions		16,800		114,190		-85.3%	
FHLB stock		24,381		24,450		-0.3%	
Other debt securities		3,907		24,047		-83.8%	
Other investments		1,678		1,933		-13.2%	
Total investments		1,471,723		1,614,809		-8.9%	
Loans:							
Non-covered loans		4,647,264		4,670,227		-0.5%	
Allowance for loan and lease losses on non-covered loans		(60,360)		(54,298)		-11.2%	
Non-covered loans receivable, net		4,586,904		4,615,929		-0.6%	
Mortgage loans held for sale		14,792		46,529		-68.2%	
Total non-covered loans, net		4,601,696		4,662,458		-1.3%	
Covered loans		393,859		409,690		-3.9%	
Allowance for loan and lease losses on covered loans		(59,515)		(52,729)		-12.9%	
Total covered loans, net		334,344		356,961		-6.3%	
Total loans, net		4,936,040		5,019,419		-1.7%	
Securities purchased under agreements to resell		-		60,000		-100.0%	
Total securities and loans		6,407,763		6,694,228		-4.3%	
Other assets:							
Cash and due from banks		603,427		696,501		-13.4%	
Money market investments		8,228		6,967		18.1%	
FDIC indemnification asset		143,660		189,240		-24.1%	
Foreclosed real estate		102,235		90,024		13.6%	
Accrued interest receivable		22,508		18,734		20.1%	

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Deferred tax asset, net		123,298			137,564		-10.4%	
Premises and equipment, net		82,167			82,903		-0.9%	
Servicing assets		13,655			13,801		-1.1%	
Derivative assets		9,558			20,502		-53.4%	
Goodwill		86,069			86,069		0.0%	
Other assets		107,577			121,482		-11.4%	
Total other assets		1,302,382			1,463,787		-11.0%	
Total assets	\$	7,710,145		\$	8,158,015		-5.5%	
Investments portfolio composition:								
FNMA and FHLMC certificates		77.4%			75.4%			
Obligations of US government-sponsored agencies		5.1%			0.7%			
US Treasury securities		0.6%			0.0%			
CMOs issued by US government-sponsored agencies		13.4%			13.3%			
GNMA certificates		0.4%			0.5%			
Puerto Rico government and political subdivisions		1.1%			7.1%			
FHLB stock		1.7%			1.5%			
Other debt securities and other investments		0.3%			1.5%			
		100.0%			100.0%			

TABLE 5 — LOANS RECEIVABLE COMPOSITION							
	June 30,			December 31,			Variance
	2014			2013			%
	(Dollars in thousands)						
Non-covered loans:							
Originated and other loans and leases held for investment:							
Mortgage	\$	788,001		\$	766,265		2.8%
Commercial		1,183,172			1,127,657		4.9%
Consumer		161,538			127,744		26.5%
Auto and leasing		508,034			379,874		33.7%
Total originated and other loans and leases held for investment		2,640,745			2,401,540		10.0%
Acquired loans:							
Accounted for under ASC 310-20							
Commercial		38,602			77,681		-50.3%
Consumer		49,604			56,174		-11.7%
Auto		238,399			301,584		-21.0%
		326,605			435,439		-25.0%
Accounted for under ASC 310-30							
Mortgage		692,069			717,904		-3.6%
Commercial		632,273			671,544		-5.8%
Consumer		43,824			63,620		-31.1%
Auto		308,512			379,145		-18.6%
		1,676,678			1,832,213		-8.5%
		2,003,283			2,267,652		-11.7%
		4,644,028			4,669,192		-0.5%
Deferred loans fees, net		3,236			1,035		212.7%
Loans receivable		4,647,264			4,670,227		-0.5%
Allowance for loan and lease losses on non-covered loans		(60,360)			(54,298)		-11.2%
Loans receivable, net		4,586,904			4,615,929		-0.6%
Mortgage loans held-for-sale		14,792			46,529		-68.2%
Total non-covered loans, net		4,601,696			4,662,458		-1.3%
Covered loans:							
Loans secured by 1-4 family residential properties		121,416			121,748		-0.3%
Construction and development secured by 1-4 family residential properties		18,566			17,304		7.3%
Commercial and other construction		248,700			264,249		-5.9%

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Consumer		5,177			6,119		-15.4%
Leasing		-			270		-100.0%
Total covered loans		393,859			409,690		-3.9%
Allowance for loan and lease losses on covered loans		(59,515)			(52,729)		-12.9%
Total covered loans, net		334,344			356,961		-6.3%
Total loans receivable, net	\$	4,936,040		\$	5,019,419		-1.7%

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As shown in Table 5 above, total loans, net, amounted to \$4.936 billion at June 30, 2014 and \$5.019 billion at December 31, 2013.

The Company's originated and other loans held-for-investment portfolio composition and trends were as follows:

- Mortgage loan portfolio amounted to \$788.0 million (29.9% of the gross originated loan portfolio) compared to \$766.3 million (31.9% of the gross originated loan portfolio) at December 31, 2013. Mortgage loan production totaled \$52.0 million and \$102.8 million for the quarter and six-month period ended June 30, 2014, respectively, which represents a decrease of 48.7% and 42.4 % from \$101.3 million and \$178.4 million for the same periods in 2013. Mortgage loans included delinquent loans in the GNMA buy-back option program amounting to \$38.3 million and \$34.9 million for the periods ended June 30, 2014, and December 31, 2013, respectively. Servicers of loans underlying GNMA mortgage-backed securities must report as their own assets the defaulted loans that they have the option (but not the obligation) to repurchase, even when they elect not to exercise that option.
- Commercial loan portfolio amounted to \$1.183 billion (44.8% of the gross originated loan portfolio) compared to \$1.128 billion (47.0% of the gross originated loan portfolio) at December 31, 2013. Commercial loan production decreased 56.5% to \$45.4 million for the second quarter of 2014, and 52.3% to \$85.2 million for the six-month period ended June 30, 2014, from \$104.3 million and \$178.5 million for the same periods in 2013, respectively.
- Consumer loan portfolio amounted to \$161.5 million (6.1% of the gross originated loan portfolio) compared to \$127.7 million (5.3% of the gross originated loan portfolio) at December 31, 2013. Consumer loan production increased 33.4% to \$34.5 million for the quarter ended June 30, 2014, and 26.6 % to \$62.3 million for the six-month period ended June 30, 2014 from \$26.6 million and \$49.2 million for the same periods in 2013, respectively.
- Auto loans and leasing portfolio amounted to \$508.0 million (19.2% of the gross originated loan portfolio) compared to \$379.9 million (15.8% of the gross originated loan portfolio) at December 31, 2013. Auto production was \$89.6 million for the quarter ended June 30, 2014 and \$183.4 million for the six-month period ended June 30, 2014, compared to \$94.7 million and \$195.7 million for the same periods in 2013, respectively.

At June 30, 2014 and December 31, 2013, the Company's non-covered acquired loan portfolio composition was as follows:

		June 30, 2014					December 31, 2013		
Portfolio Type		Carrying Amounts		% of Gross Non-Covered Acquired Loan Portfolio			Carrying Amounts		% of Gross Non-Covered Acquired Loan Portfolio
	(Dollars in thousands)								

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Mortgage	\$	692,068		34.5%		\$	717,904		31.7%
Commercial		670,874		33.5%			749,225		33.0%
Consumer		93,428		4.7%			119,794		5.3%
Auto		546,910		27.3%			680,729		30.0%
	\$	2,003,280		100.00%		\$	2,267,652		100.00%

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TABLE 6 — HIGHER RISK RESIDENTIAL MORTGAGE LOANS

June 30, 2014										
Higher-Risk Residential Mortgage Loans*										
	Junior Lien Mortgages			Interest Only Loans			High Loan-to-Value Ratio Mortgages			
	Carrying			Carrying			LTV 90% and over			
	Value	Allowance	Coverage	Value	Allowance	Coverage	Value	Allowance	Coverage	
(In thousands)										
Delinquency:										
0 - 89 days	\$ 13,218	\$ 239	1.81%	\$ 22,726	\$ 925	4.07%	\$ 90,317	\$ 2,014	2.23%	
90 - 119 days	245	8	3.27%	115	5	0.00%	511	22	4.31%	
120 - 179 days	91	3	0.00%	-	-	0.00%	1,438	61	4.24%	
180 - 364 days	163	9	5.52%	658	84	12.77%	763	45	5.90%	
365+ days	400	43	10.75%	423	192	45.39%	1,822	285	15.64%	
Total	\$ 14,117	\$ 302	2.14%	\$ 23,922	\$ 1,206	5.04%	\$ 94,851	\$ 2,427	2.56%	
Percentage of total loans excluding acquired loans accounted for under ASC 310-30	0.47%			0.80%			3.18%			
Refinanced or Modified Loans:										
Amount	\$ 2,270	\$ 175	7.71%	\$ -	\$ -	0.00%	\$ 14,825	\$ 1,185	7.99%	
Percentage of Higher-Risk Loan										
Category	16.08%			0.00%			15.63%			
Loan-to-Value Ratio:										
Under 70%	\$ 9,307	\$ 205	2.20%	\$ 2,459	\$ 212	8.62%	\$ -	\$ -	-	
70% - 79%	2,874	54	1.88%	3,238	145	4.48%	-	-	-	
80% - 89%	826	21	2.54%	7,118	334	4.69%	-	-	-	
90% and over	1,110	22	1.98%	11,107	515	4.64%	94,851	2,427	2.56%	
	\$ 14,117	\$ 302	2.14%	\$ 23,922	\$ 1,206	5.04%	\$ 94,851	\$ 2,427	2.56%	

[illegible]

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The following table includes the Company's lending and investment exposure to the Puerto Rico government, including its agencies, instrumentalities, municipalities and public corporations:																				
TABLE 7 - PUERTO RICO GOVERNMENT RELATED LOANS AND SECURITIES																				
June 30, 2014																				
								Maturity												
Loans and Securities:			Carrying Value			Less than 1 Year			1 to 3 Years			More than 3 Years		Comments						
		(In thousands)																		
Central government		\$	49,660		\$	20,750		\$	-		\$	28,910		Repayment sources include all available revenues of the Commonwealth						
Public corporations			382,888			299,991			1,422			81,475		\$81.5 million which mature in more than 3 years, with pledged securities (rating > A)						
Municipalities			222,881			-			507			222,374		Repayment from property taxes						
Investment securities			22,391			-			-			22,391								
Total		\$	677,820		\$	320,741		\$	1,929		\$	355,150								

Some highlights follow on the data included above:

- Loans to Puerto Rico central government and public corporations are collateralized or have specific repayment sources.
- Loans to municipalities are backed by their unlimited taxing power or real and personal property taxes.
- 49% of loans and securities balances mature in 12-months or less.

