

FIRST BANCORP /PR/
Form 10-Q
September 24, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2007

**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 0-17224

FIRST BANCORP.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Puerto Rico
(State or other jurisdiction of
incorporation or organization)

66-0561882
(I.R.S. employer
identification number)

1519 Ponce de León Avenue, Stop 23
Santurce, Puerto Rico
(Address of principal executive offices)

00908
(Zip Code)

(787) 729-8200

(Registrant's telephone number, including area code)

Not applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in rule 12b-2 of the Exchange Act).

Large accelerated filer Accelerated filer Non-accelerated filer

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock: 92,504,056 outstanding as of August 31, 2007.

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EXPLANATORY NOTE

First BanCorp (the Corporation or First BanCorp) was unable to timely file with the Securities and Exchange Commission (SEC) this Quarterly Report on Form 10-Q for the interim period ended March 31, 2007 as a result of the delay in completing the restatement of the Corporation s audited financial statements for the years ended December 31, 2004, 2003 and 2002, and the unaudited selected quarterly financial information for each of the four quarters of 2004, 2003 and 2002, which resulted in delays in the filing of an amendment of First BanCorp s Annual Report on Form 10-K for the year ended December 31, 2004 and consequent delays in the filing of the Corporation s subsequent reports. For information regarding the restatement of First BanCorp s previously issued financial statements, see the Corporation s Amendment No. 1 to Annual Report on Form 10-K/A for the year ended December 31, 2004, which was filed with the SEC on September 26, 2006.

FORWARD LOOKING STATEMENTS

This Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this Form 10-Q or future filings by First BanCorp with the SEC, in the Corporation s press releases or in other public or shareholder communications, or in oral statements made with the approval of an authorized executive officer, the word or phrases would be, will allow, intends to, will likely result, expected to, should, anticipate and similar expressions are meant to identify forward-looking statements.

First BanCorp wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and represent First BanCorp s expectations of future conditions or results and are not guarantees of future performance. First BanCorp advises readers that various factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

risks associated with the Corporation s inability to prepare and timely submit SEC and other regulatory filings;

an adverse change in the Corporation s ability to attract new clients and retain existing ones;

general economic conditions, including prevailing interest rates and the performance of the financial markets, which may affect demand for the Corporation s products and services and the value of the Corporation s assets, including the value of the interest rate swaps that economically hedge the interest rate risk mainly relating to brokered certificates of deposit and medium-term notes;

risks arising from worsening economic conditions in Puerto Rico and in the South Florida market;

risks arising from credit and other risks of the Corporation s lending and investment activities, including the condo conversion loans in its Miami Agency;

increases in the Corporation s expenses associated with acquisitions and dispositions;

developments in technology;

risks associated with changes to the Corporation s business strategy to no longer acquire mortgage loans in bulk;

risks associated with the failure to obtain a final order from the District Court of Puerto Rico approving the settlement of the class-action lawsuit brought against the Corporation;

the impact of Doral Financial Corporation and R&G Financial Corporation s financial condition on the repayment of their outstanding secured loan to the Corporation;

risks associated with being subject to the cease and desist orders;

the Corporation's ability to issue brokered certificates of deposit and the ability to fund operations;

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downgrades in the credit ratings of the Corporation's securities;

general competitive factors and industry consolidation; and

risks associated with regulatory and legislative changes for financial services companies in Puerto Rico, the United States, and the U.S. and British Virgin Islands.

The Corporation does not undertake, and specifically disclaims any obligation, to update any of the forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements except as required by the federal securities laws.

Investors should carefully consider these factors and the risk factors outlined under Item 1A, Risk Factors, in First BanCorp's 2006 Annual Report on Form 10-K and under Item 1A, Risk Factors, in this Quarterly Report on Form 10-Q.

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FIRST BANCORP
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited)

	March 31, 2007	December 31, 2006
Assets		
Cash and due from banks	\$ 132,665,435	\$ 112,340,615
Money market instruments	397,720,352	377,296,017
Federal funds sold and securities purchased under agreements to resell	38,432,597	42,051,281
Time deposits with other financial institutions	40,660,728	37,123,111
Total money market investments	476,813,677	456,470,409
Investment securities available for sale, at fair value:		
Securities pledged that can be repledged	1,212,754,083	1,373,466,630
Other investment securities	615,737,650	326,956,340
Total investment securities available for sale	1,828,491,733	1,700,422,970
Investment securities held to maturity, at amortized cost:		
Securities pledged that can be repledged	2,243,140,343	2,661,088,022
Other investment securities	942,869,427	686,042,717
Total investment securities held to maturity, fair value of \$3,115,162,000 (2006 - \$3,256,965,610)	3,186,009,770	3,347,130,739
Other equity securities	41,592,385	40,159,185
Loans, net of allowance for loan and lease losses of \$161,418,789 (December 31, 2006 - \$158,295,662)	10,936,420,088	11,070,446,401
Loans held for sale, at lower of cost or market	26,587,074	35,238,127
Total loans, net	10,963,007,162	11,105,684,528
Premises and equipment, net	156,750,970	155,661,727
Other real estate owned	3,109,631	2,869,713
Accrued interest receivable on loans and investments	103,064,633	112,505,003
Due from customers on acceptances	948,651	149,716
Other assets	302,490,577	356,861,273
Total assets	\$ 17,194,944,624	\$ 17,390,255,878

Liabilities & Stockholders Equity

Liabilities:

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Non-interest-bearing deposits	\$ 711,202,952	\$ 790,985,153
Interest-bearing deposits (includes \$4,334,033,255 measured at fair value as of March 31, 2007)	10,567,541,939	10,213,302,047
Federal funds purchased and securities sold under agreements to repurchase	3,163,303,500	3,687,724,000
Advances from the Federal Home Loan Bank (FHLB)	590,000,000	560,000,000
Notes payable (includes \$14,918,185 measured at fair value as of March 31, 2007)	182,635,713	182,827,572
Other borrowings	231,743,418	231,719,406
Bank acceptances outstanding	948,651	149,716
Accounts payable and other liabilities	418,802,829	493,994,798
Total liabilities	15,866,179,002	16,160,702,692

Commitments and contingencies (Note 16)

Stockholders' equity:

Preferred stock, authorized 50,000,000 shares: issued and outstanding 22,004,000 shares at \$25 liquidation value per share	550,100,000	550,100,000
Common stock, \$1 par value, authorized 250,000,000 shares; issued 93,151,856 shares	93,151,856	93,151,856
Less: Treasury stock (at par value)	(9,897,800)	(9,897,800)
Common stock outstanding	83,254,056	83,254,056
Additional paid-in capital	25,604,944	22,756,994
Legal surplus	276,847,825	276,847,825
Retained earnings	422,860,042	326,761,462
Accumulated other comprehensive loss, net of tax benefit of \$196,577 (December 31, 2006 - \$221,389)	(29,901,245)	(30,167,151)
Total stockholders' equity	1,328,765,622	1,229,553,186
Total liabilities and stockholders' equity	\$ 17,194,944,624	\$ 17,390,255,878

The accompanying notes are an integral part of these statements.

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FIRST BANCORP
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Quarter Ended	
	March 31, 2007	March 31, 2006
Interest income:		
Loans	\$ 225,638,691	\$ 246,089,307
Investment securities	67,671,721	71,640,717
Money market investments	5,274,070	9,974,864
Total interest income	298,584,482	327,704,888
Interest expense:		
Deposits (Note 10)	124,089,525	186,838,073
Federal funds purchased and repurchase agreements	41,770,029	53,565,529
Advances from FHLB	8,197,241	4,177,732
Notes payable and other borrowings	7,092,915	10,304,945
Total interest expense	181,149,710	254,886,279
Net interest income	117,434,772	72,818,609
Provision for loan and lease losses	24,914,468	19,375,887
Net interest income after provision for loan and lease losses	92,520,304	53,442,722
Non-interest income:		
Other service charges on loans	1,791,092	1,486,270
Service charges on deposit accounts	3,191,092	3,277,029
Mortgage banking activities gain (loss)	762,071	(574,847)
Net loss on investments and impairments	(2,158,691)	(708,768)
Net gain on partial extinguishment and recharacterization of secured commercial loans to a local financial institution	2,497,166	
Rental income	663,496	773,290
Gain on sale of credit card portfolio	2,818,972	
Other operating income	6,257,122	6,335,216
Total non-interest income	15,822,320	10,588,190
Non-interest expenses:		
Employees compensation and benefits	36,372,390	34,124,921
Occupancy and equipment	14,382,408	12,706,090

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Business promotion	4,930,468	3,774,060
Professional fees	6,396,518	7,392,966
Taxes, other than income taxes	3,581,335	2,555,269
Insurance and supervisory fees	1,691,740	1,701,012
Other operating expenses	12,008,867	9,483,337
Total non-interest expenses	79,363,726	71,737,655
Income (loss) before income tax	28,978,898	(7,706,743)
Income tax (provision) benefit	(6,146,913)	11,569,985
Net income	\$ 22,831,985	\$ 3,863,242
Net income (loss) attributable to common stockholders	\$ 12,762,986	\$ (6,205,757)
Net income (loss) per common share:		
Basic	\$ 0.15	\$ (0.08)
Diluted	\$ 0.15	\$ (0.08)
Dividends declared per common share	\$ 0.07	\$ 0.07

The accompanying notes are an integral part of these statements.