- Deposits from municipalities, central government and other government entities totaled \$362.8 million at June 30, 2014. However, this amount may decline as a result of recently enacted legislation to improve the liquidity of the Government Development Bank for Puerto Rico (“GDB”) by requiring the Commonwealth’s agencies, instrumentalities and public corporations to maintain certain deposits at GDB.
- The Puerto Rico Public Corporation Debt Enforcement and Recovery Act (the “Recovery Act”) enacted in the second quarter of 2014 establishes procedures for the adjustment of debts of certain public corporations. Significantly all of the Company’s public corporation debtors are authorized to seek relief under the Recovery Act.
- Oriental Bank is part of a four bank syndicate providing a \$550 million dollar revolving line of credit to finance the purchase of fuel for the day to day power generation activities of the Puerto Rico Electric Power Authority (“PREPA”), a public corporation authorized to seek relief under the Recovery Act. The Bank’s participation in the line of credit has an unpaid principal balance of \$200.0 million as of June 30, 2014, which matures on August 14, 2014 and is currently accruing. The bank syndicate and PREPA have executed a short term forbearance agreement that expires at the maturity of the line of credit pursuant to which the bank syndicate agreed to not exercise remedies in connection with certain defaults under the loan agreement to facilitate a dialogue with PREPA, which is actively ongoing, regarding the future of the line of credit. As of June 30, 2014, this credit facility has a rating of special mention.

Credit Risk Management

Allowance for Loan and Lease Losses

The Company maintains an allowance for loan and lease losses at a level that management considers adequate to provide for probable losses based upon an evaluation of known and inherent risks. The Company's allowance for loan and lease losses policy provides for a detailed quarterly analysis of probable losses. Tables 8 through 12 set forth an analysis of activity in the allowance for loan and lease losses and present selected loan loss statistics. In addition, Table 5 sets forth the composition of the loan portfolio. As part of the Company's continuous enhancement to the allowance for loan and lease losses methodology, during the quarter ended March 31, 2014, an assessment of the look-back period and historical loss factor was performed for auto and leasing and consumer loan portfolios based on the trends observed and their relation with the economic cycle as of the period ended March 31, 2014. As a result, the period was changed to 24 months from the previously determined 12 months. In addition, during the quarter ended June 30, 2014, an assessment of environmental factors was performed for commercial, auto, and consumer portfolios. As a result, more weight is been given to the environmental factors related to the economy, taking into consideration current evolution of the portfolio and expected impact, due to recent economic developments. These changes in the allowance for loan and lease losses' look back period for the consumer and auto and leasing portfolios, and economic factors for the commercial, auto, and consumer portfolios are considered a change in accounting estimate as per ASC 250-10 provisions, where adjustments should be made prospectively.

At June 30, 2014, the Company's allowance for non-covered loan and lease losses amounted to \$60.4 million, an increase from \$54.3 million at December 31, 2013. At June 30, 2014, \$50.6 million of the allowance corresponded to originated and other loans held for investment, or 1.92% of total non-covered originated and other loans held for investment, compared to \$49.1 million or 2.04% of total non-covered originated and other loans held for investment at December 31, 2013. The allowance increase as a result of a \$13.1 million provision for loan and lease losses and \$4.5 million of recoveries, which were partially offset by charge-offs of \$16.0 million during the six-month period ended June 30, 2014. The allowance for residential mortgage loans and commercial loans decreased by 4.4% (or \$875 thousand), and 16.6% (or \$2.5 million), respectively, when compared with the balances recorded at December 31, 2013. The allowance for consumer loans and auto and leases increased by 31.4% (or \$1.9 million) and 41.5% (or \$3.3 million), respectively, when compared with the balances recorded at December 31, 2013. The unallocated allowance at June 30, 2014 decreased by 63.0%, or \$236 thousand, when compared with the balance recorded at December 31, 2013.

Allowance for loan and lease losses recorded for acquired non-covered loans accounted for under the provisions of ASC 310-20 at June 30, 2014 was \$3.4 million compared to \$2.4 million at December 31, 2013, a 46.3% increase. The allowance increased as a result of a \$6.8 million provision for loan and lease losses and \$1.2 million of recoveries, which were partially offset by \$7.0 million in charge-offs during the six-month period ended June 30, 2014. The allowance for commercial loans decreased by 49.9% (or \$462 thousand), when compared with the balance recorded at December 31, 2013. The allowance for consumer and auto loans increased by 100% (or \$338 thousand) and 85.1% (or \$1.2 million), respectively, when compared with the balances recorded at December 31, 2013.

Allowance for loan and lease losses recorded for acquired non-covered loans accounted for under ASC-310-30 at June 30, 2014 was \$6.3 million as compared to \$2.9 million at December 31, 2013. The allowance increased as a result of a \$3.4 million provision for loan and lease losses during the six-month period ended June 30, 2014. The allowance for commercial loans increased by 262.9% (or \$4.5 million), when compared with the balance recorded at December 31, 2013. The allowance for consumer and auto loans decreased by 85.2% (or \$356 thousand) and 100% (or \$732 thousand), respectively, when compared with the balances recorded at December 31, 2013.

Allowance for loan and lease losses recorded for covered loans at June 30, 2014 was \$59.5 million as compared to \$52.7 million at December 31, 2013. The allowance increased as a result of a \$3.2 million provision for loan and lease losses and \$3.6 million of FDIC shared-loss portion of provision for covered loan and lease losses during the six-month period ended June 30, 2014. The allowance for loan and lease losses on covered loans is accounted under the provisions of ASC 310-30. Under this accounting guidance, the allowance for loan and lease losses on covered loans is evaluated at each financial reporting period, based on forecasted cash flows. Credit related decreases in expected cash flows, compared to those previously forecasted, are recognized by recording a provision for credit losses on covered loans when it is probable that all cash flows expected at acquisition will not be collected. The portion of the loss on covered loans reimbursable from the FDIC is recorded as an offset to the provision for credit losses and increases the FDIC indemnification asset.

Please refer to the “Provision for Loan and Lease Losses” section in this MD&A for a more detailed analysis of provisions for loan and lease losses.

Non-performing Assets

The Company's non-performing assets include non-performing loans and foreclosed real estate (see Tables 11 and 12). At June 30, 2014 and December 31, 2013, the Company had \$94.1 million and \$86.2 million, respectively, of non-accrual loans, including acquired loans accounted under ASC 310-20 (loans with revolving feature and/or acquired at a premium). At June 30, 2014 and December 31, 2013, loans whose terms have been extended and which are classified as troubled-debt restructuring that are not included in non-performing assets amounted to \$75.4 million and \$66.5 million, respectively.

Covered loans and loans acquired in the BBVAPR Acquisition with credit deterioration are considered to be performing due to the application of the accretion method under ASC 310-30, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analyses. Credit related decreases in expected cash flows, compared to those previously forecasted are recognized by recording a provision for credit losses on non-covered loans when it is probable that all cash flows expected at acquisition will not be collected.

At June 30, 2014, the Company's non-performing assets increased by 7.1% to \$166.3 million (2.90% of total assets, excluding covered assets and acquired loans with deteriorated credit quality) from \$155.3 million (2.61% of total assets, excluding covered assets and acquired loans with deteriorated credit quality) at December 31, 2013. The Company does not expect non-performing loans to result in significantly higher losses as most are well-collateralized with adequate loan-to-value ratios. At June 30, 2014, the allowance for non-covered originated loan and lease losses to non-performing loans coverage ratio was 56.53% (61.52% at December 31, 2013).

The Company follows a conservative residential mortgage lending policy, with more than 90% of its residential mortgage portfolio consisting of fixed-rate, fully amortizing, fully documented loans that do not have the level of risk associated with subprime loans offered by certain major U.S. mortgage loan originators. Furthermore, the Company has never been active in negative amortization loans or adjustable rate mortgage loans, including those with teaser rates.

The following items comprise non-performing assets:

- Originated and other loans held for investment:

Mortgage loans — are placed on non-accrual status when they become 90 days or more past due and are written-down, if necessary, based on the specific evaluation of the collateral underlying the loan, except for FHA and VA insured mortgage loans which are placed in non-accrual when they become 18 months or more past due. At June 30, 2014, the Company's originated non-performing mortgage loans totaled \$57.3 million (60.9% of the Company's non-performing loans), a 12.3% increase from \$51.1 million (59.4% of the Company's non-performing loans) at December 31, 2013. Non-performing loans in this category are primarily residential mortgage loans.

Commercial loans — are placed on non-accrual status when they become 90 days or more past due and are written-down, if necessary, based on the specific evaluation of the underlying collateral, if any. At June 30, 2014, the Company's originated non-performing commercial loans amounted to \$23.5 million (25.0% of the Company's non-performing loans), a 3.0% increase from \$22.8 million at December 31, 2013 (26.5% of the Company's non-performing loans). Most of this portfolio is collateralized by commercial real estate properties.

Consumer loans — are placed on non-accrual status when they become 90 days past due and written-off when payments are delinquent 120 days in personal loans and 180 days in credit cards and personal lines of credit. At June 30, 2014, the Company's originated non-performing consumer loans amounted to \$1.5 million (1.5% of the Company's total non-performing loans), an 80.6% increase from \$805 thousand at December 31, 2013 (0.9% of the Company's total non-performing loans).