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FIRST BANCORP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Quarter Ended	
	March 31,	March 31,
	2007	2006
Cash flows from operating activities:		
Net income	\$ 22,831,985	\$ 3,863,242
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	4,361,547	4,112,001
Amortization of core deposit intangible	842,695	932,041
Provision for loan and lease losses	24,914,468	19,375,887
Deferred income tax benefit	(2,314,827)	(28,644,913)
Stock-based compensation recognized	2,847,950	4,892,360
Loss (gain) on sale of investments, net	732,301	(1,424,484)
Other-than-temporary impairments on available-for-sale securities	1,426,390	2,133,252
Derivative instruments and hedging activities gain (loss)	(3,230,098)	64,737,546
Net (gain) loss on sale of loans and impairments	(599,730)	677,005
Net gain on partial extinguishment and recharacterization of secured commercial loans to a local financial institution	(2,497,166)	
Net amortization of premiums and discounts and deferred net loan fees and costs	(240,025)	(1,014,516)
Amortization of broker placement fees	2,165,180	3,956,091
Accretion of basis adjustments on fair value hedges	(115,035)	
Net accretion of discounts and premiums on investment securities	(9,662,676)	(9,528,614)
Gain on sale of credit card portfolio	(2,818,972)	
Increase in accrued income tax payable	7,725,088	14,299,995
Decrease (increase) in accrued interest receivable	9,310,770	(46,239)
(Decrease) increase in accrued interest payable	(30,684,527)	4,500,098
Decrease (increase) in other assets	4,066,456	(5,088,301)
Decrease in other liabilities	(3,370,913)	(3,331,116)
Total adjustments	2,858,876	70,538,093
Net cash provided by operating activities	25,690,861	74,401,335
Cash flows from investing activities:		
Principal collected on loans	857,281,296	892,646,456
Loans originated	(924,916,547)	(1,336,279,411)
Purchase of loans	(49,835,659)	(58,803,859)
Proceeds from sale of loans	46,301,386	17,502,647
Proceeds from sale of repossessed assets	13,872,963	10,136,316
Purchase of servicing assets	(377,974)	(147,754)
Proceeds from sale of available for sale securities	3,125,310	12,670,690
Purchase of securities held to maturity	(39,387,733)	(144,226,030)

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Purchase of securities available for sale		(11,975,700)
Principal repayments and maturities of securities held to maturity	210,072,213	203,391,488
Principal repayments of securities available for sale	49,412,753	55,367,989
Additions to premises and equipment	(5,450,790)	(6,947,568)
(Increase) decrease in other equity securities	(1,433,200)	12,096,100
Net cash provided by (used in) investing activities	158,664,018	(354,568,636)
Cash flows from financing activities:		
Net increase in deposits	366,630,490	885,705,546
Net decrease in federal funds purchased and securities sold under repurchase agreements	(524,420,500)	(32,216,500)
Net FHLB advances taken (paid)	30,000,000	(278,000,000)
Dividends paid	(15,896,781)	(15,875,780)
Exercise of stock options		19,756,484
Net cash (used in) provided by financing activities	(143,686,791)	579,369,750
Net increase in cash and cash equivalents	40,668,088	299,202,449
Cash and cash equivalents at beginning of period	568,811,024	1,380,640,086
Cash and cash equivalents at end of period	\$ 609,479,112	\$ 1,679,842,535
Cash and cash equivalents include:		
Cash and due from banks	\$ 132,665,435	\$ 134,396,167
Money market instruments	476,813,677	1,545,446,368
	\$ 609,479,112	\$ 1,679,842,535
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest on borrowings	\$ 210,318,801	\$ 181,142,699
Income taxes	479,616	5,624,000
Non-cash investing and financing activities:		
Additions to other real estate owned	\$ 995,508	\$ 1,107,755
Additions to auto repossessions	29,811,648	24,954,864
Capitalization of servicing assets	301,850	36,491
Recharacterization of secured commercial loans as securities collateralized by loans	183,829,925	
The accompanying notes are an integral part of these statements.		

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FIRST BANCORP
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY
(Unaudited)

	Quarter Ended	
	March 31, 2007	March 31, 2006
Preferred Stock	\$ 550,100,000	\$ 550,100,000
Common Stock Outstanding:		
Balance at beginning of period	83,254,056	80,875,056
Common stock issued under stock option plan		2,379,000
Balance at end of period	83,254,056	83,254,056
Additional Paid-In-Capital:		
Balance at beginning of period	22,756,994	
Shares issued under stock option plan		17,377,484
Stock-based compensation recognized	2,847,950	4,892,360
Balance at end of period	25,604,944	22,269,844
Legal Surplus	276,847,825	265,844,192
Retained Earnings:		
Balance at beginning of period	326,761,462	316,696,971
Net income	22,831,985	3,863,242
Cash dividends declared on common stock	(5,827,782)	(5,806,781)
Cash dividends declared on preferred stock	(10,068,999)	(10,068,999)
Cumulative adjustment for accounting change (adoption of FIN 48)	(2,614,795)	
Cumulative adjustment for accounting change (adoption of SFAS No. 159)	91,778,171	
Balance at end of period	422,860,042	304,684,433
Accumulated Other Comprehensive Loss, net of tax		
Balance at beginning of period	(30,167,151)	(15,675,284)
Other comprehensive income (loss), net of tax	265,906	(30,816,013)
Balance at end of period	(29,901,245)	(46,491,297)
Total stockholders equity	\$ 1,328,765,622	\$ 1,179,661,228

The accompanying notes are an integral part of these statements.

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FIRST BANCORP
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)

	Quarter Ended	
	March 31, 2007	March 31, 2006
Net income	\$ 22,831,985	\$ 3,863,242
Other comprehensive income (loss):		
Unrealized gain (loss) on securities:		
Unrealized holding loss arising during the period	(1,867,973)	(31,795,285)
Less: Reclassification adjustments for net loss and other than temporary impairments included in net income	2,158,691	708,768
Income tax (expense) benefit related to items of other comprehensive income	(24,812)	270,504
Other comprehensive income (loss) for the period, net of tax	265,906	(30,816,013)
Total comprehensive income (loss)	\$ 23,097,891	\$ (26,952,771)

The accompanying notes are an integral part of these statements.

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FIRST BANCORP
PART I NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1 BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The Consolidated Financial Statements (unaudited) have been prepared in conformity with the accounting policies stated in the Corporation's Annual Audited Financial Statements included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006. Certain information and note disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles in the United States of America (GAAP) have been condensed or omitted from these statements pursuant to the rules and regulations of the SEC and, accordingly, these financial statements should be read in conjunction with the audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2006, included in the Corporation's 2006 Annual Report on Form 10-K. All adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the statement of financial position, results of operations and cash flows for the interim periods have been reflected. All significant intercompany accounts and transactions have been eliminated in consolidation.

The results of operations for the quarter ended on March 31, 2007, are not necessarily indicative of the results to be expected for the entire year.

Recently issued accounting pronouncements

In February 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. (SFAS) 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 . This Statement allows entities to choose to measure certain financial assets and liabilities at fair value with changes in fair value reflected in earnings. The fair value option may be applied on an instrument-by-instrument basis. This Statement is effective for periods after November 15, 2007, however, early adoption is permitted provided that the entity also elects to apply the provisions of SFAS 157, Fair Value Measurements . The Corporation adopted SFAS 159 and SFAS 157 effective January 1, 2007. The Corporation decided to early adopt SFAS 159 for the callable brokered certificates of deposit (CDs) and a portion of the callable fixed medium-term notes, both of which were hedged with interest rate swaps. First BanCorp had been following the long-haul method of accounting, which was adopted on April 3, 2006, under SFAS 133, Accounting for Derivative Instruments and Hedging Activities , for the portfolio of callable interest rate swaps, callable brokered CDs and callable notes. One of the main considerations in determining to early adopt SFAS 159 for these instruments was to eliminate the operational procedures required by the long-haul method of accounting in terms of documentation, effectiveness assessment, and manual procedures followed by the Corporation to fulfill the requirements specified by SFAS 133.

Upon adoption of SFAS 159, the Corporation selected the fair value measurement for approximately \$4.4 billion, or 63%, of the brokered CDs portfolio and approximately \$15.4 million, or 9%, of the medium-term notes portfolio (SFAS 159 liabilities). Interest rate risk on the brokered CDs and medium-term notes chosen for the fair value measurement option will continue to be economically hedged through callable interest rate swaps with the same terms and conditions. The cumulative after-tax effect on the opening balance of retained earnings from adopting these standards was an approximate increase of \$91.8 million. Under SFAS 159, this one-time credit was not recognized in current earnings.

With the Corporation's elimination of the use of the long-haul method in connection with the adoption of SFAS 159, the Corporation will no longer amortize or accrete the basis adjustment for the SFAS 159

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liabilities. The basis adjustment amortization or accretion is the reversal of the change in value of the hedged brokered CDs and medium-term notes recognized since the implementation of the long-haul method. Since the time the Corporation implemented the long-haul method, it has recognized the basis adjustment and the changes in the value of the hedged brokered CDs and medium-term notes based on the expected call date of the instruments. The adoption of SFAS 159 also requires the recognition, as part of the initial adoption adjustment to retained earnings, of all of the unamortized placement fees that were paid to broker counterparties upon the issuance of the elected brokered CDs and medium-term notes. The Corporation previously amortized those fees through earnings based on the expected call date of the instruments. SFAS 159 also establish that the accrued interest should be reported as part of the fair value of the financial instruments elected to be measured at fair value. The impact of the derecognition of the basis adjustment and the unamortized placement fees as of January 1, 2007 results in a cumulative after-tax reduction to retained earnings of approximately \$23.9 million. This negative charge was included in the total cumulative after-tax increase to retained earnings of \$91.8 million that resulted with the adoption of SFAS 157 and SFAS 159.

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements*. This Statement defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. This Statement is effective for periods beginning after November 15, 2007. Effective January 1, 2007, the Corporation elected to early adopt this Statement. For further details and for the effect on the Corporation's financial condition and results of operations upon adoption of SFAS 157 and SFAS 159, refer to Note 14 to these interim unaudited consolidated financial statements.

In June 2006, the FASB issued Financial Interpretation No. (FIN) 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109. This interpretation clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS 109, *Accounting for Income Taxes*. This interpretation provides a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. This interpretation is effective for periods beginning after December 15, 2006. The Corporation adopted FIN 48 effective January 1, 2007. Refer to Note 13 to these interim unaudited consolidated financial statements for required disclosures and further information on the impact of the adoption of this accounting pronouncement.

In March 2006, the FASB issued SFAS 156, *Accounting for Servicing of Financial Assets*, an amendment of SFAS 140. This Statement allows servicing assets and servicing liabilities to be initially measured at fair value along with any derivative instruments used to mitigate inherent risks. This Statement is effective for fiscal years beginning after September 15, 2006. The adoption of this Statement in 2007 did not have a material effect on the Corporation's financial condition and results of operations, as the Corporation continues to utilize the amortization method.

On April 30, 2007, the FASB issued FASB Staff Position No. FIN 39-1 (FSP FIN 39-1), which amends FASB interpretation No. 39, *Offsetting of Amounts Related to Certain Contracts (FIN 39)*. FSP FIN 39-1 impacts entities that enter into master netting arrangements as part of their derivative transactions by allowing net derivative positions to be offset in the financial statements against the fair value of amounts (or amounts that approximate fair value) recognized for the right to reclaim cash collateral or the obligation to return cash collateral under those arrangements. FSP FIN 39-1 is effective for fiscal years beginning after November 15, 2007, although early application is permitted. The Corporation is currently evaluating the effect, if any, of the adoption of FSP FIN 39-1 on its Financial Statements, commencing on January 1, 2008.

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The calculations of earnings (loss) per common share for the quarters ended on March 31, 2007 and 2006 are as follows:

	Quarter Ended March 31,	
	2007	2006
	(In thousands, except per share data)	
Net Income:		
Net income	\$ 22,832	\$ 3,863
Less: Preferred stock dividend	(10,069)	(10,069)
Net income (loss) available to common stockholders	\$ 12,763	\$ (6,206)
Weighted-Average Shares:		
Basic weighted-average common shares outstanding	83,254	81,556
Average potential common shares	385	
Diluted weighted-average number of common shares outstanding	83,639	81,556
Earnings (Loss) per common share:		
Basic	\$ 0.15	\$ (0.08)
Diluted	\$ 0.15	\$ (0.08)

Potential common shares consist of common stock issuable under the assumed exercise of stock options using the treasury stock method. This method assumes that the potential common shares are issued and the proceeds from exercise are used to purchase common stock at the exercise date. The difference between the number of potential shares issued and the shares purchased is added as incremental shares to the actual number of shares outstanding to compute diluted earnings per share. Stock options that result in lower potential shares issued than shares purchased under the treasury stock method are not included in the computation of dilutive earnings per share since their inclusion would have an antidilutive effect in earnings per share. For the quarter ended on March 31, 2007, a total of 2,054,600 stock options were not included in the computation of outstanding shares because they were antidilutive. As of March 31, 2006, there were 3,043,410 outstanding stock options that were excluded from the computation of diluted earnings per common share because the Corporation reported a net loss available to common stockholders for such period.

3 STOCK OPTION PLAN

Since 1997, the Corporation has had a stock option plan (the 1997 stock option plan) covering certain employees. This plan allowed for the granting of up to 8,696,112 purchase options on shares of the Corporation's common stock to certain employees. According to the plan, the options granted cannot exceed 20% of the number of common shares outstanding. Each option provides for the purchase of one share of common stock at a price not less than the fair market value of the stock on the date the option is granted. Stock options are fully vested upon issuance. The maximum term to exercise the options is ten years. The stock option plan provides for a proportionate adjustment in the exercise price and the number of shares that can be purchased in the event of a stock dividend, stock split, reclassification of stock, merger or reorganization and certain other issuances and distributions such as stock appreciation rights.

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Under the Corporation's stock option plan, the Compensation Committee had the authority to grant stock appreciation rights at any time subsequent to the grant of an option. Pursuant to the stock appreciation rights, the Optionee surrenders the right to exercise an option granted under the plan in consideration for payment by the Corporation of an amount equal to the excess of the fair market value of the shares of common stock subject to such option surrendered over the total option price of such shares. Any option surrendered shall be cancelled by the Corporation and the shares subject to the option shall not be eligible for further grants under the option plan. The 1997 stock option plan expired in the first quarter of 2007.

On January 1, 2006, the Corporation adopted SFAS 123R, Share-Based Payment using the modified prospective method. Using this method, and since all previously issued stock options were fully vested at the time of the adoption, the Corporation expenses the fair value of all employee stock options granted after January 1, 2006 (same as the prospective method). The compensation expense associated with stock options for the quarters ended March 31, 2007 and 2006 was approximately \$2.8 million and \$4.9 million, respectively. All employee stock options granted during 2007 and 2006 were fully vested at the time of grant.

The activity of stock options during the first quarter of 2007 is set forth below:

	Number of options	Weighted-Average Exercise Price	Quarter Ended March 31, 2007 Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (In thousands)
Beginning of period	3,024,410	\$ 13.95		
Options granted	1,170,000	9.20		
End of period outstanding and exercisable	4,194,410	\$ 12.63	7.6	\$ 9,967

The fair value of options granted in 2007 and 2006, that was estimated using the Black-Scholes option pricing, and the assumptions used are as follows:

	2007	2006
Weighted-average stock price at grant date and exercise price	\$ 9.20	\$ 12.68
Stock option estimated fair value	\$2.40-\$2.45	\$4.56-\$4.60
Weighted-average estimated fair value	\$ 2.43	\$ 4.57
Expected stock option term (years)	4.31-4.59	4.22-4.31
Expected volatility	32%	46%
Expected dividend yield	3.0%	2.2%
Risk-free interest rate	5.1%	4.7% - 5.0%

The Corporation uses empirical research data to estimate option exercises and employee termination within the valuation model; separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected volatility is based on the historical implied volatility of the Corporation's common stock at each grant date. The dividend yield is based on the historical 12-month dividend yield observable at each grant date. The risk-free rate for the periods is based on historical zero coupon curves obtained from Bloomberg L.P. at the time of grant based on the option expected term.

No stock options were exercised during the first quarter of 2007. The total intrinsic value of options exercised during the first quarter of 2006 was approximately \$10.0 million. Cash proceeds from options exercised during the first quarter of 2006 amounted to approximately \$19.8 million.

Table of Contents**4 INVESTMENT SECURITIES****Investment Securities Available for Sale**

The amortized cost, gross unrealized gains and losses, approximate fair value, weighted-average yield and contractual maturities of investment securities available for sale as of March 31, 2007 and December 31, 2006 were as follows:

	March 31, 2007					December 31, 2006				
	Amortized cost	Gross Unrealized gains	Unrealized losses	Fair value	Weighted average yield %	Amortized cost	Gross Unrealized gains	Unrealized losses	Fair value	Weighted average yield %
(Dollars in thousands)										
Obligations of U.S. Government sponsored agencies:										
After 5 to 10 years	\$ 401,706	\$ 11	\$ 9,602	\$ 392,115	4.30	\$ 402,542	\$ 6	\$ 11,820	\$ 390,728	4.31
After 10 years	12,984		68	12,916	6.16	12,984		120	12,864	6.16
Puerto Rico Government obligations:										
After 1 to 5 years	5,190	147		5,337	6.23	4,635	126		4,761	6.18
After 5 to 10 years	15,513	211	467	15,257	4.85	15,534	219	508	15,245	4.86
After 10 years	4,938	72	177	4,833	5.86	5,376	98	178	5,296	5.88
United States and Puerto Rico Government obligations	440,331	441	10,314	430,458	4.42	441,071	449	12,626	428,894	4.43
Mortgage-backed securities:										
FHLMC certificates:										
Within 1 year	60			60	5.81	82			82	5.99
After 1 to 5 years	1,348	30		1,378	6.89	1,666	36		1,702	6.98
After 10 years	5,688	59	116	5,631	5.62	5,846	55	110	5,791	5.61
	7,096	89	116	7,069	5.86	7,594	91	110	7,575	5.92
GNMA certificates:										
After 1 to 5 years	774	9		783	6.46	866	10		876	6.44
After 5 to 10 years	781	4	1	784	5.50	795	3	3	795	5.53
After 10 years	367,610	481	6,524	361,567	5.23	379,363	470	7,136	372,697	5.26
	369,165	494	6,525	363,134	5.23	381,024	483	7,139	374,368	5.26

FNMA										
certificates:										
After 1 to 5 years	71			71	7.24	90			90	7.34
After 5 to										
10 years	33,088	12	464	32,636	4.81	18,040	10	305	17,745	4.87
After 10 years	815,732	807	9,061	807,478	5.19	864,508	673	11,476	853,705	5.18
	848,891	819	9,525	840,185	5.18	882,638	683	11,781	871,540	5.17
Mortgage										
pass-through										
certificates:										
After 10 years	180,274	3	3,491	176,786	5.93	367	3		370	7.28
Mortgage-backed										
securities										
	1,405,426	1,405	19,657	1,387,174	5.29	1,271,623	1,260	19,030	1,253,853	5.21
Corporate bonds:										
After 5 to										
10 years	1,300		91	1,209	7.70	1,300		83	1,217	7.70
After 10 years	4,411		725	3,686	7.97	4,412		668	3,744	7.97
Corporate bonds	5,711		816	4,895	7.91	5,712		751	4,961	7.91
Equity securities										
(without										
contractual										
maturity)										
	7,122		1,157	5,965	0.03	12,406	452	143	12,715	3.70
Total investment										
securities										
available for sale	\$ 1,858,590	\$ 1,846	\$ 31,944	\$ 1,828,492	5.07	\$ 1,730,812	\$ 2,161	\$ 32,550	\$ 1,700,423	5.01

Maturities of mortgage-backed securities are based on contractual terms assuming no prepayments. Expected maturities of investments might differ from contractual maturities because they may be subject to prepayments and/or call options. The weighted average yield on investment securities held for sale is based on amortized cost and, therefore, does not give effect to changes in fair value. The net unrealized gains or losses on available for sale securities are presented as part of accumulated other comprehensive income.