Auto loans and leases — are placed on non-accrual status when they become 90 days past due, partially written-off to collateral value when payments are delinquent 120 days, and fully written-off when payments are delinquent 180 days. At June 30, 2014, the Company's originated non-performing auto loans and leases amounted to \$7.3 million (7.8% of the Company's total non-performing loans), an increase of 43.4% from \$5.1 million at December 31, 2013 (5.9% of the Company's total non-performing loans).

- Acquired loans accounted for under ASC 310-20 (loans with revolving features and/or acquired at premium):

Commercial revolving lines of credit and credit cards — are placed on non-accrual status when they become 90 days or more past due and are written-down, if necessary, based on the specific evaluation of the underlying collateral, if any. At June 30, 2014, the Company's acquired non-performing commercial lines of credit accounted for under ASC 310-20 amounted to \$1.4 million (1.5% of the Company's non-performing loans), a 43.1% decrease from \$2.5 million at December 31, 2013 (3.0% of the Company's non-performing loans).

Consumer revolving lines of credit and credit cards — are placed on non-accrual status when they become 90 days past due and written-off when payments are delinquent 180 days. At June 30, 2014, the Company's acquired non-performing consumer lines of credit and credit cards accounted for under ASC 310-20 totaled \$1.4 million (1.4% of the Company's non-performing loans), a 39.1% decrease from \$2.2 million at December 31, 2013 (2.6% of the Company's non-performing loans).

Auto loans acquired at premium - are placed on non-accrual status when they become 90 days past due, partially written-off to collateral value when payments are delinquent 120 days, and fully written-off when payments are delinquent 180 days. At June 30, 2014, the Company's acquired non-performing auto loans accounted for under ASC 310-20 totaled \$1.7 million (1.8% of the Company's non-performing loans), a 4.5% increase from \$1.6 million at December 31, 2013 (1.9% of the Company's non-performing loans).

- Foreclosed real estate is initially recorded at the lower of the related loan balance or fair value less the estimated cost to sell as of the date of foreclosure. Any excess of the loan balance over the fair value of the property is charged against the allowance for loan and lease losses. Subsequently, any excess of the carrying value over the estimated fair value less disposition cost is charged to operations. Net losses on foreclosed real estate and other repossessed assets for the quarter and six month period ended June 30, 2014, amounted to \$4.9 million and \$8.4 million, respectively, compared to \$1.7 million and \$3.6 million for the same periods in 2013.

The Company has two mortgage loan modification programs. These are the Loss Mitigation Program and the Non-traditional Mortgage Loan Program. Both programs are intended to help responsible homeowners to remain in their homes and avoid foreclosure, while also reducing the Company's losses on non-performing mortgage loans.

The Loss Mitigation Program helps mortgage borrowers who are or will become financially unable to meet the current or scheduled mortgage payments. Loans that qualify under this program are those guaranteed by FHA, VA, RHS, "Banco de la Vivienda de Puerto Rico," conventional loans guaranteed by Mortgage Guaranty Insurance Corporation

(MGIC), conventional loans sold to FNMA and FHLMC, and conventional loans retained by the Company. The program offers diversified alternatives such as regular or reduced payment plans, payment moratorium, mortgage loan modification, partial claims (only FHA), short sale, and payment in lieu of foreclosure.

The Non-traditional Mortgage Loan Program is for non-traditional mortgages, including balloon payment, interest only / interest first, variable interest rate, adjustable interest rate and other qualified loans. Non-traditional mortgage loan portfolios are segregated into the following categories: performing loans that meet secondary market requirement and are refinanced under the credit underwriting guidelines of FHA/VA/FNMA/ FHLMC, and performing loans not meeting secondary market guidelines processed by the Company's current credit and underwriting guidelines. The Company achieved an affordable and sustainable monthly payment by taking specific, sequential, and necessary steps such as reducing the interest rate, extending the loan term, capitalizing arrearages, deferring the payment of principal or, if the borrower qualifies, refinancing the loan.

There may not be a foreclosure sale scheduled within 60 days prior to a loan modification under any such programs. This requirement does not apply to loans where the foreclosure process has been stopped by the Company. In order to apply for any of the loan modification programs, the borrower may not be in active bankruptcy or have been discharged from Chapter 7 bankruptcy since the loan was originated. Loans in these programs are to be evaluated by management for troubled-debt restructuring classification if the Company grants a concession for legal or economic reasons due to the debtor's financial difficulties.

TABLE 8 — ALLOWANCE FOR LOAN AND LEASE LOSSES SUMMARY															
	Quarter Ended June 30,				Variance		Six-Month Period Ended June 30,				Variance				
	2014		2013		%		2014		2013		%				
	(Dollars in thousands)														
<u>Non-covered loans</u>															
<u>Originated and other loans:</u>															
Balance at beginning of period	\$	49,507	\$	42,334	16.9%	\$	49,081	\$	39,921	22.9%					
Provision for non-covered loan and lease losses		7,431		35,919	-79.3%		13,056		41,715	-68.7%					
Charge-offs		(8,883)		(33,038)	-73.1%		(15,999)		(36,521)	-56.2%					
Recoveries		2,583		486	431.5%		4,500		586	667.9%					
		50,638		45,701	10.8%		50,638		45,701	10.8%					
<u>Acquired loans accounted for under ASC 310-20:</u>															
Balance at beginning of period	\$	3,618	\$	386	100.0%	\$	2,354	\$	-	100.0%					
Provision for non-covered loan and lease losses		2,569		1,608	59.8%		6,811		3,728	82.7%					
Charge-offs		(3,432)		(2,593)	32.4%		(6,960)		(5,764)	20.7%					
Recoveries		689		1,523	-54.8%		1,239		2,960	-58.1%					
		3,444		924	272.7%		3,444		924	272.7%					
<u>Acquired loans accounted for</u>															

under ASC 310-30:														
Balance at beginning of period	\$	3,058	\$	-	100.0%	\$	2,863	\$	-	100.0%				
Provision for non-covered loan and lease losses		3,220		-	100.0%		3,415		-	100.0%				
		6,278		-	100.0%		6,278		-	100.0%				
Total non-covered loans balance at end of period	\$	60,360	\$	46,625	29.5%	\$	60,360	\$	46,625	29.5%				
Allowance for loans and lease losses on originated and other loans to:														
Total originated loans		1.92%		2.91%	-34.1%		1.92%		2.91%	-34.1%				
Non-performing originated loans		56.53%		32.45%	74.2%		56.53%		32.45%	74.2%				
Allowance for loans and lease losses on acquired loans accounted for under ASC 310-20 to:														
Total acquired loans accounted for under ASC 310-20		1.05%		0.05	100.0%		1.05%		0.05	100.0%				
Non-performing acquired loans accounted for under ASC 310-20		76.88%		21.94	-96.5%		76.88%		21.94	-96.5%				

Covered loans															
Balance at beginning of period	\$	54,398		\$	54,124		0.5%	\$	52,729		\$	54,124		-2.6%	
Provision for covered															
loan and lease losses, net		1,595			672		137.4%		3,223			672		379.6%	
FDIC shared-loss portion on															
(provision for) recapture of loan															
and lease losses		3,522			(1,822)		-293.3%		3,562			(1,822)		-295.5%	
Balance at end of period	\$	59,515		\$	52,974		12.3%	\$	59,514		\$	52,974		12.3%	

TABLE 9 — ALLOWANCE FOR NON-COVERED LOAN AND LEASE LOSSES BREAKDOWN							
		June 30, 2014		December 31, 2013			Variance %
	(Dollars in thousands)						
Originated and other loans held for investment							
Allowance balance:							
Mortgage	\$	19,062		\$	19,937		-4.4%
Commercial		12,423			14,897		-16.6%
Consumer		7,887			6,006		31.3%
Auto and leasing		11,127			7,866		41.5%
Unallocated allowance		139			375		-62.9%
Total allowance balance	\$	50,638		\$	49,081		3.2%
Allowance composition:							
Mortgage		37.64%			40.62%		-7.3%
Commercial		24.53%			30.35%		-19.2%
Consumer		15.58%			12.24%		27.3%
Auto and leasing		21.97%			16.03%		37.1%
Unallocated allowance		0.27%			0.76%		-64.5%
		100.00%			100.00%		
Allowance coverage ratio at end of period applicable to:							
Mortgage		2.42%			2.60%		-7.0%
Commercial		1.05%			1.32%		-20.5%
Consumer		4.88%			4.70%		3.8%
Auto and leasing		2.19%			2.07%		5.8%
Unallocated allowance to total originated loans		0.01%			0.02%		-66.3%
Total allowance to total originated loans		1.92%			2.04%		-6.2%
Allowance coverage ratio to non-performing loans:							
Mortgage		33.26%			39.05%		-14.8%
Commercial		52.85%			65.25%		-19.0%
Consumer		542.43%			746.09%		-27.3%
Auto and leasing		152.42%			154.57%		-1.4%
Total		56.53%			61.52%		-8.1%
Acquired loans accounted for under ASC 310-20							
Allowance balance:							
Commercial	\$	464		\$	926		-49.9%
Consumer		338			-		100.0%

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Auto		2,642			1,428		85.0%
Total allowance balance	\$	3,444		\$	2,354		46.3%
Allowance composition:							
Commercial		13.48%			39.34%		-65.7%
Consumer		9.81%			0.00%		100.0%
Auto		76.71%			60.66%		26.5%
		100.00%			100.00%		
Allowance coverage ratio at end of period applicable to:							
Commercial		1.20%			1.19%		0.8%
Consumer		0.68%			0.00%		100.0%
Auto		1.11%			0.47%		134.0%
Total allowance to total acquired loans		1.05%			0.54%		95.1%
Allowance coverage ratio to non-performing loans:							
Commercial		32.04%			36.41%		-12.0%
Consumer		25.00%			0.00%		100.0%
Auto		157.26%			88.81%		77.1%
Total		76.88%			36.95%		108.0%