The following tables show the Corporation's available-for-sale investments' fair value and gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, as of March 31, 2007 and December 31, 2006:

During the first quarter of 2007 and 2006, the Corporation recorded other-than-temporary impairments of approximately \$1.4 million and \$2.1 million, respectively, on certain equity securities held in its investment portfolio. Management concluded that the declines in value of the securities were other-than-temporary; as such, the cost basis of these securities was written down to the market value at the date of the analyses and reflected in earnings as a realized loss.

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Total proceeds from the sale of securities available for sale during the quarter ended March 31, 2007 amounted to approximately \$3.1 million (2006 \$12.7 million). The Corporation realized gross gains of approximately \$0.2 million and gross losses of approximately \$0.9 million for the first quarter of 2007 (2006 approximately \$1.6 million in gross realized gains and \$0.2 million in gross realized losses).

Investment Securities Held to Maturity

The amortized cost, gross unrealized gains and losses, approximate fair value, weighted-average yield and contractual maturities of investment securities held-to-maturity at March 31, 2007 and December 31, 2006 were as follows:

	March 31, 2007				December 31, 2006					
	Amortized cost	Gross Unrealized gains	losses	Fair value	Weighted average yield%	Amortized cost	Gross Unrealized gains	losses	Fair value	Weighted average yield%
(Dollars in thousands)										
U.S. Treasury securities:										
Due within 1 year	\$ 59,697	\$ 9	\$	\$ 59,706	5.07	\$ 158,402	\$ 44	\$	\$ 158,446	4.97
Obligations of other U.S. Government sponsored agencies:										
Due within 1 year						24,695	5		24,700	5.25
After 10 years	2,083,587		39,700	2,043,887	5.83	2,074,943		53,668	2,021,275	5.83
Puerto Rico Government obligations:										
After 5 to 10 years	16,859	552	113	17,298	5.84	16,716	553	115	17,154	5.84
After 10 years	15,000	58		15,058	5.50	15,000	53		15,053	5.50
United States and Puerto Rico Government obligations	2,175,143	619	39,813	2,135,949	5.81	2,289,756	655	53,783	2,236,628	5.76
Mortgage-backed securities:										
FHLMC certificates:										
After 5 to 10 years	13,934		437	13,497	3.44	15,438		577	14,861	3.61
FNMA certificates:										

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After 5 to 10 years	13,301		392	12,909	3.80	14,234		484	13,750	3.80
After 10 years	981,632	18	30,840	950,810	4.40	1,025,703	48	36,064	989,687	4.40
Mortgage-backed securities	1,008,867	18	31,669	977,216	4.38	1,055,375	48	37,125	1,018,298	4.38
Corporate bonds: After 10 years	2,000		3	1,997	5.80	2,000	40		2,040	5.80
Total investment securities held to maturity	\$ 3,186,010	\$ 637	\$ 71,485	\$ 3,115,162	5.35	\$ 3,347,131	\$ 743	\$ 90,908	\$ 3,256,966	5.33

Maturities of mortgage-backed securities are based on contractual terms assuming no prepayments. Expected maturities of investments might differ from contractual maturities because they may be subject to prepayments and/or call options.

The following tables show the Corporation's held-to-maturity investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2007 and December 31, 2006.

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	Less than 12 months		As of March 31, 2007 12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value (In thousands)	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities						
Other U.S. Government sponsored agencies	\$	\$	\$ 2,043,887	\$ 39,700	\$ 2,043,887	\$ 39,700
Puerto Rico Government obligations	4,032	113			4,032	113
Mortgage-backed securities						
FHLMC			13,497	437	13,497	437
FNMA	24,463	960	935,958	30,272	960,421	31,232
Other investments	1,997	3			1,997	3
	\$ 30,492	\$ 1,076	\$ 2,993,342	\$ 70,409	\$ 3,023,834	\$ 71,485

	Less than 12 months		As of December 31, 2006 12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value (In thousands)	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities						
Other U.S. Government sponsored agencies	\$	\$	\$ 2,021,275	\$ 53,668	\$ 2,021,275	\$ 53,668
Puerto Rico Government obligations			3,978	115	3,978	115
Mortgage-backed securities						
FHLMC			14,861	577	14,861	577
FNMA	24,589	1,020	975,510	35,528	1,000,099	36,548
	\$ 24,589	\$ 1,020	\$ 3,015,624	\$ 89,888	\$ 3,040,213	\$ 90,908

Held-to-maturity securities in an unrealized loss position at March 31, 2007 are primarily mortgage-backed securities and U.S. agency securities. The vast majority of them are rated the equivalent of AAA by the major rating agencies. The unrealized losses in the held-to-maturity portfolio at March 31, 2007 are substantially related to market interest rate fluctuations and not deterioration in the creditworthiness of the issuers; as a result, the impairment is considered temporary.

5 OTHER EQUITY SECURITIES

Institutions that are members of the FHLB system are required to maintain a minimum investment in FHLB stock. Such minimum is calculated as a percentage of aggregate outstanding mortgages and an additional investment

is required that is calculated as a percentage of total FHLB advances, letters of credit, and the collateralized portion of interest-rate swaps outstanding. The stock is capital stock issued at \$100 par value. Both stock and cash dividends may be received on FHLB stock.

As of March 31, 2007 and December 31, 2006, the Corporation had investments in FHLB stock with a book value of \$39.9 million and \$38.4 million, respectively. The estimated market value of such investments is its redemption value determined by the ultimate recoverability of its par value.

The Corporation has other equity securities that do not have a readily available fair value. The carrying value of such securities as of March 31, 2007 and December 31, 2006 was \$1.7 million.

Table of Contents**6 LOAN PORTFOLIO**

The following is a detail of the loan portfolio:

	March 31, 2007	December 31, 2006
	(In thousands)	
Residential real estate loans, mainly secured by first mortgages	\$ 2,826,626	\$ 2,737,392
Commercial loans:		
Construction loans	1,454,715	1,511,608
Commercial mortgage loans	1,286,425	1,215,040
Commercial loans	2,730,122	2,698,141
Loans to local financial institutions collateralized by real estate mortgages and pass-through trust certificates	679,720	932,013
Commercial loans	6,150,982	6,356,802
Finance leases	377,900	361,631
Consumer loans	1,742,331	1,772,917
Loans receivable	11,097,839	11,228,742
Allowance for loan and lease losses	(161,419)	(158,296)
Loans receivable, net	10,936,420	11,070,446
Loans held for sale	26,587	35,238
Total loans	\$ 10,963,007	\$ 11,105,684

The Corporation's primary lending area is Puerto Rico. The Corporation's Puerto Rico banking subsidiary, First Bank Puerto Rico (First Bank or the Bank) also lends in the U.S. and British Virgin Islands markets and in the United States (principally in the state of Florida). Of the total gross loan portfolio of \$11.1 billion as of March 31, 2007, approximately 78% have credit risk concentration in Puerto Rico, 14% in the United States and 8% in the Virgin Islands.

In February 2007, the Corporation entered into various agreements with R&G Financial Corporation (R&G Financial) relating to prior transactions accounted for as commercial loans secured by mortgage loans and pass-through trust certificates from R&G Financial subsidiaries. First, through a mortgage payment agreement, R&G Financial paid the Corporation approximately \$50 million to reduce the commercial loan that R&G Premier Bank, R&G Financial's Puerto Rico banking subsidiary, had outstanding with the Corporation. In addition, the remaining balance of approximately \$271 million was re-documented as a secured loan from the Corporation to R&G Financial. Second, R&G Financial and the Corporation amended various agreements involving, as of the date of the transaction, approximately \$183.8 million of securities collateralized by loans, that were originally sold through five grantor trusts. The modifications to the original agreements allowed the Corporation to treat these transactions as true sales for accounting and legal purposes and the recharacterization of certain secured commercial loans as securities collateralized by loans. The agreements enabled First BanCorp to fulfill the remaining requirement of the Consent

Order signed with banking regulators relating to the mortgage-related transactions with R&G Financial that First BanCorp accounted for as commercial loans secured by the mortgage loans and pass-through trust certificates.

As part of the agreements entered with R&G Financial, the Corporation recognized a net gain of \$2.5 million as a result of the differential between the carrying value of the loans, the net payment received and the fair value of securities obtained from R&G Financial.

Table of Contents**7 ALLOWANCE FOR LOAN AND LEASE LOSSES**

The changes in the allowance for loan and lease losses were as follows:

	Quarter Ended March 31,	
	2007	2006
	(In thousands)	
Balance at beginning of period	\$ 158,296	\$ 147,999
Provision for loan and lease losses	24,914	19,376
Charge-offs	(23,177)	(16,449)
Recoveries	1,386	1,670
Balance at end of period	\$ 161,419	\$ 152,596

The allowance for impaired loans is part of the allowance for loan and lease losses. The allowance is for with respect to which management has determined that it is probable that the debtor will be unable to pay all the amounts due, according to the contractual terms of the loan agreement, and do not necessarily represent loans for which the Corporation will incur a substantial loss. At March 31, 2007 and December 31, 2006, impaired loans had a related allowance as follows:

	As of March 31, 2007	As of December 31, 2006
	(In thousands)	
Impaired loans	\$62,281	\$ 63,022
Allowance for impaired loans	8,615	9,989

Interest income in the amount of approximately \$0.8 million and \$1.2 million was recognized on impaired loans for the quarters ended March 31, 2007 and 2006, respectively.

8 DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The primary market risk facing the Corporation is interest rate risk, which includes the risk that changes in interest rates will result in changes in the value of its assets or liabilities and the risk that net interest income from its loan and investment portfolios will change in response to changes in interest rates. The overall objective of the Corporation's interest rate risk management activities is to reduce the variability of earnings caused by changes in interest rates.

The Corporation uses various financial instruments, including derivatives, to manage the interest rate risk related primarily to the values of its brokered CDs and medium-term notes.

The Corporation designates a derivative as either a fair value hedge, cash flow hedge or as an economic undesignated hedge when it enters into the derivative contract. As part of the interest rate risk management, the Corporation has entered into a series of interest rate swap agreements. Under the interest rate swaps, the Corporation agrees with other parties to exchange, at specified intervals, the difference between fixed-rate and floating-rate interest amounts calculated by reference to an agreed notional principal amount. Net interest settlements on interest rate swaps and unrealized gains and losses arising from changes in fair value are recorded as an adjustment to interest income or interest expense depending on whether an asset or liability is

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being hedged. As of March 31, 2007, all derivatives held by the Corporation were considered economic undesignated hedges.

Effective January 1, 2007, the Corporation adopted SFAS 159 for its callable brokered CDs and a portion of its callable fixed medium-term notes that were hedged with interest rate swaps. Prior to the implementation of SFAS 159, the Corporation had been following the long-haul method of accounting under SFAS 133, which was adopted on April 3, 2006, for its portfolio of callable interest rate swaps, callable, brokered CDs and callable notes. Interest rate risk on the callable brokered CDs and medium-term notes elected for fair value option under SFAS 159 continues to be economically hedged with callable interest rate swaps.

In addition, effective January 1, 2007, the Corporation discontinued the use of fair value hedge accounting under SFAS 133 for interest rate swaps that hedge its \$150 million medium-term note (the \$150 million medium-term note). The Corporation's decision was based on the determination that the interest rate swaps were not longer effective in offsetting the changes in the fair value of the \$150 million medium-term note. After the discontinuance of hedge accounting, the basis adjustment which represents the basis differential between the market value and the book value of the \$150 million medium-term note recognized at the inception of fair value hedge accounting on April 3, 2006, as well as changes in fair value recognized after the inception until the discontinuance of fair value hedge accounting on January 1, 2007, is being amortized or accreted over the remaining life of the liability as a yield adjustment. The \$150 million medium-term note was redeemed prior to its maturity during the second quarter of 2007.

The following table summarizes the notional amounts of all derivative instruments as of March 31, 2007 and December 31, 2006:

	Notional amounts	
	As of	As of
	March 31,	December 31,
	2007	2006
	(In thousands)	
Interest rate swap agreements:		
Pay fixed versus receive floating	\$ 80,676	\$ 80,720
Receive fixed versus pay floating	4,777,161	4,802,370
Embedded written options	13,515	13,515
Purchased options	13,515	13,515
Written interest rate cap agreements	128,090	125,200
Purchased interest rate cap agreements	315,817	330,607
	\$ 5,328,774	\$ 5,365,927

The following table summarizes the notional amounts of all derivatives by the Corporation's designation as of March 31, 2007 and December 31, 2006:

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	Notional amounts	
	As of	As of
	March 31,	December
	2007	31,
		2006
	(In thousands)	
Economic undesignated hedges:		
Interest rate swaps used to hedge fixed rate certificates of deposit, notes payable and loans	\$ 4,857,837	\$ 336,473
Embedded options on stock index deposits	13,515	13,515
Purchased options used to manage exposure to the stock market on embedded stock index options	13,515	13,515
Written interest rate cap agreements	128,090	125,200
Purchased interest rate cap agreements	315,817	330,607
 Total derivatives not designated as hedges	 \$ 5,328,774	 \$ 819,310
Designated hedges:		
Fair value hedges:		
Interest rate swaps used to hedge fixed-rate certificates of deposit	\$	\$ 4,381,175
Interest rate swaps used to hedge fixed- and step-rate notes payable		165,442
 Total fair value hedges	 \$	 \$ 4,546,617
 Total	 \$ 5,328,774	 \$ 5,365,927

At March 31, 2007, derivatives not designated or not qualifying for hedge accounting with a positive fair value of \$15.4 million (December 31, 2006 \$16.2 million) and a negative fair value of \$123.3 million (December 31, 2006 \$16.3 million) were recorded as part of Other Assets and Accounts payable and other liabilities, respectively, in the Consolidated Statements of Financial Condition.

At December 31, 2006, derivatives qualifying for fair value hedge accounting with a negative fair value of \$126.7 million were recorded as part of Accounts payable and other liabilities in the Consolidated Statements of Financial Condition.

The majority of the Corporation's derivative instruments represent interest rate swaps that mainly convert long-term fixed-rate brokered CDs to a floating-rate. A summary of the types of swaps used at March 31, 2007 and December 31, 2006 follows:

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	As of March 31, 2007	As of December 31, 2006
	(Dollars in thousands)	
Pay fixed/receive floating (generally used to economically hedge variable rate loans):		
Notional amount	\$ 80,676	\$ 80,720
Weighted average receive rate at period end	7.25%	7.38%
Weighted average pay rate at period end	6.75%	6.37%
Floating rates range from 167 to 252 basis points over 3-month LIBOR		
Receive fixed/pay floating (generally used to economically hedge fixed-rate brokered CDs and notes payable):		
Notional amount	\$4,777,161	\$4,802,370
Weighted average receive rate at period end	5.18%	5.16%
Weighted average pay rate at period end	5.40%	5.42%
Floating rates range from 5 basis points under to 20 basis points over 3-month LIBOR		

Indexed options are generally over-the-counter (OTC) contracts that the Corporation enters into in order to receive the appreciation of a specified Stock Index (e.g., Dow Jones Industrial Composite Stock Index) over a specified period in exchange for a premium paid at the contract's inception. The option period is determined by the contractual maturity of the notes payable tied to the performance of the Stock Index. The credit risk inherent in these options is the risk that the exchange party may not fulfill its obligation.

Interest rate caps are option-like contracts that require the writer, i.e., the seller, to pay the purchaser at specified future dates the amount, if any, by which a specified market interest rate exceeds the fixed cap rate, applied to a notional principal amount.

To satisfy the needs of its customers, the Corporation may enter into non-hedging transactions. On these transactions, generally, the Corporation participates as a buyer in one of the agreements and as the seller in the other agreement under the same terms and conditions.

In addition, the Corporation enters into certain contracts with embedded derivatives that do not require separate accounting as these are clearly and closely related to the economic characteristics of the host contract. 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, carried at fair value, and designated as a trading or non-hedging derivative instrument.

Table of Contents**9 GOODWILL AND OTHER INTANGIBLES**

Goodwill at March 31, 2007 amounted to \$28.1 million (December 31, 2006 \$28.7 million), recognized as part of Other Assets, resulting primarily from the acquisition of Ponce General Corporation in 2005. No goodwill impairment was recognized during 2007 and 2006.

At March 31, 2007, the gross carrying amount and accumulated amortization of core deposit intangibles was \$41.2 million and \$15.8 million, respectively, recognized as part of Other Assets in the Consolidated Statements of Financial Condition (December 31, 2006 \$41.2 million and \$15.0 million, respectively). During the quarters ended March 31, 2007 and 2006, the amortization expense of core deposits amounted to \$0.8 million and \$0.9 million, respectively.

10 DEPOSITS

The following table summarizes deposit balances:

	As of March 31, 2007	As of December 31, 2006
	(In thousands)	
Non-interest bearing checking account deposits	\$ 711,203	\$ 790,985
Saving accounts	978,036	984,332
Interest-bearing checking accounts	439,897	433,278
Certificates of deposit	1,599,381	1,696,213
Brokered certificates of deposit (includes \$4,334,033 measured at fair value as of March 31, 2007)	7,550,228	7,099,479
	\$ 11,278,745	\$ 11,004,287

The interest expense on deposits includes the valuation to market of interest rate swaps that economically hedge brokered CDs, the related interest exchanged, the amortization of broker placement fees and changes in fair value on callable brokered CDs elected for fair value option under SFAS 159 (SFAS 159 brokered CDs).

The following are the components of interest expense on deposits:

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	Quarter ended March 31,	
	2007	2006
	(In thousands)	
Interest expense on deposits	\$ 122,364	\$ 117,252
Amortization of broker placement fees (1)	2,144	3,949
Interest expense on deposits excluding net unrealized (gain) loss on derivatives (undesignated hedges) and SFAS 159 brokered CDs	124,508	121,201
Net unrealized (gain) loss on derivatives (undesignated hedges) and SFAS 159 brokered CDs	(418)	65,637
Total interest expense on deposits	\$ 124,090	\$ 186,838

(1) For 2007 the amortization of broker placement fees is related to brokered CDs not elected for the fair value option under SFAS 159.

Total interest expense on deposits includes interest exchanged on interest rate swaps that economically hedge brokered CDs that for the quarter ended March 31, 2007 amounted to net interest incurred of \$3.8 million (net interest realized of \$3.5 million for the quarter ended March 31, 2006).