TABLE 9 — ALLOWANCE FOR NON-COVERED LOAN AND LEASE LOSSES BREAKDOWN (CONTINUED)							
		June 30, 2014		December 31, 2013			Variance %
	(Dollars in thousands)						
Acquired loans accounted for under ASC 310-30							
Allowance balance:							
Commercial	\$	6,216		\$	1,713		262.9%
Consumer		62			418		100.0%
Auto		-			732		-100.0%
Total allowance balance	\$	6,278		\$	2,863		119.3%
Allowance composition:							
Commercial		99.01%			59.83%		65.5%
Consumer		0.99%			14.60%		100.0%
Auto		0.00%			25.57%		-100.0%
		100.00%			100.00%		

TABLE 10 — NET CREDIT LOSSES STATISTICS ON LOAN AND LEASES, EXCLUDING LOANS ACCOUNTED FOR UNDER ASC 310-30														
	Quarter Ended June 30,					Variance		Six-Month Period Ended June 30,					Variance	
	2014		2013		%		2014		2013		%			
	(Dollar in thousands)													
Originated and other loans and leases:														
Mortgage														
Charge-offs	\$	(987)	\$	(29,119)	-96.6%	\$	(2,201)	\$	(31,708)	-93.1%				
Recoveries		88		-	100.0%		236		-	100.0%				
Total		(899)		(29,119)	-96.9%		(1,965)		(31,708)	-93.8%				
Commercial														
Charge-offs		(543)		(2,887)	-81.2%		(962)		(3,444)	-72.1%				
Recoveries		115		234	-50.9%		213		262	-18.7%				
Total		(428)		(2,653)	-83.9%		(749)		(3,182)	-76.5%				
Consumer														
Charge-offs		(1,397)		(323)	332.5%		(2,235)		(569)	292.8%				
Recoveries		244		43	467.4%		391		108	262.0%				
Total		(1,153)		(280)	311.8%		(1,844)		(461)	300.0%				
Auto														
Charge-offs		(5,956)		(709)	740.1%		(10,601)		(800)	1225.1%				
Recoveries		2,136		209	922.0%		3,660		216	1594.4%				
Total		(3,820)		(500)	664%		(6,941)		(584)	1088.5%				
Net credit losses														
Total charge-offs		(8,883)		(33,038)	-73.1%		(15,999)		(36,521)	-56.2%				
Total recoveries		2,583		486	431.5%		4,500		586	667.9%				
Total	\$	(6,300)	\$	(32,552)	-80.6%	\$	(11,499)	\$	(35,935)	-68.0%				
Net credit losses to average loans outstanding:														
Mortgage		0.46%		14.50%	-96.8%		0.51%		8.10%	-93.7%				
Commercial		0.14%		2.71%	-94.8%		0.13%		1.66%	-92.2%				
Consumer		3.13%		1.44%	117.4%		2.68%		1.35%	98.5%				
Auto		3.15%		1.04%	202.9%		3.07%		0.81%	279.0%				
Total		0.96%		8.89%	-89.2%		0.91%		5.21%	-82.5%				
Recoveries to charge-offs		29.08%		1.47%	1876.7%		28.13%		1.60%	1652.9%				

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Average originated loans:														
Mortgage	\$	773,425		\$	803,272		-3.7%		\$	763,400		\$	783,172	-2.5%
Commercial		1,209,346			392,261		208.3%			1,165,891			382,654	204.7%
Consumer		147,230			77,948		88.9%			137,787			68,480	101.2%
Auto		484,536			191,438		153.1%			451,488			144,995	211.4%
Total	\$	2,614,537		\$	1,464,919		78.5%		\$	2,518,566		\$	1,379,302	82.6%

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TABLE 10 — NET CREDIT LOSSES STATISTICS ON LOAN AND LEASES, EXCLUDING LOANS ACCOUNTED FOR UNDER ASC 310-30 (CONTINUED)																
	Quarter Ended June 30,				Variance				Six-Month Period Ended June 30,				Variance			
	2014		2013		%				2013		2014		%			
	(Dollars in thousands)															
Acquired loans accounted for under ASC 310-20:																
Commercial																
Charge-offs	\$	(110)	\$	(25)		340.0%	\$	(284)	\$	(25)		1036.0%				
Recoveries		30		-		100.0%		30		-		100.0%				
Total		(80)		(25)		220.0%		(254)		(25)		916.0%				
Consumer																
Charge-offs		(1,952)		(1,158)		68.6%		(4,010)		(2,614)		53.4%				
Recoveries		124		637		-80.5%		224		844		-73.5%				
Total		(1,828)		(521)		250.9%		(3,786)		(1,770)		113.9%				
Auto																
Charge-offs		(1,370)		(1,410)		-2.8%		(2,666)		(3,125)		-14.7%				
Recoveries		535		886		-39.6%		985		2,116		-53.4%				
Total		(835)		(524)		59.4%		(1,681)		(1,009)		66.6%				
Net credit losses																
Total charge-offs		(3,432)		(2,593)		32.4%		(6,960)		(5,764)		20.7%				
Total recoveries		689		1,523		-54.8%		1,239		2,960		-58.1%				
Total	\$	(2,743)	\$	(1,070)		156.4%	\$	(5,721)	\$	(2,804)		104.0%				
Net credit losses to average loans outstanding:																
Commercial		1.29%		0.03%		4914.2%		1.04%		0.01%		7778.2%				
Consumer		10.96%		2.92%		275.3%		11.09%		4.97%		123.3%				
Auto		1.34%		0.54%		148.2%		1.27%		0.49%		157.2%				
Total		3.22%		0.50%		538.6%		2.99%		0.65%		358.6%				
Recoveries to charge-offs		20.08%		58.74%		-65.8%		17.80%		51.35%		-65.3%				
Average loans accounted for under ASC 310-20:																
Commercial	\$	24,855	\$	389,461		-93.6%	\$	48,868	\$	378,929		-87.1%				
Consumer		66,690		71,334		-6.5%		68,294		71,290		-4.2%				

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Auto		249,395		388,486		-35.8%		265,459		409,798		-35.2%
Total	\$	340,940	\$	849,281		-59.9%	\$	382,621	\$	860,016		-55.5%

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TABLE 11 — NON-PERFORMING ASSETS							
	June 30,			December 31,			Variance
	2014			2013			(%)
	(Dollars in thousands)						
Non-performing assets:							
Non-accruing loans							
Troubled-Debt Restructuring loans	\$	26,435		\$	26,847		-1.5%
Other loans		62,746			56,430		11.2%
Accruing loans							
Troubled-Debt Restructuring loans		3,731			1,898		100.0%
Other loans		1,142			977		100.0%
Total non-performing loans	\$	94,054		\$	86,152		9.2%
Foreclosed real estate not covered under the							
shared-loss agreements with the FDIC		55,523			56,815		-2.3%
Other repossessed assets		16,765			12,314		36.1%
Mortgage loans held for sale		-			-		100.0%
	\$	166,342		\$	155,281		7.1%
Non-performing assets to total assets, excluding covered assets and acquired loans with deteriorated credit quality (including those by analogy)		2.90%			2.61%		11.1%
Non-performing assets to total capital		17.98%			17.55%		2.5%

	Quarter Ended June 30,						Six-Month Period Ended June 30,					
	2014			2013			2014			2013		
	(In thousands)											
Interest that would have been recorded in the period if the												
loans had not been classified as non-accruing loans	\$	723		\$	530		\$	1,213		\$	991	

TABLE 12 — NON-PERFORMING LOANS							
	June 30,			December 31,			Variance
	2014			2013			%
	(Dollars in thousands)						
Non-performing loans:							
Originated and other loans held for investment							
Mortgage	\$	57,314		\$	51,058		12.3%
Commercial		23,506			22,830		3.0%
Consumer		1,454			805		80.6%
Auto and leasing		7,300			5,089		43.4%
		89,574			79,782		12.3%
Acquired loans accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)							
Commercial		1,448			2,543		-43.1%
Consumer		1,352			2,219		-39.1%
Auto		1,680			1,608		4.5%
		4,480			6,370		-29.7%
Total	\$	94,054		\$	86,152		9.2%
Non-performing loans composition percentages:							
Originated loans							
Mortgage		60.9%			59.4%		
Commercial		25.0%			26.5%		
Consumer		1.5%			0.9%		
Auto and leasing		7.8%			5.9%		
Acquired loans accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)							
Commercial		1.5%			3.0%		
Consumer		1.4%			2.6%		
Auto		1.8%			1.9%		
Total		100.0%			100.0%		
Non-performing loans to:							
Total loans, excluding covered loans and loans accounted for		3.17%			3.04%		4.2%

under ASC 310-30 (including those by analogy)								
Total assets, excluding covered assets and loans accounted for								
under ASC 310-30 (including those by analogy)		1.64%			1.45%		13.0%	
Total capital		10.17%			9.74%		4.4%	
Non-performing loans with partial charge-offs to:								
Total loans, excluding covered loans and loans accounted for								
under ASC 310-30 (including those by analogy)		0.89%			0.83%		7.2%	
Non-performing loans		27.92%			27.35%		2.1%	
Other non-performing loans ratios:								
Charge-off rate on non-performing loans to non-performing loans								
on which charge-offs have been taken		53.99%			56.05%		-3.7%	
Allowance for loan and lease losses to non-performing								
loans on which no charge-offs have been taken		79.78%			82.18%		-2.9%	

TABLE 13 - LIABILITIES SUMMARY AND COMPOSITION

		June 30,		December 31,		
		2014		2013		Variance %
		(Dollars in thousands)				
Deposits:						
Non-interest bearing deposits	\$	731,295	\$	744,328		-1.8%
NOW accounts		1,404,042		1,393,645		0.7%
Savings and money market accounts		1,226,747		1,194,566		2.7%
Certificates of deposit		1,776,971		2,048,040		-13.2%
Total deposits		5,139,055		5,380,579		-4.5%
Accrued interest payable		2,178		2,686		-18.9%
Total deposits and accrued interest payable		5,141,233		5,383,265		-4.5%
Borrowings:						
Securities sold under agreements to repurchase		1,012,233		1,267,618		-20.1%
Advances from FHLB		360,240		336,143		7.2%
Other term notes		3,837		3,663		4.8%
Subordinated capital notes		100,797		100,010		0.8%
Total borrowings		1,477,107		1,707,434		-13.5%
Total deposits and borrowings		6,618,340		7,090,699		-6.7%
Derivative liabilities		13,617		14,937		-8.8%
Acceptances outstanding		17,581		23,042		-23.7%
Other liabilities		135,405		144,424		-6.2%
Total liabilities	\$	6,784,943	\$	7,273,102		-6.7%
Deposits portfolio composition percentages:						
Non-interest bearing deposits		14.2%		13.8%		
NOW accounts		27.3%		25.9%		
Savings and money market accounts		23.9%		22.2%		
Certificates of deposit		34.6%		38.1%		
		100.0%		100.0%		
Borrowings portfolio composition percentages:						
Securities sold under agreements to repurchase		68.5%		74.2%		
Advances from FHLB		24.4%		19.7%		
Other term notes		0.3%		0.2%		
Subordinated capital notes		6.8%		5.9%		

		100.0%			100.0%		
Securities sold under agreements to repurchase (excluding accrued interest)							
Amount outstanding at period-end	\$	1,010,000		\$	1,265,000		
Daily average outstanding balance	\$	1,082,968		\$	1,353,011		
Maximum outstanding balance at any month-end	\$	1,149,167		\$	1,552,269		

Liabilities and Funding Sources

As shown in Table 13 above, at June 30, 2014, the Company's total liabilities were \$6.785 billion, 6.7% less than the \$7.273 billion reported at December 31, 2013. Deposits and borrowings, the Company's funding sources, amounted to \$6.618 billion at June 30, 2014 versus \$7.091 billion at December 31, 2013, a 6.7% decrease.

At June 30, 2014, deposits represented 78% and borrowings represented 22% of interest-bearing liabilities, compared to 76% and 24%, respectively, at December 31, 2013. At June 30, 2014, deposits, the largest category of the Company's interest-bearing liabilities, were \$5.141 billion, down 4.5% from \$5.383 billion at December 31, 2013. Non-maturing deposit balances increased 0.89%, to \$3.362 billion, while higher-priced time deposits declined 13.2% as part of efforts to reduce the cost of deposits, which averaged 0.69% as of June 30, 2014 compared to 0.72% at December 31, 2013.

Borrowings consist mainly of repurchase agreements, FHLB-NY advances, subordinated capital notes, and short-term borrowings. At June 30, 2014, borrowings amounted to \$1.477 billion, 13.5% lower than the \$1.707 billion reported at December 31, 2013. Repurchase agreements as of June 30, 2014 decreased \$255.4 million to \$1.012 billion from \$1.268 billion at December 31, 2013, as the Company used available cash to pay off repurchase agreements at maturity.

As a member of the FHLB-NY, the Bank can obtain advances from the FHLB-NY secured by the FHLB-NY stock owned by the Bank as well as by certain of the Bank's mortgage loans and investment securities. Advances from the FHLB-NY amounted to \$360.2 million as of June 30, 2014 and \$336.1 million as of December 31, 2013. These advances mature from July 2014 through July 2020.

Stockholders' Equity

At June 30, 2014, the Company's total stockholders' equity was \$925.2 million, a 4.6% increase when compared to \$884.9 million at December 31, 2013. Increase in stockholders' equity was mainly driven by the income for the six-month period ended June 30, 2014, partially offset by an increase in treasury stock, as a result of the 707,400 repurchased shares of outstanding common stock during the first quarter of 2014.

From December 31, 2013 to June 30, 2014, tangible common equity to total assets increased to 8.59% from 7.61%, Tier 1 Leverage Capital Ratio increased to 10.26% from 9.11%, Tier 1 Risk-Based Capital Ratio increased to 15.49% from 14.35%, and Total Risk-Based Capital Ratio increased to 17.30% from 16.14%.

Taking into consideration the strong capital position, in the fourth quarter of 2013, the Company increased the cash dividend per common share to \$0.08 from the dividend of \$0.06 paid in previous quarters in 2013.

The following are the consolidated capital ratios of the Company at June 30, 2014 and December 31, 2013:

TABLE 14 — CAPITAL, DIVIDENDS AND STOCK DATA							
	June 30,		December 31,			Variance	
	2014			2013			%
	(Dollars in thousands, except per share data)						
Capital data:							
Stockholders' equity	\$	925,202		\$	884,913		4.6%
Regulatory Capital Ratios data:							
Leverage capital ratio		10.26%			9.11%		12.6%
Minimum leverage capital ratio required		4.00%			4.00%		
Actual tier 1 capital	\$	773,824		\$	736,930		5.0%
Minimum tier 1 capital required	\$	301,829		\$	323,476		-6.7%
Excess over regulatory requirement	\$	471,995		\$	413,455		14.2%
Tier 1 risk-based capital ratio		15.49%			14.35%		7.9%
Minimum tier 1 risk-based capital ratio required		4.00%			4.00%		
Actual tier 1 risk-based capital	\$	773,824		\$	736,930		5.0%
Minimum tier 1 risk-based capital required	\$	199,775		\$	205,382		-2.7%
Excess over regulatory requirement	\$	574,049		\$	531,548		8.0%
Risk-weighted assets	\$	4,994,378		\$	5,134,538		-2.7%
Total risk-based capital ratio		17.30%			16.14%		7.2%
Minimum total risk-based capital ratio required		8.00%			8.00%		
Actual total risk-based capital	\$	863,790		\$	828,476		4.3%
Minimum total risk-based capital required	\$	399,550		\$	410,763		-2.7%
Excess over regulatory requirement	\$	464,240		\$	417,713		11.1%
Risk-weighted assets	\$	4,994,378		\$	5,134,538		-2.7%
Tangible common equity to total assets		8.59%			7.61%		12.9%
Tangible common equity to risk-weighted assets		13.26%			12.10%		9.6%
Total equity to total assets		12.00%			10.85%		10.6%
Total equity to risk-weighted assets		18.52%			17.23%		7.5%
Tier 1 common equity to risk-weighted assets		11.47%			10.44%		9.9%
Tier 1 common equity capital	\$	572,954		\$	536,062		6.9%
Stock data:							

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Outstanding common shares		45,022,823			45,676,922		-1.4%
Book value per common share	\$	16.87		\$	15.74		7.2%
Tangible book value per common share	\$	14.71		\$	13.60		8.2%
Market price at end of period	\$	18.41		\$	17.34		6.2%
Market capitalization at end of period	\$	828,870		\$	792,038		4.7%

	Six-Month Period Ended June 30,						Variance
	2014			2013			%
Common dividend data:							
Cash dividends declared	\$	7,218		\$	5,749		25.6%
Cash dividends declared per share	\$	0.16		\$	0.12		33.3%
Payout ratio		19.05%			11.54%		65.1%
Dividend yield		1.74%			1.33%		30.7%

The following table presents a reconciliation of the Company's total stockholders' equity to tangible common equity and total assets to tangible assets at June 30, 2014 and December 31, 2013:

	June 30,			December 31,	
	2014			2013	
		(In thousands, except share or per share information)			
Total stockholders' equity	\$	925,202		\$	884,913
Preferred stock		(176,000)			(176,000)
Preferred stock issuance costs		10,130			10,130
Goodwill		(86,069)			(86,069)
Core deposit intangible		(7,133)			(7,804)
Customer relationship intangible		(3,694)			(4,108)
Total tangible common equity	\$	662,436		\$	621,062
Total assets		7,710,145			8,158,015
Goodwill		(86,069)			(86,069)
Core deposit intangible		(7,133)			(7,804)
Customer relationship intangible		(3,694)			(4,108)
Total tangible assets	\$	7,613,249		\$	8,060,034
Tangible common equity to tangible assets		8.70%			7.71%
Common shares outstanding at end of period		45,022,823			45,676,922
Tangible book value per common share	\$	14.71		\$	13.60

The tangible common equity ratio and tangible book value per common share are non-GAAP measures. Management and many stock analysts use the tangible common equity ratio and tangible book value per common share in conjunction with more traditional bank capital ratios to compare the capital adequacy of banking organizations. Neither tangible common equity nor tangible assets or related measures should be considered in isolation or as a substitute for stockholders' equity, total assets or any other measure calculated in accordance with GAAP. Moreover, the manner in which the Company calculates its tangible common equity, tangible assets and any other related measures may differ from that of other companies reporting measures with similar names.

The Tier 1 common equity to risk-weighted assets ratio is another non-GAAP measure. Ratios calculated based upon Tier 1 common equity have become a focus of regulators and investors, and management believes ratios based on Tier 1 common equity assist investors in analyzing the Company's capital position. In connection with the 2009 Supervisory Capital Assessment Program, the Federal Reserve Board supplemented its assessment of the capital adequacy of certain large bank holding companies based on a variation of Tier 1 capital, known as Tier 1 common equity.

Because Tier 1 common equity is not formally defined by GAAP or, unlike Tier 1 capital, codified in the federal banking regulations, this measure is considered to be a non-GAAP financial measure. Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. To mitigate these limitations, the Company has procedures in place to calculate these measures using the appropriate GAAP or regulatory components. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools and should not be considered in isolation or as a substitute for analyses of results as reported under GAAP.