11 NOTES PAYABLE

Notes payable consists of:

	March 31, 2007	December 31, 2006
	(In thousands)	
Callable fixed-rate notes, bearing interest at 6.00%, maturing on October 1, 2024	\$ 151,460	\$ 151,554
Callable step-rate notes, bearing step increasing interest from 5.00% to 7.00% maturing on October 18, 2019, measured at fair value under SFAS 159 as of March 31, 2007	14,918	15,616
Dow Jones Industrial Average (DJIA) linked principal protected notes:		
Series A maturing on February 28, 2012	7,840	7,525
Series B maturing on May 27, 2011	8,418	8,133
	\$ 182,636	\$ 182,828

Table of Contents**12 OTHER BORROWINGS**

Other borrowings consist of:

	March 31, 2007	December 31, 2006
	(In thousands)	
Junior subordinated floating rate debentures due in 2034, interest-bearing at a floating-rate of 2.75% over 3-month LIBOR (8.10% at March 31, 2007 and 8.11% at December 31, 2006)	\$ 102,877	\$ 102,853
Junior subordinated floating rate debentures due in 2034, interest-bearing at a floating-rate of 2.50% over 3-month LIBOR (7.85% at March 31, 2007 and 7.87% at December 31, 2006)	128,866	128,866
	\$ 231,743	\$ 231,719

13 INCOME TAXES

Income tax expense includes Puerto Rico and Virgin Islands income taxes as well as applicable U.S. federal and state taxes. The Corporation is subject to Puerto Rico income tax on its income from all sources. As a Puerto Rico corporation, First BanCorp is treated as a foreign corporation for U.S. income tax purposes and is generally subject to United States income tax only on its income from sources within the United States or income effectively connected with the conduct of a trade or business within the United States. Any such tax paid is creditable, within certain conditions and limitations, against the Corporation's Puerto Rico tax liability. The Corporation is also subject to U.S. Virgin Islands taxes on its income from sources within this jurisdiction. Any such tax paid is creditable against the Corporation's Puerto Rico tax liability, subject to certain conditions and limitations.

Under the Puerto Rico Internal Revenue Code of 1994, as amended (PR Code), First BanCorp is subject to a maximum statutory tax rate of 39%, except that in years 2005 and 2006, an additional transitory tax rate of 2.5% was signed into law by the Governor of Puerto Rico. In August 2005, the Government of Puerto Rico approved a transitory tax rate of 2.5% that increased the maximum statutory tax rate from 39.0% to 41.5% for a two-year period. On May 13, 2006, with an effective date of January 1, 2006, the Governor of Puerto Rico approved an additional transitory tax rate of 2.0% applicable only to companies covered by the Puerto Rico Banking Act as amended, such as First Bank, which raised the maximum statutory tax rate to 43.5% for taxable years that commenced during calendar year 2006. For taxable years beginning after December 31, 2006, the maximum statutory tax rate is 39%. The PR Code also includes an alternative minimum tax of 22% that applies if the Corporation's regular income tax liability is less than the alternative minimum tax requirements.

The Corporation has maintained an effective tax rate lower than the maximum statutory rate mainly by investing in government obligations and mortgage-backed securities exempt from U.S. and Puerto Rico income taxes and doing business through international banking entities (IBEs) of the Corporation and the Bank and through the Bank's subsidiary, FirstBank Overseas Corporation, in which the interest income and gain on sales is exempt from Puerto Rico and U.S. income taxation. The IBEs and FirstBank Overseas Corporation were created under the International Banking Entity Act of Puerto Rico, which provides for total Puerto Rico tax exemption on net income derived by IBEs operating in Puerto Rico. Since 2004, IBEs that operate as a unit of a bank pay income taxes at normal rates to the extent that the IBEs' net income exceeds predetermined percentages of the bank's total net taxable income; this percentage is 20% of total net taxable income for taxable years commencing after July 1, 2005.

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For the quarter ended March 31, 2007, the Corporation recognized an income tax expense of \$6.1 million compared to an income tax benefit of \$11.6 million for the same period in 2006. The fluctuation in the provision for income taxes for the first quarter of 2007, as compared to the first quarter of 2006, was mainly due to a decrease in deferred income tax benefits resulting principally from unrealized gains on derivative instruments and the adoption of SFAS 159, partially offset by a decrease in the current income tax provision. During the first quarter of 2006, the Corporation reflected changes in the fair value of derivative instruments as non-hedging instruments through operations recording unrealized losses of \$69.7 million for derivatives recorded as part of interest expense. The adoption of SFAS 159 reduced the accounting volatility that previously resulted from the accounting asymmetry created by accounting for the financial liabilities at amortized cost and the derivatives at fair value. With the adoption of SFAS 159, changes in the fair value of derivative instruments recorded as part of interest expense (an unrealized gain of \$19.8 million) were partially offset by an unrealized loss on SFAS 159 liabilities of \$19.3 million. For the first quarter of 2007, the Corporation recognized a deferred income tax benefit of \$2.3 million compared to \$28.6 million for the same period in 2006.

The current provision for income taxes for the first quarter of 2007 amounted to \$8.4 million compared to \$17.1 million for the first quarter of 2006, a decrease of \$8.7 million. The decrease in the current income tax provision for the first quarter of 2007 is mainly attributable to lower taxable income.

The Corporation evaluated its ability to realize the deferred tax asset and concluded, based on the evidence available, that it is more likely than not that some of the deferred tax assets will not be realized and thus, established a valuation allowance amounting to \$6.0 million as of March 31, 2007, compared to a valuation allowance of \$6.1 million as of December 31, 2006. As of March 31, 2007, the deferred tax asset, net of the valuation allowance, amounted to approximately \$110.3 million compared to \$162.1 million at December 31, 2006.

The Corporation adopted FIN 48 as of January 1, 2007. FIN 48 prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of income tax uncertainties with respect to positions taken or expected to be taken in income tax returns. The adoption of FIN 48 reduced the beginning balance of retained earnings as of January 1, 2007 by \$2.6 million. Under FIN 48, income tax benefits are recognized and measured based upon a two-step model: 1) a tax position must be more likely than not to be sustained based solely on its technical merits in order to be recognized, and 2) the benefit is measured as the largest dollar amount of that position that is more likely than not to be sustained upon settlement. The difference between the benefit recognized in accordance with FIN 48 and the tax benefit claimed on a tax return is referred to as an unrecognized tax benefit (UTB).

As of January 1, 2007, the balance of the Corporation's UTBs, amounted to \$28.5 million, all of which would, if recognized, affect the Corporation's effective tax rate. The Corporation classifies all interest and penalties, if any, related to tax uncertainties as income tax expense. As of January 1, 2007, the Corporation's accrual for interest that relate to tax uncertainties amounted to \$6.3 million. As of January 1, 2007 there is no need to accrue for the payment of penalties. The amount of UTBs may increase or decrease in the future for various reasons, including changes in the amounts for current tax year positions, expiration of open income tax returns due to statutes of limitation, changes in management's judgment about the level of uncertainty, status of examinations, litigation and legislative activity and the addition or elimination of uncertain tax positions. The Corporation does not anticipate any significant changes to its UTBs within the next 12 months.

The Corporation's liability for income taxes includes the liability for UTBs, and interest which relate to tax years still subject to review by taxing authorities. Audit periods remain open for review until the statute of limitations has passed. The statute of limitations under the PR Code is 4 years; and for the Virgin Islands and U.S. income tax purposes is 3 years after a tax return is due or filed, whichever is later. The completion of an audit by the taxing authorities or the expiration of the statute of limitations for a given audit period could result in an adjustment to the Corporation's liability for income taxes. Any such adjustment could be material to results of operations for any given quarterly or annual period based, in part, upon the results of operations for the given period.

Table of Contents**14 FAIR VALUE**

As discussed in Note 1 Basis of Presentation and Significant Accounting Policies, effective January 1, 2007, the Corporation adopted SFAS 157, which provides a framework for measuring fair value under GAAP.

The Corporation also adopted SFAS 159 effective January 1, 2007. SFAS 159 generally permits the measurement of selected eligible financial instruments at fair value at specified election dates. The Corporation elected to adopt the fair value option for certain of its brokered CDs and medium-term notes on the adoption date. SFAS 159 requires that the difference between the carrying value before the election of the fair value option and the fair value of these instruments be recorded as an adjustment to beginning retained earnings in the period of adoption.

The following table summarizes the impact of adopting the fair value option for certain brokered CDs and medium-term notes on January 1, 2007. Amounts shown represent the carrying value of the affected instruments before and after the changes in accounting resulting from the adoption of SFAS 159.

Transition Impact

<i>(In thousands)</i>	Ending Statement of Financial Condition as of December 31, 2006 (Prior to Adoption) (1)	Net Increase in Retained Earnings upon Adoption	Opening Statement of Financial Condition as of January 1, 2007 (After Adoption of Fair Value Option)
Callable brokered CDs	\$ (4,513,020)	\$ 149,621	\$ (4,363,399)
Medium-term notes	(15,637)	840	(14,797)
Cumulative-effect adjustment (pre-tax)		150,461	
Tax impact		(58,683)	
Cumulative-effect adjustment (net of tax), increase to retained earnings		\$ 91,778	

(1) Net of debt issue costs, placement fees and basis adjustment as of December 31, 2006.

Fair Value Option**Callable Brokered CDs and Certain Medium-Term Notes**

The Corporation elected to account at fair value certain financial liabilities which were hedged with interest rate swaps which were designated for fair value hedge accounting in accordance with SFAS 133. At March 31, 2007, these liabilities included callable brokered CDs with an aggregate fair value of \$4.3 billion and principal balance of \$4.4 billion recorded in interest-bearing deposits; and certain medium-term notes with a fair value of \$14.9 million and principal balance of \$15.4 million recorded in notes payable. Interest paid on these instruments continues to be

recorded in interest expense and the accrued interest is part of the fair value of the SFAS 159 liabilities. Electing the fair value option allows the Corporation to eliminate the burden of complying with the requirements for hedge accounting under SFAS 133 (e.g., documentation and effectiveness assessment) without introducing earnings volatility. Interest rate risk on the callable brokered CDs and medium-term notes elected for fair value option under SFAS 159 continue to be economically hedged with callable interest rate swaps with the same terms and conditions. The Corporation did not elect the fair value option for other brokered CDs and the other callable medium-term note, the \$150 million medium-term note, because these are not hedged by derivatives that qualified for hedge accounting in accordance with SFAS 133. Effective January 1, 2007, the Corporation discontinued the use of fair value hedge accounting for interest rate swaps that hedge the \$150 million medium-term note since the interest rate swaps were not longer effective in offsetting the changes in the fair value of the \$150 million medium-term note. The Corporation redeemed the \$150 million medium-term note during the second quarter of 2007.