The table below presents a reconciliation of the Company's total common equity (GAAP) at June 30, 2014 and December 31, 2013 to Tier 1 common equity (non-GAAP):

	June 30,			December 31,		
	2014			2013		
	(Dollars in thousands)					
Common stockholders' equity	\$	759,332		\$	719,043	
Unrealized gains on available-for-sale securities, net of income tax		(29,759)			(11,434)	
Unrealized losses on cash flow hedges, net of income tax		8,004			8,243	
Disallowed deferred tax assets		(66,362)			(80,430)	
Disallowed servicing assets		(1,365)			(1,380)	
Intangible assets:						
Goodwill		(86,069)			(86,069)	
Other intangible assets		(10,827)			(11,912)	
Total Tier 1 common equity	\$	572,954		\$	536,062	
Tier 1 common equity to risk-weighted assets		11.47%			10.44%	

The following table presents the Company's capital adequacy information at June 30, 2014 and December 31, 2013:

	June 30,			December 31,	
	2014			2013	
	(Dollars in thousands)				
Risk-based capital:					
Tier 1 capital	\$	773,824		\$	736,930
Supplementary (Tier 2) capital		89,966			91,546
Total risk-based capital	\$	863,790		\$	828,476
Risk-weighted assets:					
Balance sheet items	\$	4,829,755		\$	4,969,531
Off-balance sheet items		164,623			165,007
Total risk-weighted assets	\$	4,994,378		\$	5,134,538
Ratios:					
Tier 1 capital (minimum required - 4%)		15.49%			14.35%
Total capital (minimum required - 8%)		17.30%			16.14%
Leverage ratio		10.26%			9.11%
Equity to assets		12.00%			10.85%
Tangible common equity to assets		8.59%			7.61%

The Federal Reserve Board has risk-based capital guidelines for bank holding companies. Under the guidelines, the minimum ratio of qualifying total capital to risk-weighted assets is 8%. At least half of the total capital is to be comprised of qualifying common stockholders' equity, qualifying noncumulative perpetual preferred stock (including related surplus), minority interests related to qualifying common or noncumulative perpetual preferred stock directly issued by a consolidated U.S. depository institution or foreign bank subsidiary, and restricted core capital elements (collectively, "Tier 1 Capital"). Banking organizations are expected to maintain at least 50% of their Tier 1 Capital as common equity. Except for certain debt or equity instruments issued on or after May 19, 2010, which are excluded from Tier 1 Capital, not more than 25% of qualifying Tier 1 Capital may consist of qualifying cumulative perpetual preferred stock, trust preferred securities or other so-called restricted core capital elements. "Tier 2 Capital" may consist, subject to certain limitations, of allowance for loan and lease losses; perpetual preferred stock and related surplus; hybrid capital instruments, perpetual debt, and mandatory convertible debt securities; term subordinated debt and intermediate-term preferred stock, including related surplus; and unrealized holding gains on equity securities. "Tier 3 Capital" consists of qualifying unsecured subordinated debt. The sum of Tier 2 and Tier 3 Capital may not exceed the amount of Tier 1 Capital.

Pursuant to the Dodd-Frank Act, federal banking agencies have adopted new capital rules that became effective January 1, 2014 for advanced approaches banking organizations (i.e., those with consolidated assets greater than \$250 billion or consolidated on-balance sheet foreign exposures of at least \$10 billion) and will become effective on January 1, 2015 for all other covered organizations (subject to certain phase-in periods through January 1, 2019) and that will replace their general risk-based capital rules, advanced approaches rule, market risk rule, and leverage rules.

The new capital rules provide certain changes to the prompt corrective action regulations adopted by the agencies under Section 38 of the FDIA, as amended by FDICIA. These regulations are designed to place restrictions on U.S. insured depository institutions if their capital levels begin to show signs of weakness. The five capital categories established by the agencies under their prompt corrective action framework are: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized.” As of June 30, 2014 and December 31, 2013, the Company is “well capitalized” for regulatory purposes.

The new capital rules expand such categories by introducing a common equity tier 1 capital requirement for all depository institutions, revising the minimum risk-based capital ratios and, beginning in 2018, the proposed supplementary leverage requirement for advanced approaches banking organizations. The common equity tier 1 capital ratio is a new minimum requirement designed to ensure that banking organizations hold sufficient high-quality regulatory capital that is available to absorb losses on a going-concern basis. The Company believes that it will continue to meet the “well capitalized” category after the implementation of new capital rules on January 1, 2015.

The Bank is considered “well capitalized” under the regulatory framework for prompt corrective action. The table below shows the Bank’s regulatory capital ratios at June 30, 2014, and December 31, 2013:

	June 30 ,			December 31,			Variance
	2014			2013			%
	(Dollars in thousands)						
Oriental Bank Regulatory Capital Ratios:							
Total Tier 1 Capital to Total Assets		9.65%			8.57%		12.6%
Actual tier 1 capital	\$	722,603		\$	689,174		4.9%
Minimum capital requirement (4%)	\$	299,657		\$	321,551		-6.8%
Minimum to be well capitalized (5%)	\$	374,571		\$	401,939		-6.8%
Tier 1 Capital to Risk-Weighted Assets		14.54%			13.47%		7.9%
Actual tier 1 risk-based capital	\$	722,603		\$	689,174		4.9%
Minimum capital requirement (4%)	\$	198,796		\$	204,627		-2.8%
Minimum to be well capitalized (6%)	\$	298,195		\$	306,940		-2.8%

Total Capital to Risk-Weighted Assets		16.34%			15.26%		7.1%
Actual total risk-based capital	\$	812,267		\$	780,487		4.1%
Minimum capital requirement (8%)	\$	397,593		\$	409,253		-2.8%
Minimum to be well capitalized (10%)	\$	496,991		\$	511,567		-2.8%

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The Company's common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "OFG." At June 30, 2014 and December 31, 2013, the Company's market capitalization for its outstanding common stock was \$828.9 million (\$18.41 per share) and \$792.0 million (\$17.34 per share), respectively.

The following table provides the high and low prices and dividends per share of the Company's common stock for each quarter of the last two calendar years:

							Cash
	Price						Dividend
	High		Low				Per share
2014							
June 30, 2014	\$	18.88	\$	16.38	\$		0.08
March 31, 2014	\$	17.54	\$	14.30	\$		0.08
2013							
December 31, 2013	\$	17.34	\$	14.74	\$		0.08
September 30, 2013	\$	18.97	\$	16.13	\$		0.06
June 30, 2013	\$	18.11	\$	14.26	\$		0.06
March 31, 2013	\$	15.83	\$	13.85	\$		0.06
2012							
December 31, 2012	\$	13.35	\$	9.98	\$		0.06
September 30, 2012	\$	11.49	\$	10.02	\$		0.06
June 30, 2012	\$	12.37	\$	9.87	\$		0.06
March 31, 2012	\$	12.69	\$	11.25	\$		0.06

Under the Company's current stock repurchase program it is authorized to purchase in the open market up to \$70 million of its outstanding shares of common stock. The shares of common stock repurchased are to be held by the Company as treasury shares. During the six-month period ended June 30, 2014, the Company purchased 707,400 shares under this program for a total of \$10.4 million, at an average price of \$14.66 per share. There were no repurchases during 2013. The number of shares that may yet be purchased under the \$70 million program is estimated at 1,252,136 and was calculated by dividing the remaining balance of \$23.1 million the closing price of the Company's common stock at June 30, 2014 (\$18.41).

ITEM 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Background

The Company's risk management policies are established by its Board of Directors (the "Board") with the assistance of the Board Risk and Compliance Committee formed during the second quarter of 2014. Such policies are implemented by management through the adoption of a risk management program, which is overseen and monitored by the Chief Risk Officer and the Executive Risk and Compliance Committee and the Board Risk and Compliance Committee. The Company has continued to refine and enhance its risk management program by strengthening policies, processes and procedures necessary to maintain effective risk management.

All aspects of the Company's business activities are susceptible to risk. Consequently, risk identification and monitoring are essential to risk management. As more fully discussed below, the Company's primary risk exposures include, market, interest rate, credit, liquidity, operational and concentration risks.

Market Risk

Market risk is the risk to earnings or capital arising from adverse movements in market rates or prices, such as interest rates or prices. The Company evaluates market risk together with interest rate risk. The Company's financial results and capital levels are constantly exposed to market risk. The Board and management are primarily responsible for ensuring that the market risk assumed by the Company complies with the guidelines established by policies approved by the Board. The Board has delegated the management of this risk to the Asset/Liability Management Committee ("ALCO") which is composed of certain executive officers from the business, treasury and finance areas. One of ALCO's primary goals is to ensure that the market risk assumed by the Company is within the parameters established in such policies.

Interest Rate Risk

Interest rate risk is the exposure of the Company's earnings or capital to adverse movements in interest rates. It is a predominant market risk in terms of its potential impact on earnings. The Company manages its asset/liability position in order to limit the effects of changes in interest rates on net interest income. ALCO oversees interest rate risk, liquidity management and other related matters.

In discharging its responsibilities, ALCO examines current and expected conditions in global financial markets, competition and prevailing rates in the local deposit market, liquidity, unrealized gains and losses in securities, recent

or proposed changes to the investment portfolio, alternative funding sources and their costs, hedging and the possible purchase of derivatives such as swaps, and any tax or regulatory issues which may be pertinent to these areas.

On a monthly basis, the Company performs a net interest income simulation analysis on a consolidated basis to estimate the potential change in future earnings from projected changes in interest rates. These simulations are carried out over a one-year time horizon, assuming certain gradual upward and downward interest rate movements, achieved during a twelve-month period. Simulations are carried out in two ways:

- (i) using a static balance sheet as the Company had on the simulation date, and
- (ii) using a dynamic balance sheet based on recent growth patterns and business strategies.

The balance sheet is divided into groups of assets and liabilities detailed by maturity or re-pricing and their corresponding interest yields and costs. As interest rates rise or fall, these simulations incorporate expected future lending rates, current and expected future funding sources and costs, the possible exercise of options, changes in prepayment rates, deposits decay and other factors which may be important in projecting the future growth of net interest income.

The Company uses a software application to project future movements in the Company's balance sheet and income statement. The starting point of the projections generally corresponds to the actual values of the balance sheet on the date of the simulations.

These simulations are complex, and use many assumptions that are intended to reflect the general behavior of the Company over the period in question. There can be no assurance that actual events will match these assumptions in all cases. For this reason, the results of these simulations are only approximations of the true sensitivity of net interest income to changes in market interest rates. The following table presents the results of the simulations at June 30, 2014 for the most likely scenario, assuming a one-year time horizon:

	Net Interest Income Risk (one year projection)							
	Static Balance Sheet				Growing Simulation			
	Amount		Percent		Amount		Percent	
	Change		Change		Change		Change	
<u>Change in interest rate</u>	(Dollars in thousands)							
+ 200 Basis points	\$	6,491		1.79%	\$	6,720		1.85%
+ 100 Basis points	\$	3,202		0.88%	\$	3,317		0.91%
- 50 Basis points	\$	(1,100)		-0.30%	\$	(1,098)		-0.30%

The impact of -100 and -200 basis point reductions in interest rates is not presented in view of current level of the federal funds rate and other short-term interest rates.