Callable brokered CDs and medium-term notes for which the Corporation has elected the fair value option are priced by valuation experts using observable market data in the institutional markets.

Table of Contents***Fair Value Measurement***

SFAS 157 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. SFAS 157 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 that may be used to measure fair value:

- Level 1** Level 1 assets and liabilities include equity securities that are traded in an active exchange market, as well as certain U.S. Treasury and other U.S. government agency securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include (i) mortgage-backed securities for which the fair value is estimated based on valuations obtained from third-party pricing services for identical or comparable assets, (ii) debt securities with quoted prices that are traded less frequently than exchange-traded instruments and (iii) derivative contracts and financial liabilities (e.g. callable brokered CDs and medium-term notes elected for fair value option under SFAS 159) whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, for which the determination of fair value requires significant management judgment or estimation.

The following is a description of the valuation methodologies used for instruments measured at fair value:

Callable Brokered CDs

The fair value of brokered CDs, included within deposits, is determined using discounted cash flow analyses over the full term of the CDs. The valuation uses a Hull-White Interest Rate Tree approach for the CDs with callable option components, an industry-standard approach for valuing instruments with interest rate call options. The model assumes that the embedded options are exercised economically. The fair value of the CDs is computed using the outstanding principal amount. The discount rates used are based on US dollar LIBOR and swap rates. At-the-money implied swaption volatility term structure (volatility by time to maturity) is used to calibrate the model to current market prices and value the cancellation option in the deposits.

Medium-Term Notes

The fair value of term notes is determined using a discounted cash flow analysis over the full term of the borrowings. This valuation also uses the Hull-White Interest Rate Tree approach to value the option components of the term notes. The model assumes that the embedded options are exercised economically. The fair value of medium-term notes is computed using the notional amount outstanding. The discount rates used in the valuations are based on US dollar LIBOR and swap rates. At-the-money implied swaption volatility term

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structure (volatility by time to maturity) is used to calibrate the model to current market prices and value the cancellation option in the term notes. Effective January 1, 2007, the Corporation updated its methodology to calculate the impact of its own credit standing. The net gain from fair value changes attributable to the Corporation's own credit to the medium-term notes that the Corporation has elected to measure at fair value amounted to \$0.9 million for the quarter ended March 31, 2007. For the medium-term notes the credit risk is measured using the difference in yield curves between Swap rates and Treasury rates at a tenor comparable to the time to maturity of the note and the option.

Investment securities

The fair value of investment securities is the market value based on quoted market prices, when available, or market prices provided by recognized broker dealers. If listed prices or quotes are not available, fair values is based upon externally developed models that use unobservable inputs due to the limited market activity of the instrument.

Derivative instruments

The fair values of the derivative instruments were provided by valuation experts and counterparties. Certain derivatives with limited market activity are valued using externally developed models that consider unobservable market parameters.

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

	March 31, 2007				Changes in Fair Values for the Quarter Ended March 31, 2007, for items Measured at Fair Value Pursuant to Election of the Fair Value Option		
	Fair Value Measurements Using				(Losses) Included in Interest Expense on Deposits	(Losses) Included in Interest Expense on Notes Payable	Total Changes In Fair Values (Losses) Included in Current- Period Earnings (1)
<i>(In thousands)</i>	Level 1	Level 2	Level 3	at Fair Value			
Callable brokered CDs	\$	\$(4,334,033)	\$	\$(4,334,033)	\$ (75,177)	\$	\$ (75,177)
Medium-term notes		(14,918)		(14,918)		(315)	(315)
Securities available for sale (2)	415,892	1,235,814	176,786	1,828,492			
Derivative instruments (3)		(117,510)	9,583	(107,927)			

(1) Changes in fair value for the three-month

period ended
March 31, 2007
include interest
expense on
callable
brokered CDs
and
medium-term
notes of
\$56.0 million
and
\$0.2 million,
respectively.
Interest expense
on callable
brokered CDs
and
medium-term
notes that have
been elected to
be carried at fair
value under the
provisions of
SFAS 159 are
recorded in
interest expense
in the
Consolidated
Statements of
Income based
on their
contractual
coupons.

- (2) Carried at fair value prior to the adoption of SFAS 159.
- (3) Derivatives at March 31, 2007 included derivative assets of \$ 15.4 million and derivative liabilities of \$123.3 million, all of which were carried at fair value prior

to the adoption
of SFAS 159.

The table below presents a reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the quarter ended March 31, 2007.

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Level 3 Instruments Only	Total Fair Value Measurements (Quarter ended March 31, 2007)	
	Derivatives(1)	Securities Available For Sale(2)
<i>(In thousands)</i>		
Beginning balance	\$ 10,288	\$ 370
Total gains (losses) (realized/unrealized):		
Included in earnings	(705)	
Included in other comprehensive income		(3,491)
New instruments acquired		182,376
Principal repayment and amortization		(2,469)
Transfers in and/or out of Level 3		
Ending balance	\$ 9,583	\$ 176,786

(1) Amounts mostly related to the valuation of interest rate cap agreements which were carried at fair value prior to the adoption of SFAS 159.

(2) Amounts mostly related to certain available for sale securities collateralized by loans acquired in the first quarter of 2007 as part of the recharacterization of certain secured commercial loans.

The table below summarizes losses due to changes in fair value, recorded in earnings for Level 3 assets and liabilities for the quarter ended March 31, 2007.

Level 3 Instruments Only	Total Losses	
	Derivatives(1)	Securities Available For Sale
<i>(In thousands)</i>		
Classification of losses included in earnings for the quarter ended March 31, 2007 (2) :		
Interest income on loans	\$ (295)	\$
Interest income on investment securities	(410)	

\$ (705) \$

(1) Amount represents valuation of interest rate cap agreements which were carried at fair value prior to the adoption of SFAS 159.

(2) All losses included in current period earnings were unrealized losses.

The table below summarizes changes in unrealized losses recorded in earnings for the quarter ended March 31, 2007 for Level 3 assets and liabilities that are still held at March 31, 2007.

Level 3 Instruments Only	Changes in Unrealized Losses	
<i>(In thousands)</i>	Derivatives(1)	Securities Available For Sale
Changes in unrealized losses relating to assets still held at reporting date for the quarter ended March 31, 2007:		
Interest income on loans	\$ (295)	\$
Interest income on investment securities	(410)	
	\$ (705)	\$

(1) Amount represents valuation of interest rate cap agreements which were carried at fair value prior to the adoption of SFAS 159.

Additionally, fair value is used on a non-recurring basis to evaluate certain assets in accordance with GAAP. Adjustments to fair value usually result from the application of lower-of-cost-or-market accounting (e.g., loans held for sale carried at the lower of cost or fair value and repossessed assets) or write-downs of individual assets (e.g., goodwill). No valuation or impairment adjustment was recognized during the first quarter of 2007 for assets recognized at fair value on a non-recurring basis.

Table of Contents**15 SEGMENT INFORMATION**

Based upon the Corporation's organizational structure and the information provided to the Chief Operating Decision Maker and to a lesser extent to the Board of Directors, the operating segments are driven primarily by the Corporation's legal entities. At March 31, 2007, the Corporation had four reportable segments: Commercial and Corporate Banking; Mortgage Banking; Consumer (Retail) Banking; and Treasury and Investments, as well as an Other category reflecting other legal entities reported separately on an aggregate basis. Management determined the reportable segments based on the internal reporting used to evaluate performance and to assess where to allocate resources. Other factors such as the Corporation's organizational chart, nature of the products, distribution channels and the economic characteristics of the products were also considered in the determination of the reportable segments.

The Commercial and Corporate Banking segment consists of the Corporation's lending and other services for large customers represented by the public sector and specialized and middle-market clients. The Commercial and Corporate Banking segment offers commercial loans, including commercial real estate and construction loans, and other products such as cash management and business management services. The Mortgage Banking segment's operations consist of the origination, sale and servicing of a variety of residential mortgage loans. The Mortgage Banking segment also acquires and sells mortgages in the secondary markets. In addition, the Mortgage Banking segment includes mortgage loans purchased from other local banks or mortgage bankers. The Consumer (Retail) segment consists of the Corporation's consumer lending and deposit-taking activities conducted mainly through its branch network and loan centers. The Treasury and Investment segment is responsible for the Corporation's investment portfolio and treasury functions executed to manage and enhance liquidity. This segment loans funds to the Commercial and Corporate Banking; Mortgage Banking; and Consumer segments to finance their lending activities and borrows from those segments. The Consumer segment also loans funds to other segments. The interest rates charged or credited by Treasury and Investments and the Consumer segments are allocated based on market rates. The difference between the allocated interest income or expense and the Corporation's actual net interest income from centralized management of funding costs is reported in the Treasury and Investments segment. The Other category is mainly composed of insurance, finance leases and other products.

The accounting policies of the business segments are the same as those described in Note 1 of the Corporation's financial statements for the year ended December 31, 2006 contained in the Corporation's annual report on Form 10-K.