Future net interest income could be affected by the Company's investments in callable securities, prepayment risk related to mortgage loans and mortgage-backed securities, and any structured repurchase agreements and advances from the FHLB-NY in which it may enter into from time to time. As part of the strategy to limit the interest rate risk and reduce the re-pricing gaps of the Company's assets and liabilities, the Company has executed certain transactions which include extending the maturity and the re-pricing frequency of the liabilities to longer terms reducing the amounts of its structured repurchase agreements and entering into hedge-designated swaps to hedge the variability of future interest cash flows of forecasted wholesale borrowings that only consist of advances from the FHLB-NY as of June 30, 2014.

The Company maintains an overall interest rate risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate volatility. The Company's goal is to manage interest rate sensitivity by modifying the repricing or maturity characteristics of certain balance sheet assets and liabilities so that the net interest margin is not, on a material basis, adversely affected by movements in interest rates. As a result of interest rate fluctuations, hedged fixed-rate assets and liabilities will appreciate or depreciate in market value. Also, for some fixed-rate assets or liabilities, the effect of this variability in earnings is expected to be substantially offset by the Company's gains and losses on the derivative instruments that are linked to the forecasted cash flows of these hedged assets and liabilities. The Company considers its strategic use of derivatives to be a prudent method of managing interest-rate sensitivity as it reduces the exposure of earnings and the market value of its equity to undue risk posed by changes in interest rates. The effect of this unrealized appreciation or depreciation is expected to be substantially offset by the Company's gains or losses on the derivative instruments that are linked to these hedged assets and liabilities. Another result of interest rate fluctuations is that the contractual interest income and interest expense of hedged variable-rate assets and liabilities, respectively, will increase or

decrease.

Derivative instruments that are used as part of the Company's interest risk management strategy include interest rate swaps, forward-settlement swaps, futures contracts, and option contracts that have indices related to the pricing of specific balance sheet assets and liabilities. Interest rate swaps generally involve the exchange of fixed and variable-rate interest payments between two parties based on a common notional principal amount and maturity date. Interest rate futures generally involve exchanged-traded contracts to buy or sell U.S. Treasury bonds and notes in the future at specified prices. Interest rate options represent contracts that allow the holder of the option to (i) receive cash or (ii) purchase, sell, or enter into a financial instrument at a specified price within a specified period. Some purchased option contracts give the Company the right to enter into interest rate swaps and cap and floor agreements with the writer of the option. In addition, the Company enters into certain transactions that contain embedded derivatives. When the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract, it is bifurcated and carried at fair value. Please refer to Note 7 to the accompanying unaudited consolidated financial statements for further information concerning the Company's derivative activities.

Following is a summary of certain strategies, including derivative activities, currently used by the Company to manage interest rate risk:

Interest rate swaps — The Company entered into hedge-designated swaps to hedge the variability of future interest cash flows of forecasted wholesale borrowings attributable to changes in the one-month LIBOR rate. Once the forecasted wholesale borrowings transactions occurred, the interest rate swap effectively fixes the Company's interest payments on an amount of forecasted interest expense attributable to the one-month LIBOR rate corresponding to the swap notional stated rate. A derivative liability of \$10.5 million (notional amount of \$264.5 million) was recognized at June 30, 2014 related to the valuation of these swaps.

In addition, the Company has certain derivative contracts, including interest rate swaps not designated as hedging instruments, which are utilized to convert certain variable rate loans to fixed-rate loans, and the mirror-images of these interest rate swaps in which the Company enters into to minimize its interest rate risk exposure that results from offering the derivatives to clients. These interest rate swaps are marked to market through earnings. At June 30, 2014, interest rate swaps offered to clients not designated as hedging instruments represented a derivative asset of \$2.7 million (notional amounts of \$16.5 million), and the mirror-image interest rate swaps in which BBVAPR entered into represented a derivative liability of \$2.7 million (notional amounts of \$16.5 million).

S&P options — The Company has offered its customers certificates of deposit with an option tied to the performance of the S&P 500 Index. At the end of five years, the depositor receives a minimum return or a specified percentage of the average increase of the month-end value of the S&P 500 Index. The Company uses option agreements with major money center banks and major broker-dealer companies to manage its exposure to changes in that index. Under the terms of the option agreements, the Company receives the average increase in the month-end value of the S&P 500 Index in exchange for a fixed premium. The changes in fair value of the options purchased and the options embedded in the certificates of deposit are recorded in earnings.

At June 30, 2014, the fair value of the purchased options used to manage the exposure to the S&P 500 Index on stock-indexed certificates of deposit represented an asset of \$6.6 million (notional amounts of \$14.0 million) and the options sold to customers embedded in the certificates of deposit represented a liability of \$6.4 million (notional amount of \$13.4 million).

Wholesale borrowings — The Company uses interest rate swaps to hedge the variability of interest cash flows of certain advances from the FHLB-NY that are tied to a variable rate index. The interest rate swaps effectively fix the Company's interest payments on these borrowings. As of June 30, 2014, the Company had \$265 million in interest rate swaps at an average rate of 2.6% designated as cash flow hedges for \$265 million in advances from the FHLB-NY that reprice or are being rolled over on a monthly basis.

Credit Risk

Credit risk is the possibility of loss arising from a borrower or counterparty in a credit-related contract failing to perform in accordance with its terms. The principal source of credit risk for the Company is its lending activities. In Puerto Rico, the Company's principal market, economic conditions are challenging, as they have been for the last eight years, due to a shrinking population, a protracted economic recession, a housing sector that remains under pressure, the Puerto Rico government's large indebtedness and structural budget deficit, and the recent rating downgrades of Puerto Rico general obligations and other government bonds to levels that are below investment grade.

The Company manages its credit risk through a comprehensive credit policy which establishes sound underwriting standards by monitoring and evaluating loan portfolio quality, and by the constant assessment of reserves and loan concentrations. The Company also employs proactive collection and loss mitigation practices.

The Company may also encounter risk of default in relation to its securities portfolio. The securities held by the Company are principally agency mortgage-backed securities. Thus, a substantial portion of these instruments are guaranteed by mortgages, a U.S. government-sponsored entity, or the full faith and credit of the U.S. government.

The Company's Executive Credit Committee, composed of its Chief Executive Officer, Chief Credit Risk Officer and other senior executives, has primary responsibility for setting strategies to achieve the Company's credit risk goals and objectives. Those goals and objectives are set forth in the Company's Credit Policy as approved by the Board.

Liquidity Risk

Liquidity risk is the risk of the Company not being able to generate sufficient cash from either assets or liabilities to meet obligations as they become due without incurring substantial losses. The Board has established a policy to manage this risk. The Company's cash requirements principally consist of deposit withdrawals, contractual loan funding, repayment of borrowings as these mature, and funding of new and existing investments as required.

The Company's business requires continuous access to various funding sources. While the Company is able to fund its operations through deposits as well as through advances from the FHLB-NY and other alternative sources, the Company's business is dependent upon other wholesale funding sources. Although the Company has selectively reduced its use of wholesale funding sources, such as repurchase agreements and brokered deposits, it is still dependent on wholesale funding sources. As of June 30, 2014, the Company had \$1.010 billion in repurchase agreements and \$718.5 million in brokered deposits.

Brokered deposits are typically offered through an intermediary to small retail investors. The Company's ability to continue to attract brokered deposits is subject to variability based upon a number of factors, including volume and volatility in the global securities markets, the Company's credit rating, and the relative interest rates that it is prepared to pay for these liabilities. Brokered deposits are generally considered a less stable source of funding than core deposits obtained through retail bank branches. Investors in brokered deposits are generally more sensitive to interest rates and will generally move funds from one depository institution to another based on small differences in interest rates offered on deposits.

The Company participates in the Federal Reserve Bank's Borrower-In Custody Program which allows it to pledge certain type of loans while keeping physical control of the collateral.

Although the Company expects to have continued access to credit from the foregoing sources of funds, there can be no assurance that such financing sources will continue to be available or will be available on favorable terms. In a period of financial disruption or if negative developments occur with respect to the Company, the availability and cost of the Company's funding sources could be adversely affected. In that event, the Company's cost of funds may increase, thereby reducing its net interest income, or the Company may need to dispose of a portion of its investment portfolio, which depending upon market conditions, could result in realizing a loss or experiencing other adverse accounting consequences upon any such dispositions. The Company's efforts to monitor and manage liquidity risk may not be successful to deal with dramatic or unanticipated changes in the global securities markets or other reductions in liquidity driven by the Company or market-related events. In the event that such sources of funds are reduced or eliminated and the Company is not able to replace these on a cost-effective basis, the Company may be forced to curtail or cease its loan origination business and treasury activities, which would have a material adverse effect on its

operations and financial condition.

As of June 30, 2014, the Company had approximately \$611.7 million in unrestricted cash and cash equivalents, \$222.7 million in investment securities that are not pledged as collateral, \$629.1 million in borrowing capacity at the FHLB-NY and \$881.4 million in borrowing capacity at the Federal Reserve's discount window available to cover liquidity needs.

Operational Risk

Operational risk is the risk of loss from inadequate or failed internal processes, personnel and systems or from external events. All functions, products and services of the Company are susceptible to operational risk.

The Company faces ongoing and emerging risk and regulatory pressure related to the activities that surround the delivery of banking and financial products and services. Coupled with external influences such as market conditions, security risks, and legal risk, the potential for operational and reputational loss has increased. In order to mitigate and control operational risk, the Company has developed, and continues to enhance, specific internal controls, policies and procedures that are designed to identify and manage operational risk at appropriate levels throughout the organization. The purpose of these policies and procedures is to provide reasonable assurance that the Company's business operations are functioning within established limits.

The Company classifies operational risk into two major categories: business specific and corporate-wide affecting all business lines. For business specific risks, a risk assessment group works with the various business units to ensure consistency in policies, processes and assessments. With respect to corporate-wide risks, such as information security, business recovery, legal and compliance, the Company has specialized groups, such as Information Security, Enterprise Risk Management, Corporate Compliance, Information

Technology, Legal and Operations. These groups assist the lines of business in the development and implementation of risk management practices specific to the needs of the business groups. All these matters are reviewed and discussed in the Information Technology Steering Committee, and the Executive Risk and Compliance Committee.

The Company is subject to extensive United States federal and Puerto Rico regulations, and this regulatory scrutiny has been significantly increasing over the last several years. The Company has established and continues to enhance procedures based on legal and regulatory requirements that are reasonably designed to ensure compliance with all applicable statutory and regulatory requirements. The Company has a corporate compliance function headed by a Compliance Director who reports to the Chief Risk Officer and is responsible for the oversight of regulatory compliance and implementation of a company-wide compliance program.

Concentration Risk

Substantially all of the Company's business activities and a significant portion of its credit exposure are concentrated in Puerto Rico. As a consequence, the Company's profitability and financial condition may be adversely affected by an extended economic slowdown, adverse political or economic developments in Puerto Rico or the effects of a natural disaster, all of which could result in a reduction in loan originations, an increase in non-performing assets, an increase in foreclosure losses on mortgage loans, and a reduction in the value of its loans and loan servicing portfolio.

ITEM 4. *CONTROLS AND PROCEDURES*

Disclosure Controls and Procedures

As of the end of the period covered by this quarterly report on Form 10-Q, an evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based upon such evaluation, the CEO and the CFO have concluded that, as of the end of such period, the Company's disclosure controls and procedures provided reasonable assurance of effectiveness in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company's periodic reports.

Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2014, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART - II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company and its subsidiaries are defendants in a number of legal proceedings incidental to their business. The Company is vigorously contesting such claims. Based upon a review by legal counsel and the development of these matters to date, management is of the opinion that the ultimate aggregate liability, if any, resulting from these claims will not have a material adverse effect on the Company's financial condition or results of operations.

ITEM 1A. RISK FACTORS

Except as set forth below, there have been no material changes to the risk factors previously disclosed in the Company's annual report on Form 10-K for the year ended December 31, 2013. In addition to other information set forth in this report, you should carefully consider the risk factors included in the Company's annual report on Form 10-K, as updated by this report or other filings the Company makes with the SEC under the Exchange Act. Additional risks and uncertainties not presently known to the Company at this time or that the Company currently deems immaterial may also adversely affect the Company's business, financial condition or results of operations.

We rely on the services of third parties for our banking, information technology, telecommunications, and mortgage loan servicing infrastructure, and any failure, interruption or termination of such services or systems could have a material adverse affect on our financial condition and results of operations.

Our business relies on the secure, successful and uninterrupted functioning of our banking, information technology, telecommunications, and mortgage loan servicing infrastructure. We outsource some of our major systems, such as customer data and deposit processing, mortgage loan servicing, Internet and mobile banking, and electronic fund transfer systems. The failure or interruption of such systems, or the termination of a third-party software license or mortgage servicing, or any service agreement on which any of these systems or services is based, could interrupt our operations. Because our information technology and telecommunications systems interface with and depend on third-party systems, we could experience service denials if demand for such services exceeds capacity or such systems fail or experience interruptions.

We periodically sell or securitize our mortgage loans while retaining the obligation to perform the servicing of such loans. Although we are the master servicer of our mortgage loan portfolios, we outsource our servicing functions pursuant to a subservicing arrangement with a third party in Puerto Rico. The termination or interruption of such

subservicing arrangement, without a feasible substitute or successor, could adversely affect our financial condition and results of operations. In addition, because the FDIC has the right to refuse or delay payment for loan and lease losses if the shared-loss agreements are not performed by us in accordance with their terms, any such termination or interruption of the subservicing of the covered loans that we acquired in the FDIC-assisted acquisition could adversely affect our ability to comply with such terms.

If sustained or repeated, a failure, denial or termination of such systems or services could result in a deterioration of our ability to process new loans, service existing loans, gather deposits and/or provide customer service. It could also compromise our ability to operate effectively, damage our reputation, result in a loss of customer business and/or subject us to additional regulatory scrutiny and possible financial liability. Any of the foregoing could have a material adverse effect on our financial condition and results of operations.

A credit default or ratings downgrade on the Puerto Rico government's debt obligations could adversely affect the value of our loans to the government of Puerto Rico and our investment portfolio of Puerto Rico government bonds.

Even though the economy of Puerto Rico is closely related to the economy of the rest of the United States, prevailing economic conditions, the fiscal situation of the Puerto Rico government and legislation it has recently enacted have led Standard & Poor's, Moody's and Fitch to further downgrade all obligations of the Puerto Rico government to levels below investment grade.

In the second quarter of 2014, the government enacted the Puerto Rico Public Corporation Debt Enforcement and Recovery Act (the "Recovery Act"), which establishes procedures for the adjustment of certain public corporations' debts. The Recovery Act states in its preamble that it further promotes the central government's public policy objectives of no longer providing financial support to public corporations and promoting their economic independence. The Recovery Act, which is without precedent and is being challenged in federal court on constitutional grounds, has increased the level of uncertainty as to the rights of the affected public corporation's creditors.

Despite the Commonwealth's progress in addressing its persistent budget deficits and underfunded government retirement plans, Puerto Rico continues to face significant economic and fiscal challenges, including a protracted economic recession, sizable debt-service obligations, high unemployment and a shrinking population. The recent Commonwealth credit downgrades by three leading rating agencies reflect only the views of such agencies, an explanation of which may be obtained from each such rating agency. Generally, below-investment-grade securities present greater risks and can be less liquid than investment-grade securities.

The reduction in the credit ratings of Puerto Rico government debt obligations could severely weaken the demand for such securities and the Commonwealth's access to capital markets, which may affect its ability to obtain the financing that it needs. This may in turn increase the Commonwealth's risk of default.

It is uncertain how capital markets may react to any future ratings downgrade in Puerto Rico government debt obligations. However, a further deterioration of economic or fiscal conditions in Puerto Rico, with possible negative ratings implications, could adversely affect the value of our loans to the government of Puerto Rico and the value of our investment portfolio of Puerto Rico government bonds.

At June 30, 2014, we had approximately \$666.6 million of credit facilities granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities, of which \$655.3 million was outstanding as of such date. A substantial portion of our credit exposure to the government of Puerto Rico consists of collateralized loans or obligations that have a specific source of income or revenues identified for its 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 the Puerto Rico Electric Power Authority (“PREPA”) and the Puerto Rico Aqueducts and Sewer Authority. Public corporations have varying degrees of independence from the central government and many have received appropriations or are due other payments from it. At June 30, 2014, we had approximately \$382.9 million of credit facilities granted to public corporations, and significantly all such debtors are authorized to seek relief under the Recovery Act. The Company’s banking subsidiary is part of a four bank syndicate providing a \$550 million dollar revolving line of credit to finance the purchase of fuel for the day to day power generation activities of the PREPA. The Bank’s participation in the line of credit has an unpaid principal balance of \$200.0 million as of June 30, 2014, which matures on August 14, 2014 and is currently accruing. The bank syndicate and PREPA have executed a short term forbearance agreement that expires at the maturity of the line of credit pursuant to which the bank syndicate agreed to not exercise remedies in connection with certain defaults under the loan agreement to facilitate a dialogue with PREPA, which is actively ongoing, regarding the future of the line of credit. This credit facility was rated Special Mention as of June 30, 2014.

We also have 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 required for the payment of all of its general obligation bonds and notes. 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 good faith and credit obligations of the municipalities have a first lien on the basic property taxes.

Furthermore, as of June 30, 2014, we had approximately \$22.4 million in obligations issued and guaranteed by the Puerto Rico government, including certain instrumentalities or public corporations, as part of our investment securities portfolio. We continue to closely monitor the economic and fiscal situation of Puerto Rico and evaluate the portfolio for any declines in value that management may consider being other-than-temporary.

Approximately 49% of our Puerto Rico government loans and obligations mature in the next 12 months or less. At June 30, 2014, we also had deposits of approximately \$362.8 million from the government of Puerto Rico.

If the Company's public corporation debtors seek relief under the Recovery Act or are otherwise unable to pay their obligations as they become due, or under certain other circumstances, the Company and its banking subsidiary may be required to adversely classify such loans and provision for losses in connection therewith. Such provision may significantly impact the Company's financial condition and its regulatory capital ratios.

ITEM 2. *UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS*

None.

ITEM 3. *DEFAULTS UPON SENIOR SECURITIES*

None.

ITEM 4. *MINE SAFETY DISCLOSURES*

Not applicable.

ITEM 5. *OTHER INFORMATION*

None.

ITEM 6. *EXHIBITS*

Exhibit No.

Description of Document:

3.1 Bylaws, as amended effective May 28, 2014.

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following materials from OFG Bancorp's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Unaudited Consolidated Statements of Financial Condition, (ii) Unaudited Consolidated Statements of Operations, (iii) Unaudited Consolidated Statements of Comprehensive Income, (iv) Unaudited Consolidated Statements of Changes in Stockholders' Equity, (v) Unaudited Consolidated Statements of Cash Flows, and (vi) Notes to Unaudited Consolidated Financial Statements.

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.

OFG Bancorp

(Registrant)

By: /s/ José Rafael Fernández

Date: August 8, 2014

José Rafael Fernández
President and Chief Executive Officer

By: /s/ Ganesh Kumar

Date: August 8, 2014

Ganesh Kumar
Executive Vice President and Chief Financial
Officer

By: /s/ Maritza Arizmendi

Date: August 8, 2014

Maritza Arizmendi
Senior Vice President and Chief Accounting
Officer