The Corporation evaluates the performance of the segments based on net interest income after the estimated provision for loan and lease losses, non-interest income and direct non-interest expenses. The segments are also evaluated based on the average volume of their interest-earning assets less the allowance for loan and lease losses. The following table presents information about the reportable segments (in thousands):

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	Mortgage Banking	Consumer	Commercial and Corporate	Treasury and Investments	Other	Total
For the quarter ended March 31, 2007:						
Interest income	\$ 39,874	\$ 47,132	\$ 107,895	\$ 72,204	\$ 31,480	\$ 298,585
Net (charge) credit for transfer of funds	(29,822)	27,959	(72,669)	80,477	(5,945)	
Interest expense		(19,163)		(154,506)	(7,481)	(181,150)
Net interest income	10,052	55,928	35,226	(1,825)	18,054	117,435
Recovery (provision) for loan and lease losses	51	(15,596)	(5,907)		(3,462)	(24,914)
Other income (loss)	782	8,868	744	(2,019)	4,950	13,325
Net gain on partial extinguishment and recharacterization of secured commercial loan to a local financial institution			2,497			2,497
Direct operating expenses	(5,247)	(22,745)	(5,850)	(2,078)	(11,506)	(47,426)
Segment income	\$ 5,638	\$ 26,455	\$ 26,710	\$ (5,922)	\$ 8,036	\$ 60,917
Average earnings assets	\$ 2,459,305	\$ 1,868,497	\$ 5,490,294	\$ 5,507,106	\$ 1,267,459	\$ 16,592,661
For the quarter ended March 31, 2006:						
Interest income	\$ 35,324	\$ 49,973	\$ 134,448	\$ 80,956	\$ 27,004	\$ 327,705
Net (charge) credit for transfer of funds	(23,537)	25,071	(89,131)	92,026	(4,429)	
Interest expense		(16,031)		(233,517)	(5,338)	(254,886)
Net interest income (loss)	11,787	59,013	45,317	(60,535)	17,237	72,819
Provision for loan and lease losses	(326)	(13,285)	(832)		(4,933)	(19,376)
Other (loss) income	(554)	5,836	918	(910)	5,298	10,588
	(3,585)	(21,413)	(5,239)	(1,856)	(10,481)	(42,574)

Direct operating expenses

Segment income	\$	7,322	\$	30,151	\$	40,164	\$	(63,301)	\$	7,121	\$	21,457
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Average earnings assets

	\$	2,136,483	\$	1,936,044	\$	7,662,139	\$	6,391,152	\$	1,078,831	\$	19,204,649
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The following table presents a reconciliation of the reportable segment financial information to the consolidated totals (in thousands):

	Quarter Ended March 31,	
	2007	2006
Net income:		
Total income for segments and other	\$ 60,917	\$ 21,457
Other operating expenses	(31,938)	(29,164)
Income (loss) before income taxes	28,979	(7,707)
Income tax (expense) benefit	(6,147)	11,570
Total consolidated net income	\$ 22,832	\$ 3,863
Average assets:		
Total average earning assets for segments	\$ 16,592,661	\$ 19,204,649
Average non-earning assets	516,559	673,872
Total consolidated average assets	\$ 17,109,220	\$ 19,878,521

16 COMMITMENTS AND CONTINGENCIES

The Corporation enters into financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments may include commitments to extend credit and commitments to sell and purchase mortgage loans at fair value. As of March 31, 2007, commitments to extend credit amounted to approximately \$1.9 billion and standby letters of credit amounted to approximately \$100.0 million. Commitments to extend credit are agreements to lend to a customer as long as the conditions established in the contract are met. Commitments generally have fixed expiration dates or other termination clauses. Generally, the Corporation's mortgage banking activities do not enter into interest rate lock agreements with its prospective borrowers.

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As of March 31, 2007, First BanCorp and its subsidiaries were defendants in various legal proceedings arising in the ordinary course of business. Management believes, based on the opinion of legal counsel, that the final disposition of these matters will not have a material adverse effect on the Corporation's financial position or results of operations, except as described below.

On August 7, 2007, First BanCorp announced that the SEC approved a final settlement with the Corporation, which resolves the previously disclosed SEC investigation of the Corporation's accounting for the mortgage-related transactions with Doral Financial Corporation (Doral) and R&G Financial. The Corporation had announced on December 13, 2005 that management, with the concurrence of the Board of Directors, had determined to restate its previously reported financial statements to correct its accounting for the mortgage-related transactions. In August 2006, the Audit Committee completed its review and the Corporation filed the Amended 2004 Form 10-K with the SEC on September 26, 2006, the 2005 Form 10-K on February 9, 2007 and the 2006 Form 10-K on July 9, 2007.

Under the settlement with the SEC, the Corporation agreed, without admitting or denying any wrongdoing, to be enjoined from future violations of certain provisions of the securities laws. The Corporation also agreed to pay an \$8.5 million civil penalty and the disgorgement of \$1 to the SEC. The SEC may request that the civil penalty be subject to distribution pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The monetary payment will have no impact on the Corporation's earnings or capital in 2007. As reflected in First BanCorp's previously filed audited Consolidated Financial Statements for 2005, the Corporation accrued \$8.5 million in 2005 for the potential settlement with the SEC. In connection with the settlement, the Corporation consented to the entry of a final judgment to implement the terms of the agreement. The United States District Court for the Southern District of New York must consent to the entry of the final judgment in order to consummate the settlement.

In 2007, the Corporation reached an agreement in principle and signed a memorandum of understanding with the lead plaintiff in a consolidated securities class action relating to accounting for the mortgage-related transactions named *In Re: First BanCorp Securities Litigations*. The agreement specified a payment of \$74.25 million by the Corporation subject to the approval by the United States District Court for the District of Puerto Rico. On August 1, 2007, the District Court issued a Preliminary Order approving the stipulation of this settlement. The effectiveness of a final order to be issued by the Court is subject to:

The payment of \$61 million to be deposited by First BanCorp in a settlement fund within fifteen calendar days of the date of issuance of the Preliminary Order; which was paid on August 16, 2007 and

The mailing of a notice to shareholders that describes the general terms of the settlement

The court hearing for the final order of approval of the settlement has been set for November 28, 2007. The remaining settlement payment in the amount of \$13,250,000 will be paid before December 31, 2007. The monetary payment will have no impact on the Corporation's earnings or capital in 2007. As reflected in First BanCorp's audited Consolidated Financial Statements, included in the Corporation's 2005 Annual Report on Form 10-K, the Corporation accrued \$74.25 million in 2005 for the potential settlement of the class action lawsuit.

The Corporation expects to seek recovery of a total of approximately \$14.75 million from its insurance companies and from former executives of the Corporation. Since agreements with the insurance carriers have not been executed, the Corporation cannot provide assurances that the monies from the insurance carriers will be received and consequently, has not made accruals for any potential payment from its insurance carriers.

Table of Contents**17 FIRST BANCORP (Holding Company Only) Financial Information**

The following condensed financial information presents the financial position of the Holding Company only at March 31, 2007 and December 31, 2006 and the results of its operations for the quarters ended on March 31, 2007 and 2006.

	As of March 31, 2007	As of December 31, 2006
	(In thousands)	
Assets		
Cash and due from banks	\$ 46,302	\$ 14,584
Money market investments	300	300
Investment securities available for sale, at market:		
Mortgage-backed securities	55,966	
Equity investments	5,965	12,715
Other equity securities	1,425	1,425
Loans receivable, net	2,634	65,161
Investment in FirstBank Puerto Rico	1,431,694	1,309,066
Investment in FirstBank Insurance Agency	2,798	2,982
Investment in Ponce General Corporation	103,646	103,274
Investment in PR Finance	2,716	2,623
Accrued interest receivable	381	401
Investment in FBP Statutory Trust I	3,093	3,093
Investment in FBP Statutory Trust II	3,866	3,866
Other assets	44,043	84,664
Total assets	\$ 1,704,829	\$ 1,604,154
Liabilities & Stockholders Equity		
Liabilities:		
Other borrowings	\$ 286,843	\$ 288,269
Accounts payable and other liabilities	89,220	86,332
Total liabilities	376,063	374,601
Stockholders equity	1,328,766	1,229,553
Total liabilities and stockholders equity	\$ 1,704,829	\$ 1,604,154

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	Quarter Ended March 31, 2007	Quarter Ended March 31, 2006
	(In thousands)	
Income:		
Interest income on investment securities	\$ 583	\$ 178
Interest income on other investments	11	3
Interest income on loans	373	1,053
Dividend from FirstBank Puerto Rico	2,028	17,127
Dividend from other subsidiaries	1,000	4,000
Other income	139	124
	4,134	22,485
Expense:		
Notes payable and other borrowings	4,670	4,146
Interest on funding to subsidiaries	865	742
Provision (recovery) for loan losses	1,320	(71)
Other operating expenses	994	1,256
	7,849	6,073
Loss on sale of investments and impairments, net	(2,159)	(1,033)
Net loss on partial extinguishment and recharacterization of secured commercial loans to a local financial institution	(1,207)	
(Loss) income before income tax provision and equity in undistributed earnings (loss) of subsidiaries	(7,081)	15,379
Income tax benefit	1,289	1,088
Equity in undistributed earnings (loss) of subsidiaries	28,624	(12,604)
Net income	\$ 22,832	\$ 3,863

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18 SUBSEQUENT EVENTS

On August 27, 2007, the Corporation announced the completion of its sale of 9.250 million shares of First BanCorp s common stock to the Bank of Nova Scotia (Scotiabank) in a private placement. Scotiabank paid a purchase price of \$10.25 per First BanCorp s common share, for a total purchase price of approximately \$94.8 million. Scotiabank acquired 10% of First BanCorp s outstanding common shares as of the close of the transaction. As of August 31, 2007, First BanCorp had 92,504,056 common shares outstanding.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (MD&A)

SELECTED FINANCIAL DATA

(In thousands except for per share and financial ratios)

**Quarter ended
March 31,
2007 2006**

Condensed income statements: