OFG BANCORP Form 10-Q November 06, 2015

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2015

or

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

For the transition period from \_\_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-12647

#### **OFG Bancorp**

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

Principal Executive Offices:

254 Muñoz Rivera Avenue

San Juan, Puerto Rico 00918

Telephone Number: (787) 771-6800

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No

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

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

Large Accelerated Filer ý Company

Accelerated Filer o

Non-Accelerated Filer

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

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

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

43,867,909 common shares (\$1.00 par value per share) outstanding as of October 31, 2015

## TABLE OF CONTENTS

PART I – FIN	ANCIAL INFORMATION	Page
Item 1.	Financial Statements	
	Unaudited Consolidated Statements of Financial Condition	1
	Unaudited Consolidated Statements of Operations	2
	Unaudited Consolidated Statements of Comprehensive (Loss) Income	3
	Unaudited Consolidated Statements of Changes in Stockholders' Equity	4
	Unaudited Consolidated Statements of Cash Flows	5
	Notes to Unaudited Consolidated Financial Statements	
	Note 1 – Organization, Consolidation and Basis of Presentation	7
	Note 2 – Restricted Cash	8
	Note 3 – Investment Securities	8
	Note 4 – Loans	15
	Note 5 – Allowance for Loan and Lease Losses	41
	Note 6 – FDIC Indemnification Asset and True-Up Payment Obligation	50
	Note 7 – Servicing Assets	52
	Note 8 – Derivatives	54
	Note 9 – Accrued Interest Receivable and Other Assets	56
	Note 10 – Deposits and Related Interest	58
	Note 11 – Borrowings and Related Interest	60
	Note 12 – Offsetting of Financial Assets and Liabilities	63
	Note 13 – Related Party Transactions	64
	Note 14 – Income Taxes	65
	Note 15 – Regulatory Capital Requirements	66
	Note 16 – Stockholders' Equity	68
	Note 17 – Accumulated Other Comprehensive Income	69
	Note 18 – Earnings (Loss) per Common Share	72
	Note 19 – Guarantees	73
	Note 20 – Commitments and Contingencies	75
	Note 21 – Fair Value of Financial Instruments	77
	Note 22 – Business Segments	86
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	89
	Critical Accounting Policies and Estimates	89
	Overview of Financial Performance:	90
	Selected Financial Data	90
	Financial Highlights of the Third Quarter of 2015	92

	Analysis of Results of Operations	96
	Analysis of Financial Condition	111
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	136
Item 4. Controls and Procedures		140
PART II – OTI	HER INFORMATION	
Item 1.	Legal Proceedings	141
Item 1A.	Risk Factors	141
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	143
Item 3.	Default upon Senior Securities	143
Item 4.	Mine Safety Disclosures	143
Item 5.	Other Information	143
Item 6.	Exhibits	144
SIGNATURES		145
EXHIBIT IND	EX	

#### FORWARD-LOOKING STATEMENTS

The information included in this quarterly report on Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may relate to the financial condition, results of operations, plans, objectives, future performance and business of OFG Bancorp ("we," "our," "us" or the "Company"), including, but not limited to, statements with respect to the adequacy of the allowance for loan losses, delinquency trends, market risk and the impact of interest rate changes, capital markets conditions, capital adequacy and liquidity, and the effect of legal proceedings and new accounting standards on the Company's financial condition and results of operations. All statements contained herein that are not clearly historical in nature are forward-looking, and the words "anticipate," "believe," "continues," "expect," "estimate," "intend," "project" and similar exprand future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may," or similar expressions are generally intended to identify forward-looking statements.

These statements are not guarantees of future performance and involve certain risks, uncertainties, estimates and assumptions by management that are difficult to predict. Various factors, some of which by their nature are beyond the Company's control, could cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. Factors that might cause such a difference include, but are not limited to:

- the rate of growth in the economy and employment levels, as well as general business and economic conditions;
- changes in interest rates, as well as the magnitude of such changes;
- the fiscal and monetary policies of the federal government and its agencies;
- a credit default or potential restructuring by the Commonwealth of Puerto Rico or any of its agencies, municipalities or instrumentalities;
- changes in federal bank regulatory and supervisory policies, including required levels of capital;
- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") on the

Company's businesses, business practices and cost of operations;

• the relative strength or weakness of the consumer and commercial credit sectors and of the real estate market in

#### Puerto Rico;

- the performance of the securities markets;
- competition in the financial services industry;
- additional Federal Deposit Insurance Corporation ("FDIC") assessments; and

possible legislative, tax or regulatory changes.

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

All forward-looking statements included in this quarterly report on Form 10-Q are based upon information available to the Company as of the date of this report, and other than as required by law, including the requirements of applicable securities laws, the Company assumes no obligation to update or revise any such forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.

ITEM 1. FINANCIAL STA	TEM	$MENT$ $\varsigma$
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#### **OFG BANCORP**

#### UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

#### AS OF SEPTEMBER 30, 2015 AND DECEMBER 31, 2014

#### **ASSETS**

#### Cash and cash equivalents:

Cash and due from banks

Money market investments

Total cash and cash equivalents

#### Restricted cash

#### **Investments:**

Trading securities, at fair value, with amortized cost of \$1,324 (December 31, 2014 - \$2,419)

Investment securities available-for-sale, at fair value, with amortized cost of \$982,754 (December 31, 2014 - \$1,187,679)

Investment securities held-to-maturity, at amortized cost, with fair value of \$595,148 (December 31, 2014 - \$164,154)

Federal Home Loan Bank (FHLB) stock, at cost

Other investments

#### **Total investments**

#### Loans:

Mortgage loans held-for-sale, at lower of cost or fair value

Loans held for investment, net of allowance for loan and lease losses of \$196,142 (December 31, 2014 - \$133,762)

#### **Total loans**

#### Other assets:

FDIC indemnification asset

Foreclosed real estate

Accrued interest receivable

Deferred tax asset, net

Premises and equipment, net

Customers' liability on acceptances

Servicing assets

Derivative assets

Goodwill

Other assets

#### **Total assets**

#### LIABILITIES AND STOCKHOLDERS' EQUITY

#### **Deposits:**

Demand deposits

Savings accounts

Time deposits

#### **Total deposits**

#### **Borrowings:**

Securities sold under agreements to repurchase

Advances from FHLB

Subordinated capital notes

Other borrowings

## **Total borrowings**

#### Other liabilities:

Derivative liabilities

Acceptances executed and outstanding

Accrued expenses and other liabilities

#### **Total liabilities**

#### **Commitments and contingencies (See Note 20)**

#### Stockholders' equity:

Preferred stock; 10,000,000 shares authorized;

1,340,000 shares of Series A, 1,380,000 shares of Series B, and 960,000 shares of Series D issued and outstanding, (December 31, 2014 - 1,340,000; 1,380,000; and 960,000) \$25 liquidation value 84,000 shares of Series C issued and outstanding (December 31, 2014 - 84,000); \$1,000 liquidation value

Common stock, \$1 par value; 100,000,000 shares authorized; 52,625,869 shares issued:

43,867,909 shares outstanding (December 31, 2014 - 52,625,869; 44,613,615)

Additional paid-in capital

Legal surplus

Retained earnings

Treasury stock, at cost, 8,757,960 shares (December 31, 2014 - 8,012,254 shares)

Accumulated other comprehensive income, net of tax of \$284 (December 31, 2014 - \$447)

#### Total stockholders' equity

Total liabilities and stockholders' equity

See notes to unaudited consolidated financial statements.

## **OFG BANCORP**

## UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

## FOR THE QUARTERS AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014

			Nine-	
	Quarter	Ended	End	
	Septeml	ber 30,	ļ	
	2015	2014	201	
	(In thou	ısands,	(In	
	except pe		exce	
	dat		ļ	
Interest income:			ļ	
Loans	\$ 97,264 \$	\$ 108,548	\$ 285	
Mortgage-backed securities	9,137	10,842		
Investment securities and other	846	911		
Total interest income	107,247	120,301	313	
Interest expense:			ľ	
Deposits	6,651	7,661	20	
Securities sold under agreements to repurchase	7,605	7,453		
Advances from FHLB and other borrowings	2,283	2,314		
Subordinated capital notes	885	1,002		
Total interest expense	17,424	18,430		
Net interest income	89,823	101,871	261	
Provision for loan and lease losses, net	51,579	17,257		
Net interest income after provision for loan and lease losses	38,244	84,614		
Non-interest income:	- ,	- /	I	
Banking service revenue	10,826	9,753	31	
Wealth management revenue	6,885	7,113		
Mortgage banking activities	992	2,097		
Total banking and financial service revenues	18,703	18,963		
~ · · · · · · · · · · · · · · · · · · ·	<del>-</del> - ,	<del>-</del> -,	ļ	
Total other-than-temporary impairment losses on investment securities	(584)	-	(:	
Portion of loss recognized in other comprehensive income, before taxes	338	-		
Net impairment losses recognized in earnings	(246)	_	(	
FDIC shared-loss expense, net:	` ,		`	
FDIC indemnification asset expense	(1,215)	(16,059)	(35,	
Change in true-up payment obligation	(864)	(875)		
Change in the of the formation of the fo	(2,079)	(16,934)		
Reimbursement from FDIC shared-loss coverage in sale of loans and foreclosed real estate	20,000	-	20	
Net gain (loss) on:	<del>-</del> - >			
Sale of securities	-	_	2	
Derivatives	(208)	7	(	
Other non-interest (loss) income	(193)	455	`	
Total non-interest income, net	35,977	2,491	38	
10th Holl meetest meeting net		<del>-,</del> -		
Non-interest expense:				
Compensation and employee benefits	21,015	18,592		
Professional and service fees	4,000	3,807		
Occupancy and equipment	8,556	8,770	26	

Insurance	2,263	2,099	6
Electronic banking charges	5,496	4,637	16
Information technology expenses	1,364	1,289	4
Advertising, business promotion, and strategic initiatives	1,577	1,825	4
Foreclosure, repossession and other real estate expenses	16,601	7,842	32
Loan servicing and clearing expenses	1,976	1,870	6
Taxes, other than payroll and income taxes	2,649	3,494	6
Communication	774	820	2
Printing, postage, stationary and supplies	624	620	1
Director and investor relations	246	250	
Other	1,949	3,660	7
Total non-interest expense	69,090	59,575	189
Income before income taxes	5,131	27,530	
Income tax expense	562	7,998	2
Net income (loss)	4,569	19,532	(1,
Less: dividends on preferred stock	(3,465)	(3,465)	(10, 10)
Net income (loss) available to common shareholders	\$ 1,104 \$	16,067	\$ (11,
Earnings (loss) per common share:			
Basic	\$ 0.03 \$	0.36	\$ (0
Diluted	\$ 0.03 \$	0.34	\$ (0
Average common shares outstanding and equivalents	51,146	52,362	51
Cash dividends per share of common stock	\$ 0.10 \$	0.08	\$

See notes to unaudited consolidated financial statements.

#### **OFG BANCORP**

# UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME FOR THE QUARTERS AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014

	_	r Ended aber 30,	Nine-N Period Septem	Ended
	2015	2014	2015	2014
	(In tho	usands)	(In thou	ısands)
Net income (loss)	\$4,569	\$ 19,532	\$ (1,528)	\$ 64,588
Other comprehensive income (loss) before tax:				
Unrealized gain (loss) on securities available-for-sale	3,958	(9,410)	(1,582)	15,094
Realized gain on investment securities included in net income	-	-	(2,572)	(4,366)
Other-than-temporary impairment on investment securities included in net income	246	-	246	-
Unrealized gain on cash flow hedges	119	1,798	2,190	2,189
Other comprehensive income (loss) before taxes	4,323	(7,612)	(1,718)	12,917
Income tax effect	(468)	(732)	163	(2,697)
Other comprehensive income (loss) after taxes	3,855	(8,344)	(1,555)	10,220
Comprehensive income (loss)	\$8,424	\$ 11,188	\$ (3,083)	\$ 74,808

See notes to unaudited consolidated financial statements.

#### **OFG BANCORP**

# UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014

# Nine-Month Period Ended September 30, 2015 2014

	(In thousands)					
Preferred stock:						
Balance at beginning of period	\$	176,000	\$	176,000		
Balance at end of period		176,000		176,000		
Common stock:						
Balance at beginning of period		52,626		52,707		
Exercised stock options		-		54		
Balance at end of period		52,626		52,761		
Additional paid-in capital:						
Balance at beginning of period		539,311		538,071		
Stock-based compensation expense		1,213		1,248		
Exercised stock options		-		589		
Lapsed restricted stock units		(436)		(386)		
Balance at end of period		540,088		539,522		
Legal surplus:						
Balance at beginning of period		70,467		61,957		
Transfer (to) from retained earnings		(44)		6,480		
Balance at end of period		70,423		68,437		
Retained earnings:						
Balance at beginning of period		181,152		133,629		
Net (loss) income		(1,528)		64,588		
Cash dividends declared on common stock		(13,298)		(10,822)		
Cash dividends declared on preferred stock		(10,396)		(10,396)		
Transfer from (to) legal surplus		44		(6,480)		
Balance at end of period		155,974		170,519		
Treasury stock:						
Balance at beginning of period		(97,070)		(80,642)		
Stock repurchased		(8,950)		(10,394)		
Lapsed restricted stock units		641		384		
Balance at end of period		(105,379)		(90,652)		
Accumulated other comprehensive income, net of	•					
tax:						
Balance at beginning of period		19,711		3,191		
Other comprehensive (loss) income, net of tax		(1,555)		10,220		
Balance at end of period		18,156		13,411		
Total stockholders' equity	\$	907,888	\$	929,998		

See notes to unaudited consolidated financial statements.

## **OFG BANCORP**

## UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

## FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014

(In thous—Total Cash flows from operating activities:           Net (loss) income         (1,528)         64,588           Adjustments to reconcile net (loss) income to net cash provided by operating activities:           Amortization of deferred loan origination fees, net of costs         2,972         9,914           Amortization of fair value premiums, net of discounts, on acquired loans         2,972         9,914           Amortization of investment securities premiums, net of accretion of discounts         9,312         1,048           Amortization of core deposit and customer relationship intangibles         1,429         1,627           Amortization of fair value premiums on acquired deposits         569         4,349           FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         246         -           Neimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (10,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         2,572         (4,366
Net (loss) income         \$ (1,528) \$         64,588           Adjustments to reconcile net (loss) income to net cash provided by operating activities:         Commonity activities and continuous and provided loans of deferred loan origination fees, net of costs         \$ 2,515   2,065   2,065             Amortization of deferred loan origination fees, net of costs         2,972   9,914   9,914   2,072   9,914   2,072   1,048   2,072   1,048   2,072   1,048   2,072   1,048   2,072   1,048   2,072   1,048   2,072   1,048   2,072   1,048   2,072   1,048   2,072   1,049   1,047   2,072   1,048   2,072   1,048   2,072   1,049   1,047   2,072   1,048   2,072   2,074   2,074   2,074   2,074   2,074   2,074   2,074   2,074   2,074   2,074   2,074   2,074   2,074   2,074
Adjustments to reconcile net (loss) income to net cash provided by operating activities:           Amortization of deferred loan origination fees, net of costs         2,515         2,065           Amortization of fair value premiums, net of discounts, on acquired loans         2,972         9,914           Amortization of investment securities premiums, net of accretion of discounts         9,312         1,048           Amortization of core deposit and customer relationship intangibles         1,429         1,627           Amortization of fair value premiums on acquired deposits         569         4,349           FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         246         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         34,765           Stock-based compensation         (2,572)         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Der
Amortization of deferred loan origination fees, net of costs         2,515         2,065           Amortization of fair value premiums, net of discounts, on acquired loans         2,972         9,914           Amortization of investment securities premiums, net of accretion of discounts         9,312         1,048           Amortization of core deposit and customer relationship intangibles         1,429         1,627           Amortization of fair value premiums on acquired deposits         569         4,349           FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         246         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         2         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Derivatives         30,608
Amortization of fair value premiums, net of discounts, on acquired loans         2,972         9,914           Amortization of investment securities premiums, net of accretion of discounts         9,312         1,048           Amortization of core deposit and customer relationship intangibles         1,429         1,627           Amortization of fair value premiums on acquired deposits         569         4,349           FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         20         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         2         (2,572)         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608
Amortization of investment securities premiums, net of accretion of discounts         9,312         1,048           Amortization of core deposit and customer relationship intangibles         1,429         1,627           Amortization of fair value premiums on acquired deposits         569         4,349           FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         246         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         2         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,572)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608         9,185           Sale of other repossessed assets         4,585         4,506           Sale of prem
Amortization of core deposit and customer relationship intangibles         1,429         1,627           Amortization of fair value premiums on acquired deposits         569         4,349           FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         246         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         2         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608         9,185           Sale of other repossessed assets         4,585         4,506           Sale of premises and equipment         193         (11)           Originations of loans held-for-sale         (165,333)
Amortization of fair value premiums on acquired deposits         569         4,349           FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         246         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         2         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608         9,185           Sale of other repossessed assets         4,585         4,506           Sale of premises and equipment         193         (11)           Originations of loans held-for-sale         (165,333)         (130,547)           Proceeds from sale of loans held-for-sale         76,953         72
FDIC shared-loss expense, net         38,408         53,776           Other-than-temporary impairments on securities         246         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         2         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608         9,185           Sale of other repossessed assets         4,585         4,506           Sale of premises and equipment         193         (11)           Originations of loans held-for-sale         (165,333)         (130,547)           Proceeds from sale of loans held-for-sale         76,953         72,211           Net (increase) decrease in:
Other-than-temporary impairments on securities         246         -           Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         Sale of securities         (2,572)         (4,366)           Sale of securities         (2,572)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608         9,185           Sale of other repossessed assets         4,585         4,506           Sale of premises and equipment         193         (11)           Originations of loans held-for-sale         (165,333)         (130,547)           Proceeds from sale of loans held-for-sale         76,953         72,211           Net (increase) decrease in:
Reimbursement from the FDIC shared-loss coverage in sale of loans         (20,000)         -           Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         2         (4,366)           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608         9,185           Sale of other repossessed assets         4,585         4,506           Sale of premises and equipment         193         (11)           Originations of loans held-for-sale         (165,333)         (130,547)           Proceeds from sale of loans held-for-sale         76,953         72,211           Net (increase) decrease in:
Depreciation and amortization of premises and equipment         8,538         7,415           Deferred income tax (benefit) expense, net         (1,329)         20,418           Provision for covered and non-covered loan and lease losses, net         109,311         43,763           Stock-based compensation         1,213         1,248           (Gain) loss on:         ****         ****           Sale of securities         (2,572)         (4,366)           Sale of mortgage loans held-for-sale         (2,595)         (3,891)           Derivatives         (26)         584           Foreclosed real estate, including write-offs         30,608         9,185           Sale of other repossessed assets         4,585         4,506           Sale of premises and equipment         193         (11)           Originations of loans held-for-sale         (165,333)         (130,547)           Proceeds from sale of loans held-for-sale         76,953         72,211           Net (increase) decrease in:
Deferred income tax (benefit) expense, net       (1,329)       20,418         Provision for covered and non-covered loan and lease losses, net       109,311       43,763         Stock-based compensation       1,213       1,248         (Gain) loss on:       30,608       30,608         Sale of securities       (2,572)       (4,366)         Sale of mortgage loans held-for-sale       (2,595)       (3,891)         Derivatives       (26)       584         Foreclosed real estate, including write-offs       30,608       9,185         Sale of other repossessed assets       4,585       4,506         Sale of premises and equipment       193       (11)         Originations of loans held-for-sale       (165,333)       (130,547)         Proceeds from sale of loans held-for-sale       76,953       72,211         Net (increase) decrease in:
Provision for covered and non-covered loan and lease losses, net       109,311       43,763         Stock-based compensation       1,213       1,248         (Gain) loss on:       Sale of securities       (2,572)       (4,366)         Sale of mortgage loans held-for-sale       (2,595)       (3,891)         Derivatives       (26)       584         Foreclosed real estate, including write-offs       30,608       9,185         Sale of other repossessed assets       4,585       4,506         Sale of premises and equipment       193       (11)         Originations of loans held-for-sale       (165,333)       (130,547)         Proceeds from sale of loans held-for-sale       76,953       72,211         Net (increase) decrease in:
Stock-based compensation       1,213       1,248         (Gain) loss on:       3       1,248         Sale of securities       (2,572)       (4,366)         Sale of mortgage loans held-for-sale       (2,595)       (3,891)         Derivatives       (26)       584         Foreclosed real estate, including write-offs       30,608       9,185         Sale of other repossessed assets       4,585       4,506         Sale of premises and equipment       193       (11)         Originations of loans held-for-sale       (165,333)       (130,547)         Proceeds from sale of loans held-for-sale       76,953       72,211         Net (increase) decrease in:
(Gain) loss on:         Sale of securities       (2,572)       (4,366)         Sale of mortgage loans held-for-sale       (2,595)       (3,891)         Derivatives       (26)       584         Foreclosed real estate, including write-offs       30,608       9,185         Sale of other repossessed assets       4,585       4,506         Sale of premises and equipment       193       (11)         Originations of loans held-for-sale       (165,333)       (130,547)         Proceeds from sale of loans held-for-sale       76,953       72,211         Net (increase) decrease in:
Sale of securities       (2,572)       (4,366)         Sale of mortgage loans held-for-sale       (2,595)       (3,891)         Derivatives       (26)       584         Foreclosed real estate, including write-offs       30,608       9,185         Sale of other repossessed assets       4,585       4,506         Sale of premises and equipment       193       (11)         Originations of loans held-for-sale       (165,333)       (130,547)         Proceeds from sale of loans held-for-sale       76,953       72,211         Net (increase) decrease in:
Sale of mortgage loans held-for-sale(2,595)(3,891)Derivatives(26)584Foreclosed real estate, including write-offs30,6089,185Sale of other repossessed assets4,5854,506Sale of premises and equipment193(11)Originations of loans held-for-sale(165,333)(130,547)Proceeds from sale of loans held-for-sale76,95372,211Net (increase) decrease in:
Derivatives(26)584Foreclosed real estate, including write-offs30,6089,185Sale of other repossessed assets4,5854,506Sale of premises and equipment193(11)Originations of loans held-for-sale(165,333)(130,547)Proceeds from sale of loans held-for-sale76,95372,211Net (increase) decrease in:
Foreclosed real estate, including write-offs Sale of other repossessed assets Sale of premises and equipment Originations of loans held-for-sale Proceeds from sale of loans held-for-sale Net (increase) decrease in:  30,608 9,185 4,506 (11) (15),333 (13),547 (165,333) 72,211
Sale of other repossessed assets4,5854,506Sale of premises and equipment193(11)Originations of loans held-for-sale(165,333)(130,547)Proceeds from sale of loans held-for-sale76,95372,211Net (increase) decrease in:
Sale of premises and equipment Originations of loans held-for-sale Proceeds from sale of loans held-for-sale Net (increase) decrease in:  193 (11) (155,333) (130,547) 76,953 72,211
Originations of loans held-for-sale Proceeds from sale of loans held-for-sale Net (increase) decrease in:  (165,333) (130,547) 72,211
Originations of loans held-for-sale Proceeds from sale of loans held-for-sale Net (increase) decrease in:  (165,333) (130,547) 72,211
Net (increase) decrease in:
Trading securities 1,011 182
Accrued interest receivable 2,720 (931)
Servicing assets 544 (185)
Other assets (18,263) 8,538
Net increase (decrease) in:
Accrued interest on deposits and borrowings (745) (1,811)
Accrued expenses and other liabilities (11,923) (3,099)
Net cash provided by operating activities 66,813 160,576
Cash flows from investing activities:
Purchases of:
Investment securities available-for-sale (3,747) (219,027)
Investment securities held-to-maturity (458,229) (115,396)
FHLB stock - (84,375)

Maturities and redemptions of:		
Investment securities available-for-sale	187,052	429,939
Investment securities held-to-maturity	24,753	1,045
FHLB stock	365	87,636
Proceeds from sales of:		
Investment securities available-for-sale	103,831	189,249
Foreclosed real estate and other repossessed assets	63,959	33,915
Proceeds from sale of loans held-for-investment	30,669	9,378
Premises and equipment	(76)	25
Mortgage servicing rights	5,927	-
Origination and purchase of loans, excluding loans held-for-sale	(611,815)	(545,776)
Principal repayment of loans, including covered loans	722,579	561,479
Reimbursements from the FDIC on shared-loss agreements	46,356	31,537
Additions to premises and equipment	(3,402)	(6,626)
Net change in securities purchased under agreements to resell	-	60,000
Net change in restricted cash	4,058	49,292
Net cash provided by investing activities	112,280	482,295
5		

#### **OFG BANCORP**

#### UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

## FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014 – (CONTINUED)

September 30, 2014 2015 (In thousands)

**Nine-Month Period Ended** 

Deposits	(211,637)	(306,917)
Securities sold under agreements to repurchase	20,717	(255,000)
FHLB advances, federal funds purchased, and other borrowings	(3,676)	(1,142)
Subordinated capital notes	787	1,180
Exercise of stock options and restricted units lapsed, net	204	641
Purchase of treasury stock	(8,950)	(10,394)
Dividends paid on preferred stock	(10,396)	(10,396)
Dividends paid on common stock	(13,373)	(10,873)
Net cash used in financing activities	\$ (226,324)	\$ (592,901)
Net change in cash and cash equivalents	(47,231)	49,970
Cash and cash equivalents at beginning of period	573,427	621,269
Cash and cash equivalents at end of period	\$ 526,196	\$ 671,239
Supplemental Cash Flow Disclosure and Schedule of Non-cash Activities:		
Interest paid	\$ 51,471	\$ 63,082
Income taxes paid	\$ 10,598	\$ 1,839
Mortgage loans securitized into mortgage-backed securities	\$ 87,609	\$ 71,466
Transfer from loans to foreclosed real estate and other repossessed assets	\$ 56,510	\$ 67,296
Securities purchased but not yet received	\$ -	\$ 30,057
Reclassification of loans held-for-investment portfolio to held-for-sale portfolio	\$ 1,453	\$ 5,268
Reclassification of loans held-for-sale portfolio to held-for-investment portfolio	\$ 156	\$ 25,801

See notes to unaudited consolidated financial statements.

6

Cash flows from financing activities:

Net increase (decrease) in:

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1 – ORGANIZATION, CONSOLIDATION AND BASIS OF PRESENTATION

#### Nature of Operations

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

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

#### Recent Accounting Developments

In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"). ASU 2015-03 requires that all costs incurred to issue debt be presented in the balance sheet as a direct deduction from the carrying value of the associated debt liability rather than as an asset. The standard does not affect the recognition and measurement of debt issuance costs; therefore, the amortization of such costs shall continue to be reported as interest expense. ASU 2015-03 will be effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015, with early adoption permissible for financial statements that have not been previously issued. The new guidance is to be applied on a retrospective basis to all prior periods. The Company does not expect the adoption of ASU 2015-03 to have a material impact on its consolidated financial statements.

Other than the accounting pronouncement disclosed above, there were no other new accounting pronouncements issued during the third quarter of 2015 that could have a material impact on the Company's financial position, operating results or financials statement disclosures.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **NOTE 2 – RESTRICTED CASH**

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

	-	ember 30, 2015	December 31, 2014		
		(In tho	usands)	)	
Cash pledged as collateral to other financial institutions to secure:					
Derivatives	\$	2,980	\$	2,980	
Obligations under agreement of loans sold with recourse		1,369		5,427	
	\$	4,349	\$	8,407	

At September 30, 2015 and December 31, 2014, the Bank's international banking entities, Oriental International Bank Inc. ("OIB") and Oriental Overseas, a division of the Bank, each held unencumbered certificates of deposit in the amount of \$300 thousand as the legal reserve required for international banking entities under Puerto Rico law. Each certificate of deposit cannot be withdrawn by OIB or Oriental Overseas without prior written approval of the Office of the Commissioner of Financial Institutions ("OCFI").

As part of its derivative activities, the Company has entered into collateral agreements with certain financial counterparties. At September 30, 2015 and December 31, 2014, the Company had delivered \$3.0 million of cash as collateral for such derivatives activities.

As part of the BBVA Acquisition, the Company assumed a contract with FNMA which required collateral to guarantee the repurchase, if necessary, of loans sold with recourse. At September 30, 2015 and December 31, 2014, the Company delivered as collateral cash amounting to \$1.4 million and \$5.4 million, respectively.

The Bank is required by Puerto Rico law to maintain average weekly reserve balances to cover government demand deposits. The amount of those minimum average reserve balances for the week that covered September 30, 2015 was \$148.9 million (December 31, 2014 - \$141.5 million). At September 30, 2015 and December 31, 2014, the Bank complied with the requirement. Cash and due from bank as well as other short-term, highly liquid securities are used to cover the required average reserve balances.

#### **NOTE 3 – INVESTMENT SECURITIES**

## Money Market Investments

The Company considers as cash equivalents all money market instruments that are not pledged and that have maturities of three months or less at the date of acquisition. At September 30, 2015 and December 31, 2014, money market instruments included as part of cash and cash equivalents amounted to \$4.7 million in both periods.

#### **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **Investment Securities**

The amortized cost, gross unrealized gains and losses, fair value, and weighted average yield of the securities owned by the Company at September 30, 2015 and December 31, 2014 were as follows:

	<b>September 30, 2015</b>								
		Gross Gross						Weighted	
	A	mortized	Un	realized	Unrealized		d	Fair	Average
		Cost		Gains	I	osses		Value	Yield
				(In	n t	housan	ds	)	
Available-for-sale									
Mortgage-backed securities									
FNMA and FHLMC certificates	\$	777,412	\$	30,486	\$	97	\$	807,801	2.98%
GNMA certificates		30,854		1,075		-		31,929	3.31%
CMOs issued by US government-sponsored agencies		147,336		172		1,684		145,824	1.84%
Total mortgage-backed securities		955,602		31,733		1,781		985,554	2.81%
Investment securities									
Obligations of US government-sponsored agencies		5,572		31		-		5,603	1.36%
Obligations of Puerto Rico government and									
		18,987		-		5,194		13,793	5.53%
political subdivisions									
Other debt securities		2,593		162		-		2,755	2.95%
Total investment securities		27,152		193		5,194		22,151	4.43%
Total securities available for sale	\$	982,754	\$	31,926	\$	6,975	\$	1,007,705	2.86%
Held-to-maturity									
Mortgage-backed securities									
FNMA and FHLMC certificates	\$	569,599		2,146		1,650		570,095	2.26%
Investment securities									
US Treasury securities		25,040		13		-		25,053	0.49%
Total securities held to maturity		594,639		2,159		1,650		595,148	2.19%
Total	\$	1,577,393	\$	34,085	\$	8,625	\$	1,602,853	2.61%

	An	nortized U Cost	Gross Unrealize <b>d</b> Gains	ember 31, Gross Inrealized Losses In thousand	l Fair Value	Weighted Average Yield
Available-for-sale Mortgage-backed securities						
FNMA and FHLMC certificates GNMA certificates	\$	972,836 4,473	\$37,876 288	\$ 1,203 8	\$1,009,509 4,753	3.12% 4.94%

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CMOs issued by US government-sponsored agencies  Total mortgage-backed securities  Investment securities	179,146 <b>1,156,455</b>		3,153 <b>4,364</b>	176,129 <b>1,190,391</b>	1.81% <b>2.92</b> %
Obligations of US government-sponsored agencies	7,148	33	_	7,181	1.34%
Obligations of Puerto Rico government and	,			,	
	20,939	-	5,267	15,672	5.41%
public instrumentalities					
Other debt securities	3,137	157	-	3,294	2.95%
Total investment securities	31,224	190	5,267	26,147	4.23%
Total securities available-for-sale	\$ 1,187,679	\$ 38,490	\$ 9,631	\$ 1,216,538	2.96%
Held-to-maturity					
Mortgage-backed securities					
FNMA and FHLMC certificates	162,752	1,402	-	164,154	2.48%
Total					
	\$ 1,350,431	\$ 39,892	\$ 9,631	\$ 1,380,692	2.90%
9					

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The amortized cost and fair value of the Company's investment securities at September 30, 2015, by contractual maturity, are shown in the next table. Securities not due on a single contractual maturity date, such as collateralized mortgage obligations, are classified in the period of final contractual maturity. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	<b>September 30, 2015</b>							
		Availabl	le-fo	or-sale		Held-to-	mat	turity
	A	mortized Cost	F	air Value	Aı	mortized Cost	Fa	air Value
		(In tho	usa	nds)		(In tho	ısaı	nds)
Mortgage-backed securities								
Due after 5 to 10 years								
FNMA and FHLMC certificates	\$	16,410	\$	16,772	\$	-	\$	-
Total due after 5 to 10 years		16,410		16,772		-		-
Due after 10 years								
FNMA and FHLMC certificates		761,002		791,029		569,599		570,095
GNMA certificates		30,854		31,929		-		-
CMOs issued by US government-sponsored agencies		147,336		145,824		-		-
Total due after 10 years		939,192		968,782		569,599		570,095
Total mortgage-backed securities		955,602		985,554		569,599		570,095
Investment securities								
Due from 1 to 5 years								
US Treasury securities		-		-		25,040		25,053
Obligations of Puerto Rico government and political								
subdivisions		8,766		7,341		-		-
Total due from 1 to 5 years		8,766		7,341		25,040		25,053
Due after 5 to 10 years								
Obligations of US government and sponsored agencies		5,572		5,603		-		-
Total due after 5 to 10 years		5,572		5,603		-		-
Due after 10 years								
Obligations of Puerto Rico government and political								
subdivisions		10,221		6,452		-		-
Other debt securities		2,593		2,755		-		-
Total due after 10 years		12,814		9,207		-		-
<b>Total investment securities</b>		27,152		22,151		25,040		25,053
Total securities available-for-sale	\$	982,754	\$	1,007,705	\$	594,639	\$	595,148

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company, as part of its asset/liability management, may purchase U.S. Treasury securities and U.S. government-sponsored agency discount notes close to their maturities as alternatives to cash deposits at correspondent banks or as a short term vehicle to reinvest the proceeds of sale transactions until investment securities with attractive yields can be purchased. During the nine-month period ended September 30, 2015 and 2014, the Company sold \$63.5 million and \$74.1 million, respectively, of available-for-sale Government National Mortgage Association ("GNMA") certificates that were sold as part of its recurring mortgage loan origination and securitization activities. These sales did not realize any gains or losses during such periods. During the quarter ended September 30, 2015, the Company retained securitized GNMA pools totaling \$27.8 million, amortized cost, at a yield of 3.06% from its own originations. Previously, the Company was selling all securitized GNMA pools.

For the nine-month periods periods ended September 30, 2015 and 2014, the Company recorded a net gain on sale of securities of \$2.6 million and \$4.4 million, respectively. The table below presents the gross realized gains by category for such periods:

#### Nine-Month Period Ended September 30,2015 Book Value

<u>Description</u>	Sa	ale Price	at Sale		<b>Gross Gains</b>		_	ross Osses
				(In thous	ands)			
Sale of securities available-for-sale								
Mortgage-backed securities								
FNMA and FHLMC certificates	\$	40,307	\$	37,736	\$	2,571	\$	-
GNMA certificates		63,524		63,523		1		-
Total	\$	103,831	\$	101,259	\$	2,572	\$	-

#### Nine-Month Period Ended September 30,2014 Book Value

<b>Description</b>	Sal	Sale Price		at Sale		Gross Gains		ross osses
				(In thousa	nds)			
Sale of securities available-for-sale								
Mortgage-backed securities								
FNMA and FHLMC certificates	\$	115,158	\$	110,792	\$	4,366	\$	-
GNMA certificates		74,091		74,091		-		-
Total mortgage-backed securities	\$	189,249	\$	184,883	\$	4,366	\$	-

#### **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following tables show the Company's gross unrealized losses and fair value of investment securities available-for-sale and held-to-maturity, aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position at September 30, 2015 and December 31, 2014:

	A		2 mon Un	ber 30, 20 ths or mo realized Loss nousands)		Fair Value
Securities available-for-sale  CMOs issued by US government-sponsored agencies  Obligations of Puerto Rico government and political subdivisions		109,190 18,987	\$	1,684 5,194	\$	107,506 13,793
	\$	128,177	\$	6,878	\$	121,299
	A	Lomortized Cost	Un	n 12 mon realized Loss nousands)	ths	Fair Value
Securities available-for-sale			(111 (1	iousanus)		
FNMA and FHLMC certificates	\$	49,679	\$	97	\$	49,582
Securities held-to-maturity FNMA and FHLMC Certificates	\$	342,215 <b>391,894</b>	\$	1,650 <b>1,747</b>	\$	340,565 <b>390,147</b>
	A	mortized Cost	Un	Fotal realized Loss nousands)		Fair Value
Securities available-for-sale CMOs issued by US government-sponsored agencies FNMA and FHLMC certificates Obligations of Puerto Rico government and political subdivisions	\$	109,190 49,679 18,987 <b>177,856</b>	\$	1,684 97 5,194 <b>6,975</b>	\$	107,506 49,582 13,793 <b>170,881</b>
Securities held-to-maturity		177,000		0,570		170,001
FNMA and FHLMC Certificates	\$	342,215 520,071	\$	1,650 8,625	\$	340,565 511,446
12						

## **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

			12 mon	ber 31, 2014 ths or more		
		Amortized Cost		realized Loss housands)		Fair Value
Securities available-for-sale			(III ti	iiousaiius)		
Obligations of Puerto Rico government and political						
subdivisions	\$	20,939	\$	5,267	\$	15,672
CMOs issued by US government-sponsored agencies		143,928		3,086		140,842
FNMA and FHLMC certificates		113,376		1,172		112,204
GNMA certificates		77		8		69
	\$	278,320	\$	9,533	\$	268,787
		]	Less tha	nn 12 month	ıs	
		Amortized	Un	realized		Fair
		Cost		Loss		Value
			(In tl	housands)		
Securities available-for-sale						
CMOs issued by US government-sponsored agencies		15,172		67		15,105
FNMA and FHLMC certificates	Φ.	63,736	4	31	4	63,705
	\$	78,908	\$	98	\$	78,810
				Total		
		Amortized		realized		Fair
		Cost		Loss		Value
C			(In t	housands)		
Securities available-for-sale CMOs issued by US government-sponsored agencies		159,100		3,153		155,947
FNMA and FHLMC certificates		139,100		1,203		175,909
Obligations of Puerto Rico government and political		1//,112		1,203		173,909
subdivisions		20,939		5,267		15,672
GNMA certificates		77		8		69
	\$	357,228	\$	9,631	\$	347,597
13						

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company performs valuations of the investment securities on a monthly basis. Moreover, the Company conducts quarterly reviews to identify and evaluate each investment in an unrealized loss position for other-than-temporary impairment. Any portion of a decline in value associated with credit loss is recognized in the statements of operations with the remaining noncredit-related component recognized in other comprehensive income (loss). A credit loss is determined by assessing whether the amortized cost basis of the security will be recovered by comparing the present value of cash flows expected to be collected from the security, discounted at the rate equal to the yield used to accrete current and prospective beneficial interest for the security. The shortfall of the present value of the cash flows expected to be collected in relation to the amortized cost basis is considered to be the "credit loss."

Other-than-temporary impairment analysis is based on estimates that depend on market conditions and are subject to further change over time. In addition, while the Company believes that the methodology used to value these exposures is reasonable, the methodology is subject to continuing refinement, including those made as a result of market developments. Consequently, it is reasonably possible that changes in estimates or conditions could result in the need to recognize additional other-than-temporary impairment charges in the future.

Most of the investments (\$501.1 million, amortized cost, or 96%) with an unrealized loss position at September 30, 2015 consist of securities issued or guaranteed by the U.S. Treasury or U.S. government-sponsored agencies, all of which are highly liquid securities that have a large and efficient secondary market. Their aggregate losses and their variability from period to period are the result of changes in market conditions, and not due to the repayment capacity or creditworthiness of the issuers or guarantors of such securities.

The remaining investments (\$19.0 million, amortized cost, or 4%) with an unrealized loss position at September 30, 2015 consist of obligations issued or guaranteed by the government of Puerto Rico and its political subdivisions or instrumentalities. The decline in the market value of these securities is mainly attributed to an increase in volatility as a result of changes in market conditions that reflect the significant economic and fiscal challenges that Puerto Rico is facing, including a protracted economic recession, sizable government debt-service obligations and structural budget deficits, high unemployment and a shrinking population. Moreover, the negative rating decisions taken by the credit rating agencies have affected the market value and liquidity of these securities.

As of September 30, 2015, the Company applied a discounted cash flow analysis to the Puerto Rico government bonds to calculate the cash flows expected to be collected and determine if any portion of the decline in market value of these investments was considered an other-than-temporary impairment. The analysis derives an estimate of value based on the present value of risk-adjusted future cash flows of the underlying investments, and included the following components:

• The contractual future cash flows of the bonds are projected based on the key terms as set forth in the official statements for each investment. Such key terms include among others the interest rate, amortization schedule, if any, and maturity date.

- The risk-adjusted cash flows are calculated based on a monthly default probability and recovery rate assumptions based on the credit rating of each investment. Constant monthly default rates are assumed throughout the life of the bonds which are based on the respective security's credit rating as of the date of the analysis.
- The adjusted future cash flows are then discounted at the original effective yield of each investment based on the purchase price and expected risk-adjusted future cash flows as of the purchase date of each investment.

For certain obligations totaling \$17.7 million, amortized cost, or 93% of the obligations issued or guaranteed by the government of Puerto Rico and its political subdivisions or instrumentalities, the discounted cash flow analysis for the investments showed a cumulative default probability at maturity in the range of 6.4% to 47%, thus reflecting that it is more likely than not that the bonds will not default at all during their remaining terms (range between 53% and 93.6%). Based on this analysis, the Company determined that it is more likely than not that it will recover all interest and principal invested in these Puerto Rico government bonds and is therefore not required to recognize a credit loss as of September 30, 2015.

Also, the Bank's conclusion is based on the assessment of the specific source of repayment of each outstanding bond, and the bonds continue to perform. No principal is due on the bonds until July 1<sup>st</sup>, 2017, except for PRHTA that started the principal repayments on July 1<sup>st</sup> 2014 and was paid as scheduled. All scheduled interest payments are being collected from different issuers.

For one obligation amounting to \$1.2 million, amortized cost, or 7% of the Puerto Rico government debt securities, the discounted cash flow analysis showed a cumulative default of 47% using a recovery rate of 65%. Taking into consideration that the bond is guaranteed by the full faith and credit of the Commonwealth of Puerto Rico and the recent downgrades of the general obligation debts after the government announced it needs to restructure its debt, the Company concluded that it is more likely than not that this bond will default during its remaining term until maturity in 2028. Based on the above, during the quarter ended September 30, 2015 an other-than-temporary impairment was recorded in earnings for the amount of \$246 thousand, which represents the estimated loss

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

resulting from the discounted cash flow analysis. The non-credit related portion of the unrealized losses amounting to \$338 thousand was recognized in other comprehensive income, net of related taxes.

Prospectively, for debt securities for which other-than-temporary impairments was recognized in earnings, the difference between the new amortized cost basis and the cash flows expected to be collected will be accreted as interest income. If upon subsequent evaluation, there is a significant increase in the cash flows expected to be collected or if actual cash flows are significantly greater than cash flows previously expected, such changes will be accounted for as a prospective adjustment to the accretable yield. Subsequent increases and decreases (if not other-than-temporary impairment) in the fair value of available-for-sale securities will be included in other comprehensive income.

Further negative evidence impacting the liquidity and sources of repayment of the obligations of Puerto Rico and its political subdivisions, could result in a further charge to earnings to recognize estimated credit losses determined to be other-than-temporary.

At September 30, 2015, the Company has cash flow capacity, sufficient liquidity and a strong capital position to maintain the bonds and does not need to sell them in a loss position and it is not likely that the Company will have to sell the investment securities prior to recovery of their amortized cost basis.

The following table presents a rollforward of credit-related impairment losses recognized in earnings for the quarter and nine-month periods ended September 30, 2015 and 2014 on available-for-sale securities that the Company does not have the intent to sell or will not more-likely-than-not be required to sell:

	Quarter Ended September 30,				Nine-Month Period En September 30,			Ended
	2	015		2014	2	2015	20	014
				(In tho	usands)			
Balance at beginning of period	\$	-	\$	-	\$	-	\$	-
Additions from credit losses recognized on								
available-for-sale securities that had no previous								
impairment losses		246		-		246		-
Balance at end of period	\$	246	\$	-	\$	246	\$	-

**NOTE 4 - LOANS** 

The Company's loan portfolio is composed of two segments, loans initially accounted for under the amortized cost method (referred as "originated and other" loans) and loans acquired (referred as "acquired" loans). Acquired loans are further segregated between acquired BBVAPR loans and acquired Eurobank loans. Acquired Eurobank loans were purchased subject to loss-sharing agreements with the FDIC. The FDIC loss sharing agreement, related to commercial and other-non single family acquired Eurobank loans expired on June 30, 2015. Notwithstanding the expiration of loss share coverage of non-single family loans, on July 2, 2015, the Company entered into an agreement with the FDIC pursuant to which the FDIC concurred with a potential sale of a pool of loss share assets covered under the non-single family loss share agreement. Pursuant to such agreement, the FDIC agreed to pay up to \$20 million in loss share coverage with respect to the aggregate loss resulting from any portfolio sale within 120 days of the agreement. This sale was completed on September 28, 2015 and a \$20 million receivable from the FDIC was included in other assets in the unaudited statement of financial condition related to this reimbursement. The coverage for the single family residential loans will expire on June 30, 2020. At September 30, 2015, the remaining covered loans amounting to \$ 60.1 million, net carrying amount, are included as part of acquired Eurobank loans under the name "loans secured by 1-4 family residential properties". At December 31, 2014, covered loans amounted to \$298.9 million, net carrying amount. Covered loans are no longer a material amount. Therefore, the Company changed its current and prior year loan disclosures during the quarter ended September 30, 2015.

## **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The composition of the Company's loan portfolio at September 30, 2015 and December 31, 2014 was as follows:

	September 30, 2015	31 201
Originated and other loans and leases held for investment:	(In thou	usanas
Mortgage	\$ 762,636	\$ 791
Commercial	1,389,353	1,289
Consumer	227,756	186
Auto and leasing	647,544	575
ruto and rousing	3,027,289	2,843
Allowance for loan and lease losses on originated and other loans and leases	(80,351)	(51
Amowance for found and rease fosses on originated and other found and reases	2,946,938	2,792
Deferred loan costs, net	4,571	2,172
Total originated and other loans loans held for investment, net	2,951,509	2,79
Acquired loans:		
Acquired BBVAPR loans:		
Accounted for under ASC 310-20 (Loans with revolving feature and/or		
acquired at a premium)		
Commercial	7,736	12
Consumer	39,774	45
Auto	124,120	184
	171,630	242
Allowance for loan and lease losses on acquired BBVAPR loans accounted for under ASC 310-20	(5,473)	(4
	166,157	238
Accounted for under ASC 310-30 (Loans acquired with deteriorated credit quality, including those by analogy)		
Mortgage	617,268	656
Commercial	395,637	452
Construction	-	106
Consumer	15,072	29
Auto	173,979	247
	1,201,956	<b>1,49</b> 1
Allowance for loan and lease losses on acquired BBVAPR loans accounted for under ASC 310-30	(19,986)	(13
	1,181,970	1,478
Total acquired BBVAPR loans, net	1,348,127	1,710
Acquired Eurobank loans:		
Loans secured by 1-4 family residential properties	92,757	102
Commercial	144,704	256
Consumer	2,708	4
Total acquired Eurobank loans	240,169	363
Allowance for loan and lease losses on Eurobank loans	(90,332)	(64

Total acquired Eurobank loans, net
Total acquired loans, net
Total held for investment, net
Mortgage loans held for sale
Total loans, net

149,837 293 1,497,964 2,013 4,449,473 4,813 19,203 14

\$4,468,676 \$4,820

On September 28, 2015, the Company sold a portion of covered non-performing commercial loans amounting to \$197.1 million unpaid principal balance or UPB (\$100.0 million carrying amount). The sales price was 18.44% of UPB, or \$36.3 million. The FDIC agreed to cover \$20.0 million of losses as part of its loss-share agreement with the Company. As a result, a \$20.0 million reimbursement was recorded in the statement of operations. The Company also recorded a \$32.9 million provision for loan and lease losses for acquired Eurobank loans, which was partially offset by \$4.6 million in cost recoveries. Also, as part of this transaction, the Company sold certain non-performing commercial loans and real estate owned from the BBVAPR acquisition amounting to \$38.1 million unpaid principal balance (\$9.9 million carrying amount). The sales price was \$5.2 million. As a result, a \$5.2 million provision for loan and lease losses was recorded for BBVAPR acquired loans, which was partially offset by \$2.4 million in cost recoveries. In addition, certain additional real estate owned with a carrying amount of \$11.0 million was sold for \$1.7 million. At September 30, 2015, the Company had a \$13.0 million receivable related to this sale and a \$20.0 million receivable from the FDIC reimbursement.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### Originated and Other Loans and Leases Held for Investment

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

The following tables present the aging of the recorded investment in gross originated and other loans held for investment as of September 30, 2015 and December 31, 2014 by class of loans. Mortgage loans past due included delinquent loans in the GNMA buy-back option program. Servicers of loans underlying GNMA mortgage-backed securities must report as their own assets the defaulted loans that they have the option (but not the obligation) to repurchase, even when they elect not to exercise that option.

	30-59	60-89	90+	Septem Total	ber 30, 20	15		Loans 90+ Days Past Due and
	Days	Days	Days	Past	in Non-	Current		Still
	Past Due	Past Due	Past Due	Due	Accrual	Accruing	Total Loans	Accruing
	Due	Duc	Due	(In thous		Acciumg	Luans	Acciumg
Mortgage					,			
Traditional (by origination year):								
Up to the year 2002	\$ 81	\$ 2,270	\$ 3,900	\$ 6,251	\$ -	\$ 53,330 5	59,581	\$ 73
Years 2003 and 2004	364	4,723	5,826	10,913	-	90,950	101,863	_
Year 2005	-	2,525	3,686	6,211	-	49,389	55,600	-
Year 2006	97	2,853	8,133	11,083	137	69,207	80,427	_
Years 2007, 2008								
and 2009	539	2,320	15,442	18,301	_	76,017	94,318	666
Years 2010, 2011, 2012, 2013	599	1,249	10,337	12,185	_	142,346	154,531	
Years 2014 and 2015	_	96	185	281	_	76,111	76,392	
	1,680	16,036	47,509	65,225	137	557,350	622,712	813
Non-traditional	-	1,918	3,468	5,386	14	26,849	32,249	_
Loss mitigation program	11,696	5,981	16,001	33,678	4,786	61,703	100,167	3,757
	13,376	23,935	66,978	104,289	4,937	645,902	755,128	4,570
Home equity secured personal loans	64	-	-	64	-	451	515	-
GNMA's buy-back option program	-	-	6,993	6,993	-	-	6,993	_
	13,440	23,935	73,971	111,346	4,937	646,353	762,636	4,570

## Commercial

C 01111101 01W1								
Commercial secured by real estate:								
Corporate	-	-	-	-	-	224,110	224,110	-
Institutional	-	-	-	-	-	34,342	34,342	-
Middle market	-	-	6,212	6,212	7,889	193,154	207,255	-
Retail	516	350	7,222	8,088	1,139	202,534	211,761	-
Floor plan	-	-	-	-	-	2,925	2,925	-
Real estate	-	-	-	-	-	16,766	16,766	-
	516	350	13,434	14,300	9,028	673,831	697,159	-
Other commercial and industrial:								
Corporate	-	-	-	-	-	71,714	71,714	-
Institutional	-	-	-	-	193,904	189,882	383,786	-
Middle market	20	-	223	243	2,046	105,554	107,843	-
Retail	276	255	1,204	1,735	944	89,989	92,668	-
Floor plan	178	83	475	736	-	35,447	36,183	-
_	474	338	1,902	2,714	196,894	492,586	692,194	-
	990	688	15,336	17,014	205,922	1,166,417	1,389,353	-
17								

## **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

## **September 30, 2015**

	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current in Non-	<b>Current Accruing</b>	Total Loans	Loans 90+ Days Past Due and Still
				(In thous	sands)	S		
Consumer								
Credit cards	436	182	344	962	-	20,186	21,148	-
Overdrafts	15	-	-	15	-	260	275	-
Personal lines of credit	31	27	39	97	21	2,066	2,184	-
Personal loans	1,798	822	862	3,482	641	183,703	187,826	-
Cash collateral personal loans	171	103	2	276	-	16,047	16,323	-
	2,451	1,134	1,247	4,832	662	222,262	227,756	-
Auto and leasing	52,412	19,215	8,986	80,613	282	566,649	647,544	-
<b>Total</b> 18	\$69,293	\$44,972	\$99,540	\$213,805	\$211,803	\$2,601,681	\$3,027,289	\$4,570

## **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)								
	30-59 Days Past	60-89 Days Past	90+ Days Past	Total Past Due	Current in Non-	Current	Total	Loans 90+ Days Past Due and Still
	Due	Due	Due	(In thous		Accruing	Loans	
Mortgage				(III tilous	anus)			
Traditional (by origination year):								
Up to the year 2002	\$ 4,128	\$ 3 157	\$ 4395	\$ 11,680	\$ -	\$ 54,064	\$ 65,744	\$ 134
Years 2003 and 2004	10,484	4,735				87,506	109,669	
Year 2005	3,824	2,205				49,858	60,472	
Year 2006	5,706	3,298		17,671		67,331	85,550	
Years 2007, 2008	2,, 00	0,270	0,007	17,071	0.0	07,001	00,000	0,
1000 2007, 2000	5,283	1,809	7,646	14,738	761	77,990	93,489	_
and 2009	-,	-,	,,,,,,	- 1,7.00	, , , ,	,	, , , , , ,	
Years 2010, 2011, 2012, 2013	3,394	2,992	6,900	13,286	_	149,030	162,316	365
Year 2014	290	_	_	290		41,818	42,108	
	33,109	18,196	38,551	89,856		527,597	619,348	
Non-traditional	1,477	584				30,916	36,200	
Loss mitigation program	8,199	7,106				57,666	93,443	
	42,785	25,886	55,888	124,559	8,253	616,179	748,991	3,354
Home equity secured personal						517	517	,
loans	-	-	-	-	-	517	517	-
GNMA's buy-back option program	-	-	42,243	42,243	-	-	42,243	-
	42,785	25,886	98,131	166,802	8,253	616,696	791,751	3,354
Commercial								
Commercial secured by real estate:								
Corporate	-	-	-	-	-	133,076	133,076	
Institutional	-	-	-	-	-	36,611	36,611	
Middle market	-	645		,		154,515	164,050	
Retail	330	561	7,275	8,166	1,445	166,017	175,628	
Floor plan	-	-	-	-	-	1,650	1,650	
Real estate	-	1.206		- 207	- 0.020	12,628	12,628	
	330	1,206	7,671	9,207	9,939	504,497	523,643	-
Other commercial and industrial:						(2.74(	(2746	
Corporate	-	-	-	-	-	63,746	63,746	
Institutional Middle market	-	-	- £10	- 610	-	478,935	478,935	
Middle market	966	412	010	618		91,716	92,334	
Retail	866	412	1,061	2,339	1,047	86,785	90,171	
Floor plan	966	412	1 670	2.057	1.047	40,903	40,903	

412 1,679

866

2,957

1,047

762,085

766,089

1,196 1,618 9,350 12,164 10,986 1,266,582 1,289,732

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **December 31, 2014**

	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due (In thousa	Current in Non- Accrual ands)	<b>Current Accruing</b>	Total Loans	Loans 90+ Days Past Due and Still Accruing
Consumer								
Credit cards	360	139	375	874	-	18,197	19,071	-
Overdrafts	20	-	-	20	-	287	307	-
Personal lines of credit	102	25	102	229	9	1,962	2,200	-
Personal loans	1,822	743	678	3,243	337	144,359	147,939	-
Cash collateral personal loans	275	39	9	323	-	16,920	17,243	-
	2,579	946	1,164	4,689	346	181,725	186,760	-
Auto and leasing	47,658		,	71,994	145	503,443		
Total	\$94,218	\$45,366	\$116,065	\$255,649	\$19,730	\$2,568,446	\$2,843,825	\$3,354

During the quarter ended September 30, 2015, the Company changed its early delinquency reporting on mortgage loans from one scheduled payment due to two scheduled payments due in order to comply with regulatory reporting instructions and be comparable with local peers, except for troubled debt restructured loans which remain using one scheduled payment due.

At September 30, 2015 and December 31, 2014, the Company had \$338.3 million and \$450.2 million, respectively, in loans granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities as part of the institutional commercial loan segment. All loans granted to Puerto Rico government were current at September 30, 2015 and December 31, 2014. We, as part of a bank syndicate, have granted various extensions to the Puerto Rico Electric Power Authority ("PREPA") and on November 5, 2015 entered into a Restructuring Support Agreement with a view towards restructuring the debt on terms that provide for full repayment of the debt to the Bank. After the first extension in the third quarter of 2014, the Company classified the credit as substandard and a troubled-debt restructuring. The Company conducted an impairment analysis considering the probability of collection of principal and interest, which included a financial model to project the future liquidity status of PREPA under various scenarios and its capacity to service its financial obligations, and concluded that PREPA had sufficient cash flows for the repayment of the line of credit. Despite the Company's analysis showing PREPA's capacity to repay the line of credit, the Company placed its participation in non-accrual and recorded a \$24 million provision during the first quarter of 2015, based on management's concerns regarding PREPA's willingness to repay the debt. At September 30, 2015, the allowance for loan and lease losses to PREPA was \$23.4 million. Since it was placed in non-accrual, interest payments have been applied to principal.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **Acquired Loans**

Acquired loans were initially measured at fair value and subsequently accounted for under either Accounting Standards Codification Topic ("ASC") 310-30 (Loans and Debt Securities Acquired with Deteriorated Credit Quality) or ASC 310-20 (Non-refundable fees and Other Costs). We have acquired loans in two acquisitions, BBVAPR and Eurobank.

#### **Acquired BBVAPR Loans**

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

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

The following tables present the aging of the recorded investment in gross acquired BBVAPR loans accounted for under ASC 310-20 as of September 30, 2015 and December 31, 2014, by class of loans:

		9	Septembe	er 30, 201	5		
							Loans
							90+
							Days
							Past
							Due
				Current			and
30-59	60-89	90+	Total	in			C4:11
<b>Days</b>	<b>Days</b>	Days	Past	Non-	Current		Still
Past	Past	Past	Dura			Total	A
Due	Due	Due	Due	Accrual	Accruing	Loans	Accruing
		()	In thousa	nds)			

$\sim$		
	mm	AMAIA
w		ercial

Commercial								
Commercial secured by real estate								
Retail	\$ -	\$ -	\$ 279	\$ 279	\$ 47	\$ -	\$ 326	\$ -
Floor plan	-	-	478	478	-	2,470	2,948	-
	-	-	757	757	47	2,470	3,274	-
Other commercial and industrial								
Retail	228	24	61	313	-	3,475	3,788	-
Floor plan	-	10	7	17	1	656	674	-
	228	34	68	330	1	4,131	4,462	-
	228	34	825	1,087	48	6,601	7,736	-
Consumer								
Credit cards	825	422	769	2,016	-	34,510	36,526	-
Personal loans	89	14	41	144	-	3,104	3,248	-
	914	436	810	2,160	-	37,614	39,774	-
Auto	9,010	2,921	1,040	12,971	49	111,100	124,120	-
Total	\$ 10,152	\$ 3,391	\$ 2,675	\$ 16,218	<b>\$ 97</b>	\$ 155,315	\$ 171,630	\$ -

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

			1	December				Loans 90+ Days Past Due
	30-59	60-89	90+	Total	Current in			and Still
	Days Day Past Due Pa Du		Days Past Due	Past Due In thousan		<b>Current Accruing</b>	Total Loans	ccruing
Commercial			(.	iii tiivusaii	us)			
Commercial secured by real estate								
Retail	\$ -	\$ -	\$ 351	\$ 351	\$ -	\$ -	\$ 351	\$ -
Floor plan	-	62	345	407	-	3,724	4,131	-
	-	62	696	758	-	3,724	4,482	-
Other commercial and industrial								
Retail	155	67	192	414	2	3,705	4,121	-
Floor plan	202	134	223	559	10	3,503	4,072	-
	357	201	415	973	12	7,208	8,193	-
	357	263	1,111	1,731	12	10,932	12,675	-
Consumer								
Credit cards	1,376	654	1,399	3,429	-	38,419	41,848	-
Personal loans	151	47	77	275	-	3,221	3,496	-
	1,527	701	1,476	3,704	-	41,640	45,344	-

<u>Acquired BBVAPR Loans Accounted for under ASC 310-30 (including those accounted for under ASC 310-30 by analogy)</u>

3,453

1,262

15,718

\$ 12,887 \$ 4,417 \$ 3,849 \$ 21,153 \$ 88 \$ 221,560 \$ 242,801 \$

**76** 

168,988

184,782

11,003

Auto

**Total** 

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

The carrying amount corresponding to acquired BBVAPR loans with deteriorated credit quality, including those accounted under ASC 310-30 by analogy, in the statements of financial condition at September 30, 2015 and December 31, 2014 is as follows:

	September 30, 2015	December 31, 2014
	(In thousa	ands)
Contractual required payments receivable	\$2,022,672	\$2,394,378
Less: Non-accretable discount	\$442,103	\$456,627
Cash expected to be collected	1,580,569	1,937,751
Less: Accretable yield	378,613	445,946
Carrying amount, gross	1,201,956	1,491,805
Less: allowance for loan and lease losses	19,986	13,481
Carrying amount, net	\$1,181,970	\$1,478,324

At September 30, 2015 and December 31, 2014, the Company had \$80.2 million and \$168.8 million, respectively, in loans granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities as part of its acquired BBVAPR loans accounted for under ASC 310-30. This entire amount was current at September 30, 2015 and December 31, 2014.

The following tables describe the accretable yield and non-accretable discount activity of acquired BBVAPR loans accounted for under ASC 310-30 for the quarters and nine-month periods ended September 30, 2015 and 2014:

### **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

				Quarte	r F	Ended Se	ept	ember 30	, 2	Quarter Ended September 30, 2015										
	N	Iortgage	Co	mmercia	Cor				Co	onsumer		Total								
						(In thou	ısa	nds)												
Accretable Yield Activity:																				
Balance at beginning of period	\$	275,880	\$	71,563	\$	24,613		,	\$	8,461	\$	,								
Accretion		(8,614)		(12,693)		(2,719)		(5,463)		(1,207)		(30,696)								
Change in expected cash flows		-		6,134		1,396		(1)		(1)		7,528								
Transfer (to) from non-accretable discount		75		(6,450)		(4,075)		148		35		(10,267)								
Balance at end of period	\$	267,341	\$	58,554	\$	19,215	\$	26,215	\$	7,288	\$	378,613								
Non-Accretable Discount Activity:																				
Balance at beginning of period	\$	389,107	\$	10,770	\$	6,994	\$	23,690	\$	19,356	\$	449,917								
Change in actual and expected losses		(2,184)		(12,090)		(2,937)		(555)		(315)		(18,081)								
Transfer from (to) accretable yield		(75)		6,450		4,075		(148)		(35)		10,267								
Balance at end of period	\$	386,848	\$	5,130	\$	8,132	\$	22,987	\$	19,006	\$	442,103								
	N			ne-Month ommercial			n	Auto		· 30, 2015 onsumer		Total								
Accretable Yield Activity:		Iortgage	Co	mmercial	Con	nstructio (In thou	n 1sa	Auto ands)	C	onsumer										
Balance at beginning of period	<b>N</b> \$	<b>Iortgage</b> 298,364	Co	<b>mmercia</b> 61,196	Con	(In thou 25,829	n 1sa	Auto ands) 53,998	C	<b>6,559</b>		445,946								
Balance at beginning of period Accretion		Iortgage	Co	61,196 (33,049)	Con	25,829 (8,672)	n 1sa	Auto ands) 53,998 (18,614)	C	6,559 (3,420)		445,946 (90,169)								
Balance at beginning of period Accretion Change in expected cash flows		298,364 (26,414)	Co	61,196 (33,049) 6,134	Con	25,829 (8,672) 1,396	n 1sa	Auto ands) 53,998 (18,614) (1)	C	6,559 (3,420) (1)		445,946 (90,169) 7,528								
Balance at beginning of period Accretion Change in expected cash flows Transfer (to) from non-accretable discount	\$	298,364 (26,414) - (4,609)	\$	61,196 (33,049) 6,134 24,273	Con \$	25,829 (8,672) 1,396 662	n ısa \$	Auto ands) 53,998 (18,614) (1) (9,168)	\$	6,559 (3,420) (1) 4,150	\$	445,946 (90,169) 7,528 15,308								
Balance at beginning of period Accretion Change in expected cash flows		298,364 (26,414)	\$	61,196 (33,049) 6,134	Con \$	25,829 (8,672) 1,396	n ısa \$	Auto ands) 53,998 (18,614) (1)	\$	6,559 (3,420) (1) 4,150	\$	445,946 (90,169) 7,528 15,308								
Balance at beginning of period Accretion Change in expected cash flows Transfer (to) from non-accretable discount Balance at end of period Non-Accretable Discount Activity:	\$	298,364 (26,414) (4,609) <b>267,341</b>	\$ \$	61,196 (33,049) 6,134 24,273	Con \$	25,829 (8,672) 1,396 662	n ısa \$	Auto ands) 53,998 (18,614) (1) (9,168)	\$	6,559 (3,420) (1) 4,150	\$	445,946 (90,169) 7,528 15,308								
Balance at beginning of period Accretion Change in expected cash flows Transfer (to) from non-accretable discount Balance at end of period Non-Accretable Discount Activity: Balance at beginning of period	\$	298,364 (26,414) - (4,609) <b>267,341</b> 389,839	\$ \$	61,196 (33,049) 6,134 24,273 <b>58,554</b>	\$ <b>\$</b>	25,829 (8,672) 1,396 662 <b>19,215</b>	n isa \$	Auto (nds) 53,998 (18,614) (1) (9,168) <b>26,215</b>	\$ \$	6,559 (3,420) (1) 4,150 <b>7,288</b>	\$	445,946 (90,169) 7,528 15,308 <b>378,613</b> 456,627								
Balance at beginning of period Accretion Change in expected cash flows Transfer (to) from non-accretable discount Balance at end of period  Non-Accretable Discount Activity: Balance at beginning of period Change in actual and expected losses	\$ <b>\$</b>	298,364 (26,414) (4,609) <b>267,341</b> 389,839 (7,600)	\$ \$	61,196 (33,049) 6,134 24,273 <b>58,554</b> 23,069 6,334	\$ <b>\$</b>	25,829 (8,672) 1,396 662 <b>19,215</b> 3,486 5,308	n isa \$	Auto (nds) 53,998 (18,614) (1) (9,168) 26,215 16,215 (2,396)	\$ \$	6,559 (3,420) (1) 4,150 <b>7,288</b> 24,018 (862)	\$	445,946 (90,169) 7,528 15,308 <b>378,613</b> 456,627 784								
Accretion Change in expected cash flows Transfer (to) from non-accretable discount Balance at end of period  Non-Accretable Discount Activity: Balance at beginning of period Change in actual and expected losses Transfer from (to) accretable yield	\$ <b>\$</b>	298,364 (26,414) (4,609) <b>267,341</b> 389,839 (7,600) 4,609	\$ \$	61,196 (33,049) 6,134 24,273 <b>58,554</b> 23,069 6,334 (24,273)	\$ \$	25,829 (8,672) 1,396 662 <b>19,215</b> 3,486 5,308 (662)	n   \$   \$	Auto (18,614) (19,168) 26,215 (2,396) 9,168	\$ \$	6,559 (3,420) (1) 4,150 <b>7,288</b> 24,018 (862) (4,150)	\$ \$	445,946 (90,169) 7,528 15,308 <b>378,613</b> 456,627 784 (15,308)								
Balance at beginning of period Accretion Change in expected cash flows Transfer (to) from non-accretable discount Balance at end of period  Non-Accretable Discount Activity: Balance at beginning of period Change in actual and expected losses	\$ <b>\$</b>	298,364 (26,414) (4,609) <b>267,341</b> 389,839 (7,600)	\$ \$	61,196 (33,049) 6,134 24,273 <b>58,554</b> 23,069 6,334	\$ \$	25,829 (8,672) 1,396 662 <b>19,215</b> 3,486 5,308	n   \$   \$	Auto (18,614) (19,168) 26,215 (2,396) 9,168	\$ \$	6,559 (3,420) (1) 4,150 <b>7,288</b> 24,018 (862)	\$ \$	445,946 (90,169) 7,528 15,308 <b>378,613</b> 456,627 784 (15,308)								

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

				Quarte	er I	Ended Se	pte	mber 30,	<b>20</b> 1	14		
	N	Iortgage	gage CommercialConstruction A						Co	onsumer		Total
		(In thousands)										
Accretable Yield Activity:												
Balance at beginning of period	\$	269,105	\$	70,491	\$	30,672	\$	64,620	\$	9,718	\$	444,606
Accretion		(9,627)		(12,575)		(5,929)		(8,825)		(1,384)		(38,340)
Transfer (to) from non-accretable				1 127		(2.550)		227		40		(2.12()
discount		-		1,137		(3,550)		237		40		(2,136)
Balance at end of period	\$	259,478	\$	59,053	\$	21,193	\$	56,032	\$	8,374	\$	404,130
Non-Accretable Discount Activity:												
Balance at beginning of period	\$	455,789	\$	41,050	\$	5,388	\$	27,279	\$	25,218	\$	554,724
Change in actual and expected losses		(15,802)		(4,215)		(8,937)		(2,800)		(1,119)		(32,873)
Transfer from (to) accretable yield		-		(1,137)		3,550		(237)		(40)		2,136
Balance at end of period	\$	439,987	\$	35,698	\$	1	\$	24,242	\$	24,059	\$	523,987

			Nine-Mo	nth Period Se	eptember 3	80, 2014	
	N	Iortgage	CommercialC	Construction	Auto	Consumer	Total
				(In thousa	ands)		
Accretable Yield Activity:							
Balance at beginning of period	\$	287,841	96,139	42,993	77,845	12,735	517,553
Accretion		(28,359)	(37,509)	(16,388)	(31,243)	(4,824)	(118,323)
Transfer (to) from non-accretable		(4)	122	(5.410)	0.420	462	4.000
discount		(4)	423	(5,412)	9,430	463	4,900
Balance at end of period	\$	259,478	59,053	21,193	56,032	8,374	404,130
Non-Accretable Discount Activity:							
Balance at beginning of period	\$	463,166	42,515	5,851	39,645	28,410	579,587
Change in actual and expected losses		(23,183)	(6,394)	(11,262)	(5,973)	(3,888)	(50,700)
Transfer from (to) accretable yield		4	(423)	5,412	(9,430)	(463)	(4,900)
Balance at end of period	\$	439,987	35,698	1	24,242	24,059	523,987

### **Acquired Eurobank Loans**

The carrying amount of acquired Eurobank loans at September 30, 2015 and December 31, 2014 is as follows:

September 30 2015 **December 31 2014** 

(In thousands)

Contractual required payments receivable	\$ 357,702	\$ 535,425
Less: Non-accretable discount	21,675	62,410
Cash expected to be collected	336,027	473,015
Less: Accretable yield	95,858	109,859
Carrying amount, gross	240,169	363,156
Less: Allowance for covered loan and lease losses	90,332	64,245
Carrying amount, net	\$ 149,837	\$ 298,911

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following tables describe the accretable yield and non-accretable discount activity of acquired Eurobank loans for the quarters and nine-month periods periods ended September 30, 2015 and 2014:

	S b	•		- (	Co De	Ended Sep nstruction & velopment Secured by 1-4 Family esidential	l	nber 30	), 2	2015	
	Pr	operties	Co	nstruction	P	roperties	L	easing	C	onsumer	Total
						(In thous	an	ds)			
Accretable Yield Activity:											
Balance at beginning of period	\$	55,806	\$	27,473	\$	18,349	\$	1,103	\$	1,910	\$ 104,641
Accretion		(3,543)		(10,100)		(1,446)		(711)		(214)	(16,014)
Change in expected cash flows		4,320		43,775		(10,749)		270		118	37,734
Transfer from (to) non-accretable discount		(2,188)		(30,400)		175		307		1,603	(30,503)
Balance at end of period	\$	54,395	\$	30,748	\$	6,329	\$	969	\$	3,417	\$ 95,858
Non-Accretable Discount Activity:											
Balance at beginning of period	\$	11,402	\$	-	\$	-	\$	-	\$	9,730	\$ 21,132
Change in actual and expected losses		(8)		(30,400)		175		307		(34)	(29,960)
Transfer from (to) accretable yield		2,188		30,400		(175)		(307)		(1,603)	30,503
Balance at end of period	\$	13,582	\$	-	\$	, ,	\$	, ,	\$	8,093	\$ 21,675

	<b>S</b>	Loans Secured by 1-4 Family	Co		Coi Dev	nstruction & welopmen Secured by 1-4 Family	1	Septemb	oer	30, 2015		
	Pı	roperties	Co	nstruction	ı Pı	-		U	Co	nsumer	-	<b>Fotal</b>
Accretable Yield Activity:						(In thous	san	as)				
Accretable Tield Activity.  Balance at beginning of period  Accretion Change in expected cash flows Transfer from (to) non-accretable discount  Balance at end of period	\$ <b>\$</b>	47,636 (10,337) 4,320 12,776 <b>54,395</b>		37,919 (28,002) 43,775 (22,944) <b>30,748</b>		20,753 (2,470) (10,749) (1,205) <b>6,329</b>		2,479 (3,040) 270 1,260 <b>969</b>		1,072 (427) 118 2,654 <b>3,417</b>	(	109,859 (44,276) 37,734 (7,459) <b>95,858</b>

Non-Accretable	Discount	<b>Activity:</b>
----------------	----------	------------------

Balance at beginning of period	\$ 27,348 \$	24,464 \$	- \$	- \$	10,598 \$	62,410
Change in actual and expected losses	(990)	(47,408)	(1,205)	1,260	149	(48,194)
Transfer from (to) accretable yield	(12,776)	22,944	1,205 (	(1,260)	(2,654)	7,459
Balance at end of period	\$ 13,582 \$	- \$	- \$	- \$	8,093 \$	21,675

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

### Quarter Ended September 30, 2014 Construction

						&					
		Loans			Dev	elopment					
	S	ecured			S	Secured					
	b	y 1-4				by 1-4					
	]	Family	Co	mmercial	]	Family					
	Residential			nd Other	Re	sidential					
	Pr	operties	Co	nstruction	Pı	operties	Ι	Leasing	Co	nsumer	Total
		-				(In thous		U			
Accretable Yield Activity:						•		,			
Balance at beginning of period	\$	50,586	\$	70,227	\$	-	\$	5,100	\$	2,148	\$ 128,061
Accretion		(3,882)		(13,044)		(1,056)		(2,500)		(404)	(20,886)
Transfer from (to) non-accretable				600		1.056		205		750	2 000
discount		-		698		1,056		305		750	2,809
Balance at end of period	\$	46,704	\$	57,881	\$	-	\$	2,905	\$	2,494	\$ 109,984
Non-Accretable Discount Activity:											
Balance at beginning of period	\$	29,859	\$	46,596	\$	_	\$	_	\$	8,769	\$ 85,224
Change in actual and expected losses		(888)		(5,648)		1,056		305		700	(4,475)
Transfer (to) from accretable yield		-		(698)		(1,056)		(305)		(750)	(2,809)
Balance at end of period	\$	28,971	\$	40,250	\$	-	\$	-	\$	8,719	\$ 77,940

#### Nine-Month Period Ended September 30, 2014 Construction

						nstruction					
						&					
		Loans			De	velopment					
	5	Secured			5	Secured					
	by 1-4					by 1-4					
		Family	Co	ommercial		Family					
		esidential		nd Other		esidential					
				nstruction			I	Leasing	Co	nsumer	Total
		operties	00	nstruction	-	(In thous		U	-	nsamer	10001
Accretable Yield Activity:						(III tilous	ши	13)			
Balance at beginning of period	\$	53,250	\$	95,093	\$	1,690	\$	10,238	\$	2,688	\$ 162,959
Accretion		(12,079)		(45,037)		(3,206)		(7,888)		(944)	(69,154)
Transfer from (to) non-accretable		E 522		7.025		1 516		555		750	16 170
discount		5,533		7,825		1,516		555		750	16,179
Balance at end of period	\$	46,704	\$	57,881	\$	-	\$	2,905	\$	2,494	\$ 109,984
Non-Accretable Discount Activity:											
Balance at beginning of period	\$	39,182	\$	81,092	\$	_	\$	_	\$	9,203	\$ 129,477
Change in actual and expected losses		(4,678)		(33,017)		1,516		555		266	(35,358)
Transfer (to) from accretable yield		(5,533)		(7,825)		(1,516)		(555)		(750)	(16,179)
Balance at end of period	\$	28,971	\$	40,250	\$	-	\$	-	\$	8,719	\$ 77,940

At September 30, 2015, \$92.8 million in gross loans continue subject to the loss-sharing agreements with the FDIC and are disclosed under the name "loans secured by 1-4 family residential properties." At September 30, 2015, the net carrying amount of these loans was \$60.1 million.

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

### Non-accrual Loans

The following table presents the recorded investment in loans in non-accrual status by class of loans as of September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014		
	(In thousar	nds)		
Originated and other loans and leases held for				
<u>investment</u>				
Mortgage				
Traditional (by origination year):				
Up to the year 2002	\$ 3,827	\$ 4,427		
Years 2003 and 2004	6,275	7,042		
Year 2005	3,686	4,585		
Year 2006	8,270	9,274		
Years 2007, 2008 and 2009	14,949	8,579		
Years 2010, 2011, 2012, 2013	10,264	7,365		
Years 2014 and 2015	185	-		
	47,456	41,272		
Non-traditional	3,482	3,224		
Loss mitigation program	19,227	20,934		
	70,165	65,430		
Commercial				
Commercial secured by real estate				
Middle market	14,101	9,534		
Retail	8,958	9,000		
	23,059	18,534		
Other commercial and industrial				
Institutional	193,904	-		
Middle market	2,270	618		
Retail	2,364	2,527		
Floor plan	475	-		
_	199,013	3,145		
	222,072	21,679		
Consumer				
Credit cards	344	375		
Personal lines of credit	60	110		
Personal loans	1,598	1,092		
Cash collateral personal loans	2	13		
-	2,004	1,590		
Auto and leasing	10,076	8,668		
Total non-accrual originated loans	\$ 304,317	\$ 97,367		

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	S	September 30, 2015 (In thou		December 31, 2014 nds)
Acquired BBVAPR loans accounted for under ASC 310-20				
Commercial				
Commercial secured by real estate				
Retail	\$	326	\$	351
Floor plan		477		407
		803		758
Other commercial and industrial				
Retail		61		195
Floor plan		9		234
•		70		429
		873		1,187
Consumer				
Credit cards		769		1,399
Personal loans		41		77
		810		1,476
Auto		1,244		1,512
Total non-accrual acquired BBVAPR loans accounted for under ASC 310-20		2,927		4,175
Total non-accrual loans	\$	307,244	\$	101,542

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

Delinquent residential mortgage loans insured or guaranteed under applicable FHA and VA programs are classified as non-performing loans when they become 90 days or more past due, but are not placed in non-accrual status until they become 18 months or more past due, since they are insured loans. Therefore, these loans are included as non-performing loans but excluded from non-accrual loans.

During the quarter ended March 31, 2015, the revolving line of credit to PREPA was classified as non-accrual. At September 30, 2015, this line of credit had an unpaid principal balance of \$193.9 million. For the second and third quarter of 2015, interest payments received were applied to principal. As of September 30, 2015, the specific reserve was \$23.4 million.

At September 30, 2015 and December 31, 2014, loans whose terms have been extended and which are classified as troubled-debt restructurings that are not included in non-accrual loans amounted to \$91.2 million and \$274.4 million,

respectively, as they are performing under their new terms. At December 31, 2014, the balance included the revolving line of credit to PREPA.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **Impaired Loans**

The Company evaluates all loans, some individually and others as homogeneous groups, for purposes of determining impairment. The total investment in impaired commercial loans was \$233.6 million and \$236.9 million at September 30, 2015 and December 31, 2014, respectively. Impaired commercial loans at September 30, 2015 and December 31, 2014 included the PREPA line of credit with an unpaid principal balance of \$193.9 million and \$200.0 million, respectively. The impaired commercial loans were measured based on the fair value of collateral or the present value of cash flows, including those identified as troubled-debt restructurings. The valuation allowance for impaired commercial loans amounted to \$26.8 million and \$841 thousand at September 30, 2015 and December 31, 2014, respectively. The valuation allowance for impaired commercial loans at September 30, 2015 includes \$23.4 million of specific allowance for PREPA recorded during the quarter ended March 31, 2015. The total investment in impaired mortgage loans was \$90.5 million and \$94.2 million at September 30, 2015 and December 31, 2014, respectively. Impairment on mortgage loans assessed as troubled-debt restructurings was measured using the present value of cash flows. The valuation allowance for impaired mortgage loans amounted to \$8.2 million and \$9.0 million at September 30, 2015 and December 31, 2014, respectively.

#### Originated and Other Loans and Leases Held for Investment

The Company's recorded investment in commercial and mortgage loans, excluding acquired Eurobank loans, categorized as originated and other loans and leases held for investment that were individually evaluated for impairment and the related allowance for loan and lease losses at September 30, 2015 and December 31, 2014 are as follows:

	<b>September 30, 2015</b>							
		Unpaid Principal		Recorded nvestment	_	Related Allowance	Coverage	
				(In thousa	nds)			
Impaired loans with specific allowance:								
Commercial	\$	213,930	\$	206,227	\$	26,809	13%	
Residential troubled-debt restructuring		97,203		90,530		8,249	9%	
Impaired loans with no specific allowance:								
Commercial		30,464		26,887		N/A	N/A	
Total investment in impaired loans	\$	341,597	\$	323,644	\$	35,058	11%	

December 31, 2014									
Unpaid	Recorded	Related							
Principal	Investment	Allowance	Coverage						

		(In thousan	ıds)		
Impaired loans with specific allowance					
Commercial	\$ 6,349	\$ 6,226	\$	841	14%
Residential troubled-debt restructuring	99,947	94,185		8,968	10%
Impaired loans with no specific allowance					
Commercial	237,806	230,044		N/A	N/A
Total investment in impaired loans	\$ 344,102	\$ 330,455	\$	9,809	3%

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **Acquired BBVAPR Loans**

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

The Company's recorded investment in acquired BBVAPR commercial loans accounted for under ASC 310-20 that were individually evaluated for impairment and the related allowance for loan and lease losses at September 30, 2015 and December 31, 2014 are as follows:

	<b>September 30, 2015</b>							
	Unpaid Principal				Related Illowance )	Coverage		
Impaired loans with no specific allowance								
Commercial	\$	494	\$	485		N/A	N/A	
Total investment in impaired loans	\$	494	\$	485	\$	-	-	

	<b>December 31, 2014</b>								
	Unpaid Principal		Recorded Investment (In thousa		Specific Allowance usands)		Coverage		
Impaired loans with no specific allowance									
Commercial	\$	672	\$	672		N/A	N/A		
Total investment in impaired loans	\$	672	\$	672	\$	-	-		

### <u>Loans Accounted for under ASC 310-30 (including those accounted for under ASC 310-30 by analogy)</u>

The Company's recorded investment in acquired BBVAPR loan pools accounted for under ASC 310-30 and their related allowance for loan and lease losses at September 30, 2015 and December 31, 2014 are as follows:

	<b>September 30, 2015</b>									
	Unpaid Principal	Recorded Investment (In thousan			llowance	Coverage to Recorded Investment				
Impaired loan pools:										
Mortgage	\$ 617,268	\$	22,762	\$	557	2%				
Commercial	307,271		185,274		11,780	6%				
Construction	88,365		88,202		4,787	5%				

Auto	173,979	173,979	2,862	2%
Total investment in impaired   \$ loan pools	1,186,883	\$ 470,217	\$ 19,986	4%
30				

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **December 31, 2014**

	Unpaid Principal	Recorded Investment (In thous	Allowance sands)	Coverage to Recorded Investment
Impaired loan pools:				
Commercial	289,228	255,619	5,506	2%
Construction	90,786	83,751	7,970	10%
Consumer	35,812	29,888	5	0%
Total investment in impaired loan pools \$	415,826	\$ 369,258	\$ 13,481	4%

The tables above only present information with respect to acquired BBVAPR loans and pools accounted for under ASC 310-30 if there is a recorded impairment to such loans or loan pools and a specific allowance for loan losses. As of September 30, 2015, the Company eliminated the specific allowance of \$5 thousand maintained on impaired acquired BBVAPR consumer loan pool accounted under ASC 310-30 because there was an increase in the net present value of cash flows expected to be collected from such pool when compared with the recorded investment. Likewise, the increase in mortgage and auto loan pools from December 31, 2014 to September 30, 2015 was caused by the establishment of a specific reserve with respect to impaired mortgage and auto loan pools that were required based on the net present value of the cash flows expected to be collected.

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

### Acquired Eurobank Loans

The Company's recorded investment in acquired Eurobank loan pools that have recorded impairments and their related allowance for loan and lease losses as of September 30, 2015 and December 31, 2014 are as follows:

	<b>September 30, 2015</b>						Coverage	
		Unpaid		Recorded			to Recorded	
	ŀ	Principal	In	vestment (In thou		llowance ds)	Investment	
Impaired loan pools:								
Loans secured by 1-4 family residential properties Construction and development secured by 1-4 family	\$	108,537	\$	105,734	\$	32,685	31%	
residential properties		11,506		3,185		2,707	85%	
Commercial and other construction		137,163		128,543		54,697	43%	
Consumer		6,935		2,708		243	9%	
Total investment in impaired loan pools	\$	264,141	\$	2,708 240,170	\$	90,332	38%	
Total investment in impaired loan pools	Ψ	204,141	Ψ	December	•		3670	
				December	J1,	<b>2</b> 01 <b>7</b>	Coverage	
		Unpaid	R	Recorded	S	Specific	to Recorded	
	F	Principal	In	vestment	Al	llowance	Investment	
				(In thou	san	ds)		
Impaired loan pools with specific allowance								
Loans secured by 1-4 family residential properties Construction and development secured by 1-4 family	\$	134,579	\$	106,116	\$	15,522	15%	
, and a second of the second o		57,123		19,562		10,724	55%	
residential properties								
Commercial and other construction		93,894		74,069		37,610	51%	
Consumer		7,992		4,506		389	9%	
Total investment in impaired loan pools	\$	293,588	\$	204,253	\$	64,245	31%	

The decrease in construction loan pools from December 31, 2014 to September 30, 2015 was mostly caused by the sale of covered commercial loans during the quarter ended September 30, 2015. The increase in loans secured by 1-4 family residential properties, commercial and other construction loan pools from December 31, 2014 to September 30, 2015 was caused by the establishment of a specific reserve with respect to impaired commercial and other construction loan pools that were required based on the net present value of the cash flows expected to be collected.

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the interest recognized on commercial and mortgage loans that were individually evaluated for impairment, excluding loans accounted for under ASC 310-30, for the quarters and nine-month periods ended September 30, 2015 and 2014:

			Qu	arter Ended	Sept	ember 30,		
		2	015			2	014	
	Interest Income Recognized		Average Recorded Investment		Interest Income Recognized		Average Recorded Investmen	
	11000	Sinzea		(In tho		Vestillent		
Originated and other loans held for investment:				(=== 3==3				
Impaired loans with specific allowance								
Commercial	\$	37	\$	207,610	\$	28	\$	5,103
Residential troubled-debt restructuring		788		90,278		666		91,293
Impaired loans with no specific allowance								
Commercial		365		31,159		1,728		89,029
		1,190		329,047		2,422		185,425
Acquired loans accounted for under ASC 310-20:								
Impaired loans with no specific allowance								
Commercial		-		1,077		_		-
Total interest income from impaired loans	\$	1,190	\$	330,124	\$	2,422	\$	185,425

		Nine	e-Moi	nth Period I	Ended	l Septembe	er 30	,	
		20	015			20	014		
	Interest Income Recognized		Average Recorded Investment		Interest Income Recognized		Average Recorded Investmen		
	Itt	ogmzeu	111	(In thou	111	vestillent			
Originated and other loans held for investment:									
Impaired loans with specific allowance									
Commercial	\$	73	\$	166,633	\$	83	\$	6,187	
Residential troubled-debt restructuring		2,381		90,903		1,876		89,597	
Impaired loans with no specific allowance									
Commercial		727		74,247		5,185		44,203	
	\$	3,181	\$	331,783	\$	7,144	\$	139,987	
Acquired loans accounted for under ASC 310-20:									
Impaired loans with no specific allowance									
Commercial		-		1,641		-		-	
<b>Total interest income from impaired loans</b>	\$	3,181	\$	333,424	\$	7,144	\$	139,987	

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

### Modifications

The following tables present the troubled-debt restructurings during the quarters and nine-month periods ended September 30, 2015 and 2014:

	Pre	Modificat	ion	Pre-ModificaFlo	ion	<b>Post-Modification</b>		
	NumberO	utstandinĮ	re-Modification	Weighted	Weighted			
	of	Recorded	Weighted	Average Tern	ı Re	corded	Weighted	Average Term (in
	contracts	nvestment	<b>Average Rate</b>	(in Months)	Inv	estment	<b>Average Rate</b>	Months)
				(Dollars in th	ousa	nds)		
Mortgage	30	\$ 3,846	6.34%	3:	38 \$	3,992	4.45%	180
Commercial	. 3	1,001	6.50%		12	8,511	3.19%	12
Consumer	27	170	12.41%	,	70	400	12.32%	52

			Nine-Mon	th Period Ended	September	30, 2015	
	Pro	e-Modificati	on	Pre-Modifica Plos	t-Modificati	on	<b>Post-Modification</b>
	Number	Outstandin	re-Modification	Weighted (	<b>Dutstandin</b>	ost-Modification	Weighted
	of	Recorded	Weighted	Average Term	Recorded	Weighted	Average Term (in
	contracts	Investment	Average Rate	(in Months)	Investment	<b>Average Rate</b>	Months)
				(Dollars in thou	usands)		
Mortgage	12'	7 \$ 15,455	5.07%	346	\$ 15,586	4.21%	306
Commercial		7 5,534	6.77%	67	13,045	4.52%	57
Consumer	59	9 567	13.87%	71	840	13.33%	60
Auto		1 64	12.95%	72	65	12.95%	72

		4	D (16 110)					
		e-Modificati Outstanding	Pre-Modificat <b>Fo</b> Weighted	Post-Modification Weighted				
	of	Recorded	Weighted	Average Term		_	ost-Modification Weighted	Average Term (in
	contracts	Investment	Average Rate	(in Months)	In	vestment	Average Rate	Months)
				(Dollars in tho	usa	ands)		
Mortgage	26	\$ 3,016	5.62%	34	7 \$	2,965	4.22%	393
Commercial	20	200,007	7.25%		3	200,007	7.25%	10
Consumer	6	58	10.00%	6	1	68	9.66%	55

Nine-Month Period Ended September 30, 2014									
NumbPre-Modificat	Rare-Modification	Pre-Modificat	orst-ModificatPo	st-Modificatio	n Post-Modification				
of Outstanding	g Weighted	Weighted	Outstanding	Weighted	Weighted				

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		Recorded Investment	Average Rate	Average Term (in Months) (Dollars in thou	Investment	Average Rate	Average Term (in Months)
Mortgage	113	\$ 14,562	5.99%	349	\$ 14,162	4.21%	389
Commercia	1 21	200,080	7.25%	3	200,080	7.25%	10
Consumer	13	123	11.77%	55	139	11.48%	62

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents troubled-debt restructurings for which there was a payment default during the twelve-month periods ended September 30, 2015 and 2014:

#### Twelve-Month Period Ended September 30, 2015 2014 Number of Recorded Number of Recorded **Contracts Investment Contracts Investment** (Dollars in thousands) 49 5.396 1.739 Mortgage \$ 15 \$ Consumer 8 \$ 177 2 \$ 5 \$ \$ 1 64 Auto

#### **Credit Quality Indicators**

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

The Company uses the following definitions for risk ratings:

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

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

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

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

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

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

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

As of September 30, 2015 and December 31, 2014, and based on the most recent analysis performed, the risk category of gross originated and other loans and BBVAPR acquired loans accounted for under ASC 310-20 subject to risk rating by class of loans is as follows:

	Risk Rati	ngs
	Special	
Pass	Mention (In thousa	SubstandardDoubtf nds)

**September 30, 2015** 

	Balance		5		for			
	Outstanding	Pass		Iention thousa	standard	<b>D</b> oubtful	Im	pairment
Commercial - originated and other	r							
loans held for investment								
Commercial secured by real estate:								
Corporate	\$ 224,110	\$ 206,678	\$	15,227	\$ -	\$ -	\$	2,205
Institutional	34,342	26,101		8,023	-	-		218
Middle market	207,255	182,617		9,368	-	-		15,270
Retail	211,761	191,523		4,633	4,821	-		10,784
Floor plan	2,925	2,925		-	-	-		-
Real estate	16,766	16,766		-	-	-		-
	697,159	626,610		37,251	4,821	-		28,477
Other commercial and industrial:								
Corporate	71,714	66,054		-	-	-		5,660
Institutional	383,786	189,882		-	-	-		193,904
Middle market	107,843	102,757		2,395	-	-		2,691
Retail	92,668	87,839		673	2,110	-		2,046
Floor plan	36,183	33,453		2,169	225	-		336
	692,194	479,985		5,237	2,335	-		204,637
Total	1,389,353	1,106,595		42,488	7,156	-		233,114
Commercial - acquired loans								
(under ASC 310-20)								
Commercial secured by real estate:								
Retail	326	-		-	326	-		-
Floor plan	2,948	1,641		829	-	-		478
	3,274	1,641		829	326	-		478
Other commercial and industrial:								
Retail	3,788	3,777		-	11	-		-
Floor plan	674	666		-	1	-		7
-	4,462	4,443		_	12	-		7

36						
Total	\$ 1,397,089	\$ 1,112,679	\$ 43,317	\$ 7,494	\$ -	\$ 233,599
Total	7,736	6,084	829	338	-	485
	4,462	4,443	-	12	-	7
Floor plan	674	666	-	1	-	7
Retail	3,788	3,777	-	11	-	-
Other commercial and industrial:						
	3,274	1,641	829	326	-	478
Floor plan	2,948	1,641	829	-	-	478
Retail	320	-	-	320	-	-

Individually Measured

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

December 31, 2014 Risk Ratings

	I	Balance		Special		Individually Measured for			
	Ou	tstanding		Menti <b>Su</b> bstan <b>daudhin</b> airn thousands)					
Commercial - originated and other loans held for investment			(111)	mousunus	,				
Commercial secured by real estate:									
Corporate	\$	133,076 \$	109,282	\$ 15,615	\$ -	\$ - \$	\$ 8,179		
Institutional		36,611	27,089			_	238		
Middle market		164,050	148,360	2,817	-	_	12,873		
Retail		175,628	159,209	3,690	2,637	-	10,092		
Floor plan		1,650	692	958	-	-	_		
Real estate		12,628	12,628	-	-	-	-		
		523,643	457,260	32,364	2,637	-	31,382		
Other commercial and industrial:									
Corporate		63,746	63,746	-	-	-	-		
Institutional		478,935	278,953	-	-	-	199,982		
Middle market		92,334	87,126	2,815	-	-	2,393		
Retail		90,171	85,941	259	2,575	-	1,396		
Floor plan		40,903	38,413	1,247	126	-	1,117		
		766,089	554,179	4,321	2,701	-	204,888		
Total	1	1,289,732	1,011,439	36,685	5,338	-	236,270		
Commercial - acquired loans									
(under ASC 310-20)									
Commercial secured by real estate:									
Retail		351	-	-	351	-	-		
Floor plan		4,131	3,724	-	-	-	407		
		4,482	3,724	-	351	-	407		
Other commercial and industrial:									
Retail		4,121	4,080	8	33	-	-		
Floor plan		4,072	3,807	-	-	-	265		
		8,193	7,887	8	33	-	265		
Total		12,675	11,611	8	384	-	672		
Total	<b>\$</b> 1	1,302,407 \$	1,023,050	\$ 36,693	\$ 5,722	\$ - \$	\$ 236,942		

All loans individually measured for impairment are classified as substandard at September 30, 2015 and December 31, 2014.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

At September 30, 2015 and December 31, 2014, the Company had outstanding credit facilities of approximately \$418.5 million and \$619.0 million, respectively, granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities. A substantial portion of the Company's credit exposure to Puerto Rico's government consists of collateralized loans or obligations that have a specific source of income or revenues identified for their repayment. Approximately \$203 million of these loans are general obligations debt of municipalities secured by *ad valorem* taxation, without limitation as to rate or amount, on all taxable property within the issuing municipalities. The good faith, credit and unlimited taxing power of each issuing municipality are pledged for the payment of its general obligations debt.

In addition, some of these obligations consist of senior and subordinated loans to public corporations that obtain revenues from rates charged for services or products, such as the Puerto Rico Electric Power Authority ("PREPA") and the State Insurance Fund Corporation. The Commonwealth's instrumentalities or public corporations have varying degrees of independence from the central government. Some instrumentalities or public corporations that provide essential or important government services, such as the University of Puerto Rico, the Puerto Rico Medical Services Administration and the Puerto Rico Metropolitan Bus Authority, are supported by the Commonwealth through budget appropriations, while others, such as PREPA, are owed substantial amounts for utility services rendered to the Commonwealth.

At September 30, 2015, we had approximately \$215.6 million of credit facilities to central government and public corporations of the Commonwealth, including:

- PREPA with an outstanding balance of \$193.9 million; and
- The Puerto Rico Housing Finance Authority with an outstanding balance of \$20.9 million to be repaid from abandoned or unclaimed funds at financial institutions that revert to the government under a Puerto Rico escheat law.

The outstanding balance of credit facilities to public corporations decreased during the second quarter as a result of a repayment in full of a \$75 million loan by the Puerto Rico Aqueduct and Sewer Authority and in the third quarter as a result of a repayment in full of a \$78 million loan by the State Insurance Fund Corporation.

Oriental Bank is part of a four bank syndicate providing a \$550 million revolving line of credit to finance the purchase of fuel for PREPA's day-to-day power generation activities. Our participation in the line of credit has an unpaid principal balance of \$193.9 million as of September 30, 2015. As part of the bank syndicate, the Bank entered into a forbearance agreement with PREPA, which was extended several times until the execution of a Restructuring Support Agreement on November 5, 2015 with PREPA and certain other creditors. The Restructuring Support Agreement provides for the restructuring of the fuel line of credit subject to the accomplishment of several milestones, including some milestones that depend on the actions of third parties to the agreement, such as the negotiation of agreements

with other creditors and legislative action. The Company has classified the credit facility to PREPA as substandard and on non-accrual status. The Company conducted an impairment analysis considering the probability of collection of principal and interest, which included a financial model to project the future liquidity status of PREPA under various scenarios and its capacity to service its financial obligations, and concluded that PREPA had sufficient cash flows for the repayment of the line of credit. Despite the Company's analysis showing PREPA's capacity to repay the line of credit, the Company placed its participation in non-accrual and recorded a \$24 million provision during the first quarter of 2015. Since April 1, 2015, interest payments have been applied to principal. At September 30, 2015, the specific allowance for PREPA amounted to \$23.4 million.

PREPA's enabling act provides for local receivership upon request to any Puerto Rico court of competent jurisdiction in the event of a default in debt-service payments or other obligations in connection with PREPA's bonds. The receiver so appointed would be empowered, directly or through its agents and attorneys, to take possession of the undertakings, income and revenues pledged to the payment of the bonds in default; to have, hold, use, operate, manage and control the same; and to exercise all of PREPA's rights and powers with respect to such undertakings. However, any such receiver would not have the power to sell, assign, mortgage or otherwise dispose of PREPA's assets, and its powers would be limited to the operation and maintenance of such undertakings and the collection and application of the income and revenues therefrom. Although the Puerto Rico government is actively seeking the right to bankruptcy relief for some of its public instrumentalities, including PREPA, both through an amendment to the federal bankruptcy code and the enactment of a local debt restructuring law, such efforts have thus far been unsuccessful.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

For residential and consumer loan classes, the Company evaluates credit quality based on the delinquency status of the loan. As of September 30, 2015 and December 31, 2014, and based on the most recent analysis performed, the risk category of gross originated and other loans and acquired BBVAPR loans accounted for under ASC 310-20 not subject to risk rating by class of loans is as follows:

		September 30, 2015 Delinquency												I	Individually			
		Balance														Measured for		
	94,318 154,531		-29 days	30-59 days		(	60-89 days In thousar		90-119 days nds)		120-364 days		65+ lays	Impairment				
Originated and other loan and leases held for investment Mortgage Traditional	<u>s</u>									,								
(by origination year) Up to the year 2002 Years 2003 and 2004 Year 2005 Year 2006	\$	101,863 55,600	\$	52,550 89,211 48,517 65,839	\$	82 364 - 97	\$	2,267 4,723 2,525 2,854	\$	999 1,763 287 1,070	\$	1,083 1,064 1,192 1,708	\$	1,818 2,999 2,208 5,354		782 1,739 871 3,505		
Years 2007, 2008 and 2009 Years 2010, 2011, 201	2	94,318		72,491		281		2,151		1,447		3,926		9,984		4,038		
2013	۷.	154,531		139,927		538		1,248		139		4,007		4,338		4,334		
Years 2014 and 2015				76,111 544,646	1	,362		96 15,864		5,705	1	185 3,165	2	- 26,701		- 15,269		
Non-traditional Loss mitigation program		32,249 100,167 755,128		26,863 16,289 587,798		- 2,479 3,841		1,918 1,530 19,312		375 1,194 7,274	1	1,362 1,723 6,250	3	1,731 1,691 30,123		- 75,261 90,530		
personal loans		515		451		64		-		-		-		-		-		
GNMA's buy-back option program		6,993		-	_	-		-		973	_	3,840	_	2,180		-		
Consumer		762,636		588,249	3	3,905		19,312		8,247	2	20,090	3	32,303		90,530		
Credit cards Overdrafts		21,148 275		20,186 260		436 15		182		123		221		-		-		

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Unsecured personal lines								
of credit	2,184	2,087	31	27	39	-	-	-
Unsecured personal loans	187,826	184,441	1,737	786	835	27	-	-
Cash collateral personal								
loans	16,323	16,047	171	103	-	2	-	-
	227,756	223,021	2,390	1,098	997	250	-	-
Auto and Leasing	647,544	566,993	52,350	19,215	6,668	2,318	-	-
	1,637,936	1,378,263	58,645	39,625	15,912	22,658	32,303	90,530
Acquired loans (accounted								
for under ASC 310-20)								
Consumer								
Credit cards	36,526	34,511	825	422	351	417	-	-
Personal loans	3,248	3,102	89	14	11	32	-	-
	39,774	37,613	914	436	362	449	-	-
Auto	124,120	111,149	9,010	2,921	752	288	-	-
	163,894	148,762	9,924	3,357	1,114	737	-	-
Total	\$ 1,801,830	\$ 1,527,025	\$ 68,569	\$ 42,982	\$ 17,026	\$ 23,395	\$ 32,303	\$ 90,530
39								

# **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

# December 31, 2014 Delinquency

	I	Balance											Me	easured for
	Ou	tstanding	0-	-29 days	30-59 days		60-89 days 1 thousa	(	0-119 days s)	120-364 days	ļ	365+ days	lmp	airment
Originated and other loan and leases held for investment Mortgage Traditional	<u>s</u>					(	- <b>1.</b> 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.							
(by origination year) Up to the year 2002 Years 2003 and 2004 Year 2005 Year 2006 Years 2007, 2008	\$	65,744 109,669 60,472 85,550	\$	53,432 86,941 49,275 65,113	\$ 3,963 10,391 3,824 5,263		3,083 4,362 2,205 2,967	\$	1,044 1,657 389 1,242	\$ 1,360 3,213 1,673 2,80	5 3	1,975 1,330 1,893 4,624		887 1,773 1,213 3,540
and 2009 Years 2010, 2011, 201	2	93,489		76,246	4,230		1,809		337	3,986	5	2,813		4,068
2013 Year 2014		162,316 42,108 619,348		148,832 41,818 521,657	2,698 290 30,659		2,490 - 16,916		938 - 5,607	1,39°	-	1,296 - 13,931		4,665 - 16,146
Non-traditional Loss mitigation program		36,200 93,443 748,991		30,916 10,882 563,455	1,477 995 33,131		584 1,123 18,623		478 802 6,887	600 403 15,43	) 5	2,096 1,246 17,273		49 77,990 94,185
Home equity secured		·		·	·		·		·	•		·		
personal loans GNMA's buy-back		517		517	-		-		- 6 416	20.72	-	15 000		-
option program		42,243 <b>791,751</b>		563,972	33,131		18,623		6,416 <b>13,303</b>	20,729 <b>36,16</b> 0		15,098 <b>32,371</b>		94,185
Consumer		·		·	·		·					·		
Credit cards		19,071		18,198	360		139		171	203	3	-		-
Overdrafts		307		287	20		-		-		-	-		-
Unsecured personal lines of credit		2,200		1,970	102		25		38	62	2	3		-
Unsecured personal loans Cash collateral personal	3	147,939		144,696	1,822		743		623	5:		-		-
loans		17,243 <b>186,760</b>		16,920 <b>182,071</b>	275 <b>2,579</b>		39 <b>946</b>		9 <b>841</b>	320	- n	3		-
Auto and Leasing		575,582		503,588	47,658		16,916		5,196	2,22		-		-

Individually

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	1,554,093	1,249,631	83,368	36,485	19,340	38,710	32,374	94,185
Acquired loans (accounted								
<u>for under ASC 310-20)</u>								
Consumer								
Credit cards	41,848	38,419	1,376	654	589	810	-	-
Personal loans	3,496	3,221	151	47	39	38	-	-
	45,344	41,640	1,527	701	628	848	-	-
Auto	184,782	169,064	11,003	3,453	767	495	-	-
	230,126	210,704	12,530	4,154	1,395	1,343	-	_
Total	\$ 1,784,219	\$ 1,460,335	\$ 95,898	\$ 40,639	\$ 20,735	\$ 40,053	\$ 32,374	\$ 94,185
40								

# **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

# NOTE 5 – ALLOWANCE FOR LOAN AND LEASE LOSSES

The composition of the Company's allowance for loan and lease losses at September 30, 2015 and December 31, 2014 was as follows:

	Se	ptember 30, 2015	De	ecember 31, 2014
		(In tho	usands	)
Allowance for loans and lease losses on non-acquired loans:				
Originated and other loans and leases held for investment:				
Mortgage	\$	17,292	\$	19,679
Commercial		35,524		8,432
Consumer		10,816		9,072
Auto and leasing		16,674		14,255
Unallocated		45		1
Total allowance for originated and other loans and lease losses		80,351		51,439
Acquired loans:				
Acquired BBVAPR loans:				
Accounted for under ASC 310-20 (Loans with revolving feature				
and/or				
acquired at a premium)				
Commercial		22		65
Consumer		3,057		1,211
Auto		2,394		3,321
		5,473		4,597
Accounted for under ASC 310-30 (Loans acquired with				
deteriorated				
credit quality, including those by analogy)				
Mortgage		473		-
Commercial		16,567		13,476
Consumer		84		5
Auto		2,862		-
		19,986		13,481
Total allowance for acquired BBVAPR loans and lease losses		105,810		69,517
Acquired Eurobank loans:				
Loans secured by 1-4 family residential properties		32,685		15,522
Commercial and other construction		57,280		48,334
Consumer		367		389
Total allowance for acquired Eurobank loan and lease losses		90,332		64,245
Total allowance for loan and lease losses	\$	196,142	\$	133,762

The Company maintains an allowance for loan and lease losses at a level that management considers adequate to provide for probable losses based upon an evaluation of known and inherent risks. The Company's allowance for loan and lease losses policy provides for a detailed quarterly analysis of probable losses. The analysis includes a review of historical loan loss experience, value of underlying collateral, current economic conditions, financial condition of borrowers and other pertinent factors. While management uses available information in estimating probable loan losses, future additions to the allowance may be required based on factors beyond the Company's control. We also maintain an allowance for loan losses on acquired loans when: (i) for loans accounted for under ASC 310-30, there is deterioration in credit quality subsequent to acquisition, and (ii) for loans accounted for under ASC 310-20, the inherent losses in the loans exceed the remaining credit discount recorded at the time of acquisition.

As part of the Company's continuous enhancement to the allowance for loan and lease losses methodology, during the quarter ended June 30, 2015 an assessment of the look-back period and historical loss factor was performed for auto and leasing and consumer and commercial loan portfolios. The analysis was based on the trends observed and their relation with the economic cycle as of the period ended June 30, 2015. As a result, for the commercial portfolio, the look-back period was changed to 36 months from the previously determined 12 months. For auto and leasing and consumer, a look back period of 24 months was maintained. In addition, during the quarter ended June 30, 2015, an assessment of environmental factors was performed for commercial, auto, and consumer portfolios. As a result, the environmental factors continue to reflect our assessment of the impact to our portfolio, taking into consideration the

## **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

current evolution of the portfolio and expected impact, due to recent economic developments, changes in values of collateral and delinquencies, among others. These changes in the allowance for loan and lease losses' look-back period and the result of the assessment in economic factors for the commercial, auto, and consumer portfolios are considered a change in accounting estimate as per ASC 250-10 provisions, where adjustments should be made prospectively. No changes were made during the quarter ended September 30, 2015.

#### Allowance for Originated and Other Loan and Lease Losses Held for Investment

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

Quarter Ended September 30, 2015								
	Auto							
Mortga <b>g</b>	and Ur	and Unallocated						
Leasing								
	ands)							
\$ 18,076	\$34,779	\$ 10,464 \$	\$ 15,064	\$ 606	\$			
(1,058)	(828)	(2,471)	(8,510)	-	(			
270	63	186	3,251	-				
4	1,510	2,637	6,869	(561)				
\$ 17,292	\$ 35,524	\$ 10,816	16,674	\$ 45	\$			
	\$ 18,076 (1,058) 270 4	\$ 18,076 \$ 34,779 (1,058) (828) 270 63 4 1,510	### Mortga@commerciabnsumer  ### (In thousand	Mortga@ommerci@bnsumer	Auto Mortga@commerci@bnsumer and Unallocat Leasing (In thousands)  \$ 18,076 \$ 34,779 \$ 10,464 \$ 15,064 \$ 606 (1,058) (828) (2,471) (8,510) - 270 63 186 3,251 - 4 1,510 2,637 6,869 (561)			

Nine-Month Period Ended September 30, 20 Mortgageommerci@bnsumer Auto and Unallocated Leasing (In thousands)

Allowance for loan and lease losses for original	nated and other loans:
--	------------------------

nowance for loan and lease losses for originated and other loans.						
Balance at beginning of period	\$ 19,679 \$	8,432	\$ 9,072 \$	14,255 \$	1 \$	5
Charge-offs	(3,829)	(2,317)	(6,456)	(24,307)	- (	(30
Recoveries	338	372	729	10,060	-	1
Provision (recapture) for originated and other loans and lease losses	1,104	29,037	7,471	16,666	44	5
Balance at end of period	\$ 17,292 \$	35,524	\$ 10,816 \$	16,674 \$	45 \$	8

**September 30, 2015** 

Auto

**MortgageCommercialConsumer** andUnallocatedT Leasing

(In thousands)

# Allowance for loan and lease losses on originated and other loans:

Ending allowance balance attributable

to	loans:

Individually evaluated for impairment	\$ 8,249 <b>\$</b> 26,809 <b>\$</b> - <b>\$</b> - <b>\$</b> - <b>\$</b>
Collectively evaluated for impairment	9,043 8,715 10,816 16,674 45
Total ending allowance balance	<b>\$ 17,292 \$ 35,524 \$ 10,816 \$ 16,674 \$ 45 \$</b>
Loans:	
Individually evaluated for impairment	\$ 90,530 <b>\$</b> 233,114 <b>\$</b> - <b>\$</b> - <b>\$</b> - <b>\$</b> 3
Collectively evaluated for impairment	672,106 1,156,239 227,756 647,544 - 2,7
Total ending loan balance	\$762,636 \$1,389,353 \$227,756 \$647,544 \$ - \$3,0

## **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

		_						
		Quarter E	nded Sep	•	30, 2014			
	Mantaga	onoi6	Lacumo	Auto	- all a aata	т		
	Mortgage	ommerc <b>i</b> @	udhsume	r and∪r Leasing		ЦΟ		
			(In thou	_				
Allowance for loan and lease losses for originated and other loans:			(III tiitu	sanus)				
Balance at beginning of period	\$ 19.062	\$ 12,423 \$	\$ 7.887	\$ 11.127	\$139 \$	50		
Charge-offs		(1,081)		(7,393)		(11,		
Recoveries	138	56	66			2		
Provision (recapture) for originated and other loan and lease losses			2,341	7,236		8		
Balance at end of period	,	\$ 9,112 9				50		
		e-Month Po			ember 30 d Unallocat			
	Mortgage	ommerci <b>©</b>	lbnsume	Leasing	Unallocat !	ea		
			(In tho	usands)	,			
Allowance for loan and lease losses for originated and other loans:								
Balance at beginning of period	•	\$ 14,897 5		-	6 \$ 375	\$		
Charge-offs	(3,764)	. , ,		(17,994	*	(		
Recoveries	374	269	457	,				
Provision (recapture) for originated and other loan and lease losses		(4,011)	6,066	,	, ,			
Balance at end of period	\$ 18,872	\$ 9,112 \$	\$ 8,709	\$ 13,40	4 \$ 182	\$		
	December 31, 2014							
I	MortgageCo	mmercial	Consume	Auto er an <b>d</b> U Leasin	nallocate	đо		
		(	In thous		8			
Allowance for loan and lease losses on originated and other loans: Ending allowance balance attributable		,	, <b></b>	<b></b>				
to loans:								
•	\$ 8,968 \$	841	· ·	- \$	- \$ - \$			
Collectively evaluated for impairment	10,711	7,591	9,072			۷.		
8	\$ 19,679 \$	8,432	\$ 9,072	2 \$ 14,2	55 \$1 \$			
Loans:								

During the quarter ended March 31, 2015 the Company placed its \$200 million participation in a line of credit to PREPA on non-accrual status and recorded a \$24.0 million provision for loan and lease losses. Since April 1, 2015, interest payments received have been applied to principal. As of September 30, 2015, the specific reserve was

\$ 94,185 \$ 236,270 \$

697,566 1,053,462 186,760 575,582 - 2,51

\$791,751 \$1,289,732 \$186,760 \$575,582 \$ - \$2,84

Individually evaluated for impairment

Collectively evaluated for impairment

**Total ending loan balance** 

- \$ - \$ 33

maintained at \$23.4 million.

## **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Allowance for BBVAPR Acquired Loan Losses

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

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

Quarter Ended September 30, 2015												
		mercial	Consumer A		Auto	<b>Unallocated</b>			Total			
				(In	tho	usands)	)					
Allowance for loan and lease losses												
for acquired BBVAPR loans												
accounted for under ASC 310-20:												
Balance at beginning of period	\$	54	\$	2,616	\$	2,859	\$	-	\$	5,529		
Charge-offs		(22)		(1,103)		(1,150)		-		(2,275)		
Recoveries		7		59		502		-		568		
Provision (recapture) for acquired BBVAPI	2											
loan and lease losses accounted for		(17)		1,485		183		-		1,651		
under ASC 310-20												
Balance at end of period	\$	22	\$	3,057	\$	2,394	\$	-	\$	5,473		

	Nine-Month Period Ended September 30, 2015											
	Comn	nercial	Co	nsumer	-		Unallo	cated	]	otal		
Allowance for loan and lease losses				(Iı	n tho	usands)	1					
for acquired BBVAPR loans												
accounted for under ASC 310-20:												
Balance at beginning of period	\$	65	\$	1,211	\$	3,321	\$	-	\$	4,597		
Charge-offs		(38)		(3,789)		(3,454)	ı	-		(7,281)		
Recoveries		24		622		1,574		-		2,220		
Provision (recapture) for acquired BBVAPF	}	(29)		5,013		953		-		5,937		

loan and lease losses accounted for

under ASC 310-20

Balance at end of period \$ 22 \$ 3,057 \$ 2,394 \$ - \$ 5,473

# **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

				Se	pteml	oer 30, 201	5		
	Con	nmercial	Co	nsumer	•	Auto		ocated	Total
					(In th	ousands)			
Allowance for loan and lease losses									
for acquired BBVAPR loans									
accounted for under ASC 310-20: Ending allowance balance attributable									
to loans:									
Collectively evaluated for impairment	\$	22	\$	3,057	\$	2,394	\$	-	\$ 5,473
Total ending allowance balance	\$	22	\$	3,057	\$	2,394	\$	-	\$ 5,473
Loans:									
Individually evaluated for impairment	\$	485	\$	-	\$	-	\$	-	\$ 485
Collectively evaluated for impairment		7,251		39,774		124,120		_	171,145
Total ending loan balance	\$	7,736	\$	39,774	\$	124,120	\$	-	\$ 171,630
Allowance for loan and lease losses for acquired BBVAPR loans	Con	nmercial		nsumer		September Auto ousands)		ocated	Total
accounted for under ASC 310-20:									
Balance at beginning of period	\$	464	\$	338	\$	2,642	\$	-	\$ 3,444
Charge-offs		(228)		(1,432)		(1,748)		_	(3,408)
Recoveries		35		139		519		_	693
Provision (recapture) for acquired									
loan and lease losses accounted for		(1)		1,986		1,746		-	3,731
under ASC 310-20									
Balance at end of period	\$	270	\$	1,031	\$	3,159	\$	-	\$ 4,460
	Com	Nii mercial		Ionth Pei sumer		nded Septe Auto	ember Unallo	,	Total

(In thousands)

Allowance for loan and lease losses

for acquired BBVAPR loans

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accounted:	for	under	<b>ASC</b>	310-20:
------------	-----	-------	------------	---------

accounted for under 7150 510 20.					
Balance at beginning of period	\$ 926	\$ -	\$ 1,428	\$ -	\$ 2,354
Charge-offs	(512)	(5,442)	(4,414)	-	(10,368)
Recoveries	65	363	1,504	-	1,932
Provision (recapture) for acquired					
loan and lease losses accounted for	(209)	6,110	4,641	-	10,542
under ASC 310-20 <b>Balance at end of period</b>	\$ 270	\$ 1,031	\$ 3,159	\$ _	\$ 4,460

## **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	<b>December 31, 2014</b>											
	Commercial	Co	onsumer		Auto	Unal	located	l	Total			
			()	In th	ousands)							
Allowance for loan and lease losses												
for acquired BBVAPR loans												
accounted for under ASC 310-20: Ending allowance balance attributable												
to loans:												
Collectively evaluated for impairment	\$ 65	\$	1,211	\$	3,321	\$	-	\$	4,597			
Total ending allowance balance	<b>\$</b> 65	\$	1,211	\$	3,321	\$	-	\$	4,597			
Loans:												
Individually evaluated for impairment	\$ 672	\$	_	\$	_	\$	-	\$	672			
Collectively evaluated for impairment	12,003		45,344		184,782		-		242,129			
Total ending loan balance	\$ 12,675	\$	45,344	\$	184,782	\$	-	\$	242,801			

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

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

	Mort	Quarter Ended September 30, 2015 gage Commercial Consumer Auto (In thousands)								Total			
Allowance for loan and lease losses													
for acquired BBVAPR loans													
accounted for under ASC 310-30:													
	\$	473	\$	14,940	\$	84	\$	2,862	\$	18,359			
Provision (recapture) for acquired													
BBVAPR loans and lease losses accounted for under ASC 310-30		-		5,979		-		-		5,979			
Loan pools fully charged-off		-		(4,352)		-		-		(4,352)			
Balance at end of period	\$	473	\$	16,567	\$	84	\$	2,862	\$	19,986			

Commercial

Mortgage

Nine-Month Period Ended September 30, 2015

(In thousands)

Auto

Consumer

Allowance for loan and lease losses for acquired BBVAPR loans

**Total** 

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accounted for under ASC 310-30: Balance at beginning of period	\$ -	\$ 13,476	\$ 5	\$ -	\$ 13,481
Provision (recapture) for acquired					
BBVAPR loans and lease losses					
accounted for under ASC 310-30	473	7,443	79	2,862	10,857
Loan pools fully charged-off	-	(4,352)	-	-	(4,352)
Balance at end of period	\$ 473	\$ 16,567	\$ 84	\$ 2,862	\$ 19,986
46					

# **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Quarter Ended Sept 2014 Mo <b>Cigagn</b> er <b>Clo</b> hsum (In thousands)
\$- \$6,216 \$62 \$
- 3,899 (57) <b>\$- \$10,115 \$5</b>
Nine-Month Period I September 30, 2014 Mo <b>Cigagn</b> er <b>Go</b> hsum (In thousands)
,
\$- \$1,713   \$418   \$
- 8,402 (413)
\$- \$10,115 \$5

# **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Allowance for Acquired Eurobank Loan Losses

The changes in the allowance for loan and lease losses on acquired Eurobank loans for the quarters and nine-month periods ended September 30, 2015 and 2014 were as follows:

	Quarter Ended September 30, 2015 Loans Secured by 1-4 Family Residential Properticommerciabnsumersing Total
Allowance for laan and loose losses for acquired Eurobank loons	(In thousands)
Allowance for loan and lease losses for acquired Eurobank loans: Balance at beginning of period	\$17,593 \$ 53,470 \$ 389 \$- \$ 71,452
Provision for acquired Eurobank loans and lease losses, net	15,813 17,398 279 - 33,490
Loan pools fully charged-off	(721) (13,588) (301) - (14,610)
Balance at end of period	\$32,685 \$ 57,280 \$ 367 \$- \$ 90,332
	Nine-Month Period Ended September 30, 2015 Loans
	Loans Secured
	by 1-4
	Family
	Residential
	ProperticSommerciabnsumensing Total
	(In thousands)
Allowance for loan and lease losses for acquired Eurobank loans:	
Balance at beginning of period	\$15,522 \$ 48,334 \$ 389 \$- \$ 64,245
Provision for acquired Eurobank loans and lease losses, net	17,779 \$ 20,136 279 - 38,194
Loan pools fully charged-off	(721) (13,588) (301) - (14,610)
FDIC shared-loss portion of provision for loan and lease losses, net	
Balance at end of period	\$32,685 \$ 57,280 \$ 367 \$- \$ 90,332
48	

## **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Mortgageommer@ahsuheasinglotal					
	(In thousands)					
Allowance for loan and lease losses for acquired Eurobank loans:						
Balance at beginning of period	\$14,924 \$43,976 \$ 615 \$- \$59,515					
Provision for (recapture of) acquired Eurobank loans and lease losses, net	(165) 1,461 (181) - 1,115					
FDIC shared-loss portion of provision for loan and lease losses, net	493 1,149 (45) - 1,597					
Balance at end of period	\$15,252 \$46,586 \$ 389 \$- \$62,227					
	Nine-Month Period Ended					

September 30, 2014
Mortga@mmer@insumersingTotal
(In thousands)

Quarter Ended September 30, 2014

# Allowance for loan and lease losses for Eurobank loans:

Balance at beginning of period	\$12,495	\$39,619	\$ 615	\$-	\$52,729
Provision for Eurobank loans and lease losses, net	2,144	2,376	(181)	-	4,339
FDIC shared-loss portion of provision for Eurobank loans and lease losses, net	613	4,591	(45)	-	5,159
Balance at end of period	\$ 15,252	\$46,586	\$ 389	<b>\$-</b>	\$62,227

The FDIC shared-loss portion of provision for (recapture of) acquired Eurobank loans and lease losses, net, represents the credit impairment losses to be covered under the FDIC loss-share agreement which is increasing (decreasing) the FDIC loss-share indemnification asset. The FDIC loss sharing obligations, related to commercial and other-non single family acquired Eurobank loans expired on June 30, 2015. The coverage for the single family residential loans will expire on June 30, 2020. The remaining covered loans are included as part of acquired Eurobank loans under the name "loans secured by 1-4 family residential properties." At September 30, 2015, allowance for loan losses on loans covered by the FDIC shared-loss agreement amounted \$32.7 million and the provision for loan losses for the quarter and nine-month period ended September 30, 2015 was \$15.8 million and \$18.1 million, respectively.

#### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

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

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

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

The following table presents the activity in the FDIC indemnification asset and true-up payment obligation for the quarters and nine-month periods ended September 30, 2015 and 2014:

		Quarter Ended September 30,			Nine-Month Period Ended September 3			
		2015		2014		2015		2014
FDIC indemnification asset:				(In the	usa	anus)		
	\$	22.704	Ф	143,660	Ф	97,378	Φ	189,240
Balance at beginning of period	Ф	22,704	Ф	•		-	Ф	*
Shared-loss agreements reimbursements from the FDIC		-		(12,837)		(17,171)		(31,537)
Shared-loss agreements reimbursements expected from the FDIC		-		-		(20,917)		-
Increase (decrease) in expected credit losses to be								
		-		1,597		2,503		5,159
covered under shared-loss agreements, net								
FDIC indemnification asset expense		(1,215)		(16,059)		(35,948)		(51,180)
Incurred expenses to be reimbursed under shared-loss agreements		1,406		4,258		(2,950)		8,937
Balance at end of period	\$	22,895	\$	120,619	\$	,	\$	120,619
True-up payment obligation:								
Balance at beginning of period	\$	23,577	\$	20,231	\$	21,981	\$	18,510
Change in true-up payment obligation		864		875		2,460		2,596
Balance at end of period	\$	24,441	\$	21,106	\$	24,441	\$	21,106

The FDIC shared- loss expense bears an inverse relationship with a change in the yield of covered loan pools in accordance with ASC 310-30. ASC 310-30 dictates that such pools should be subject to increases in their yield when the present value of the expected cash flows is higher than the pool's carrying balance. When the increases in cash flow expectations are driven by reductions in the expected credit losses, the Bank recognizes that such losses are no longer expected to be collected from the FDIC. Accordingly, the Bank reduces the FDIC indemnification asset by amortizing the reduction in expected collections throughout the remaining life of the underlying pools. This amortization is recognized in the FDIC shared-loss expense.

The underlying factors that caused an increase in the expected cash flows and resulting reduction in projected losses are derived from the pool-level cash flow forecasts. Credit loss assumptions used to develop each pool-level cash flow forecast are based on the behavior of defaults, recoveries and losses of the corresponding pool of covered loans.

## **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The FDIC loss share coverage for the commercial loans and other non-single family loans was in effect until June 30, 2015. The coverage for the single family residential loans will expire on June 30, 2020. Accordingly, the Company amortized the remaining portion of the FDIC indemnification asset attributable to non-single family loans at the close of the second quarter of 2015. At September 30, 2015, the Company had a \$25 million receivable from the FDIC, included in other assets in the unaudited statements of financial condition, corresponding to the loss-share certifications for commercial and other non-single family loans for the second quarter of 2015. At September 30, 2015, the FDIC indemnification asset reflects only the balance for single family residential mortgage loans. Notwithstanding the expiration of loss share coverage of non-single family loans, on July 2, 2015, the Company entered into an agreement with the FDIC pursuant to which the FDIC concurred with a potential sale of a pool of loss share assets covered under the non-single family loss share agreement. Pursuant to such agreement, the FDIC agreed to pay up to \$20 million in loss share coverage with respect to the aggregate loss resulting from any portfolio sale within 120 days of the agreement. This sale was completed on September 28, 2015 and a \$20 million receivable from the FDIC was included in other assets in the unaudited statements of financial condition related to this reimbursement.

The FDIC indemnification asset expense of \$1.2 million and \$35.9 million for the quarter and nine-month period ended September 30, 2015, respectively, decreased when compared to \$16.1 million and \$51.2 million for the same periods in 2014. The decrease during the quarter and nine-month period was principally driven by the expiration of the FDIC loss share coverage for commercial loans and other non-single family loans. During the nine-month periods ended September 30, 2015 and 2014, the amortization expense totaled \$2.3 million and \$594 thousand, respectively, primarily as a result of stepped up cost recoveries on certain construction, commercial, and leasing pools.

Also in connection with the FDIC assisted acquisition, the Bank agreed to make a true-up payment, also known as a clawback liability or clawback provision, to the FDIC on the date that is 45 days following the last day (such day, the "True-Up Measurement Date") of the final shared-loss month, or upon the final disposition of all covered assets under the shared-loss agreements in the event losses thereunder fail to reach expected levels. Under the shared-loss agreements, the Bank will pay to the FDIC 50% of the excess, if any, of: (i) 20% of the Intrinsic Loss Estimate of \$906.0 million (or \$181.2 million) (as determined by the FDIC) less (ii) the sum of: (A) 25% of the asset premium (discount) of (\$227.5 million) (or (\$56.9 million)); plus (B) 25% of the cumulative shared-loss payments (defined as the aggregate of all of the payments made or payable to the Bank minus the aggregate of all of the payments made or payable to the FDIC); plus (C) the sum of the period servicing amounts for every consecutive twelve-month period prior to and ending on the True-Up Measurement Date in respect of each of the shared-loss agreements during which the shared-loss provisions of the applicable shared-loss agreement is in effect (defined as the product of the simple average of the principal amount of shared-loss loans and shared-loss assets at the beginning and end of such period times 1%). The true-up payment represents an estimated liability of \$24.4 million and \$22.0 million, net of discount, as of September 30, 2015 and December 31, 2014, respectively. The estimated liability is included within accrued expenses and other liabilities in the unaudited consolidated statements of financial condition.

The true-up payment obligation, also known as clawback liability, may increase if actual and expected losses decline. The Company measures the true-up payment obligation at fair value. During the quarters and nine-month periods ended September 30, 2015 and 2014 the fair value of the true-up payment obligation increased by \$864 thousand and

\$2.5 million and \$875 thousand and \$2.6 million, respectively. These changes in fair value are included as change in true-up payment obligation within FDIC shared-loss expense, net, in the unaudited consolidated statements of operations.

The following table provides the fair value and the undiscounted amount of the true-up payment obligation at September 30, 2015 and December 31, 2014:

	-	ember 30, 2015	December 31, 2014								
	(In thousands)										
Carrying amount (fair value)	\$	24,441	\$	21,981							
Undiscounted amount	\$	33,385	\$	40,266							
51											

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **NOTE 7 - SERVICING ASSETS**

The Company periodically sells or securitizes mortgage loans while retaining the obligation to perform the servicing of such loans. In addition, the Company may purchase or assume the right to service mortgage loans originated by others. Whenever the Company undertakes an obligation to service a loan, management assesses whether a servicing asset and/or liability should be recognized. A servicing asset is recognized whenever the compensation for servicing is expected to more than adequately compensate the Company for servicing the loans and leases. Likewise, a servicing liability would be recognized in the event that servicing fees to be received are not expected to adequately compensate the Company for its expected cost.

All separately recognized servicing assets are recognized at fair value using the fair value measurement method. Under the fair value measurement method, the Company measures servicing rights at fair value at each reporting date, reports changes in fair value of servicing assets in earnings in the period in which the changes occur, and includes these changes, if any, with mortgage banking activities in the consolidated statements of operations. The fair value of servicing rights is subject to fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

The fair value of servicing rights is estimated by using a cash flow valuation model which calculates the present value of estimated future net servicing cash flows, taking into consideration actual and expected loan prepayment rates, discount rates, servicing costs, and other economic factors, which are determined based on current market conditions.

At September 30, 2015, the servicing asset amounted to \$6.5 million (\$14.0 million — December 31, 2014) related to mortgage servicing rights.

During the second quarter of 2015, the Company completed the sale of certain servicing assets for approximately \$7.0 million. The Company recognized a loss of \$2.7 million related to this transaction, which is included as other non-interest (loss) income in the unaudited consolidated statements of operations.

The following table presents the changes in servicing rights measured using the fair value method for the quarters and nine-month periods ended September 30, 2015 and 2014:

Quarter Ended September 30,

Nine-Month Period Ended September 30,

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		2015		2014	2015		2014
		(In t	housa	inds)	(In th	nousands)	
Fair value at beginning of year		5,791	\$	13,970 \$	13,992	\$	13,801
Sale of mortgage servicing rights		-		-	(6,985)		-
Servicing from mortgage securitizations or asset transfers		748		554	2,808		1,608
Changes due to payments on loans		(242)		(427)	(974)		(799)
Changes in fair value related to price of MSR's held for sale		-		-	(2,716)		-
Changes in fair value due to changes in valuation model							
inputs or assumptions							
		166		(111)	338		(624)
Fair value at end of year	\$	6,463	\$	13,986 \$	6,463	\$	13,986

The following table presents key economic assumption ranges used in measuring the mortgage-related servicing asset fair value for nine-month periods ended September 30, 2015 and 2014:

	Nine-Month Period Endo	Nine-Month Period Ended September 30,				
	2015	2014				
Constant prepayment rate	5.49% - 10.58%	5.60% - 10.08%				
Discount rate	10.00% - 12.00%	10.00% - 12.00%				
52						

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The sensitivity of the current fair value of servicing assets to immediate 10 percent and 20 percent adverse changes in the above key assumptions were as follows:

	September 30, 2015 (In thousands)				
Mortgage-related servicing asset	,	,			
Carrying value of mortgage servicing asset	\$	6,463			
Constant prepayment rate					
Decrease in fair value due to 10% adverse change	\$	(183)			
Decrease in fair value due to 20% adverse change	\$	(356)			
Discount rate					
Decrease in fair value due to 10% adverse change	\$	(256)			
Decrease in fair value due to 20% adverse change	\$	(493)			

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a 10 percent variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption.

Changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which may magnify or offset the sensitivities. Mortgage banking activities, a component of total banking and financial service revenue in the consolidated statements of operations, include the changes from period to period in the fair value of the mortgage loan servicing rights, which may result from changes in the valuation model inputs or assumptions (principally reflecting changes in discount rates and prepayment speed assumptions) and other changes, including changes due to collection/realization of expected cash flows.

Servicing fee income is based on a contractual percentage of the outstanding principal balance and is recorded as income when earned. Servicing fees on mortgage loans for the quarter and nine-month period ended September 30, 2015 totaled \$374 thousand and \$705 thousand, respectively. Servicing fees on mortgage loans for the quarter and nine-month period ended September 30, 2014 totaled \$190 thousand and \$341 thousand, respectively.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### NOTE 8 — DERIVATIVES

The following table presents the Company's derivative assets and liabilities at September 30, 2015 and December 31, 2014:

	September 30, 2015		December 31, 2014		
		(In the	nousands)		
Derivative assets:					
Options tied to S&P 500 Index	\$	1,115	\$	5,555	
Interest rate swaps not designated as hedges		2,139		2,399	
Interest rate caps		36		152	
Other		-		1	
	\$	3,290	\$	8,107	
Derivative liabilities:					
Interest rate swaps designated as cash flow hedges		6,395		8,585	
Interest rate swaps not designated as hedges		2,139		2,399	
Interest rate caps		36		152	
Other		52		85	
	\$	8,622	\$	11,221	

## **Interest Rate Swaps**

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

## **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table shows a summary of these swaps and their terms at September 30, 2015:

Туре			Fixed Rate	Variable Rate Index	Trade Date	Settlement Date	Maturity Date
<b>Interest Rate Swaps</b>	\$	25,000	2.4400%	1-Month LIBOR	05/05/11	05/04/12	05/04/16
		25,000	2.6200%	1-Month LIBOR	05/05/11	07/24/12	07/24/16
		25,000	2.6400%	1-Month LIBOR	05/05/11	07/30/12	07/30/16
		50,000	2.6600%	1-Month LIBOR	05/05/11	08/10/12	08/10/16
		100,000	2.6800%	1-Month LIBOR	05/05/11	08/16/12	08/16/16
		38,322	2.4200%	1-Month LIBOR	07/03/13	07/03/13	08/01/23
	\$	263,322					

An accumulated unrealized loss of \$6.4 million and \$8.6 million was recognized in accumulated other comprehensive income (loss) related to the valuation of these swaps at September 30, 2015 and December 31, 2014, respectively, and the related liability is being reflected in the accompanying unaudited consolidated statements of financial condition.

For September 30, 2015 and December 31, 2014, interest rate swaps not designated as hedging instruments that were offered to clients represented an asset of \$2.1 million and \$2.4 million, respectively, and were included as part of derivative assets in the unaudited consolidated statements of financial position. The credit risk to these clients stemming from these derivatives, if any, is not material. At September 30, 2015 and December 31, 2014, interest rate swaps not designated as hedging instruments that are the mirror-images of the derivatives offered to clients represented a liability of \$2.1 million and \$2.4 million, respectively, and were included as part of derivative liabilities in the unaudited consolidated statements of financial condition.

The following table shows a summary of these interest rate swaps not designated as hedging instruments and their terms at September 30, 2015:

Туре	Notional Amount (In	_	Variable Rate Index	Settlement Date	Maturity Date
	thousands	)			
<b>Interest Rate Swaps - Derivatives Offered to Clients</b>	\$ 3,819	5.1300%	1-Month LIBOR	07/03/06	07/03/16
1			1-Month LIBOR		04/11/19
	\$ 16,319				
Interest Rate Swaps - Mirror Image Derivatives	\$ 3,819	5.1300%	1-Month LIBOR	07/03/06	07/03/16

12,500 5.5100% 1-Month LIBOR 04/11/09 04/11/19 **\$ 16,319** 

#### **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

## Options Tied to Standard & Poor's 500 Stock Market Index

The Company has offered its customers certificates of deposit with an option tied to the performance of the S&P 500 Index. The Company uses option agreements with major broker-dealers to manage its exposure to changes in this index. Under the terms of the option agreements, the Company receives the average increase in the month-end value of the index in exchange for a fixed premium. The changes in fair value of the option agreements used to manage the exposure in the stock market in the certificates of deposit are recorded in earnings. At September 30, 2015 and December 31, 2014, the purchased options used to manage exposure to the S&P 500 Index on stock indexed deposits represented an asset of \$1.1 million (notional amount of \$3.4 million) and \$5.6 million (notional amount of \$10.7 million), respectively, and the options sold to customers embedded in the certificates of deposit and recorded as deposits in the unaudited consolidated statements of financial condition, represented a liability of \$1.0 million (notional amount of \$3.2 million) and \$5.5 million (notional amount of \$10.5 million), respectively.

## Interest Rate Caps

The Company has entered into interest rate cap transactions with various clients with floating-rate debt who wish to protect their financial results against increases in interest rates. In these cases, the Company simultaneously enters into mirror-image interest rate cap transactions with financial counterparties. None of these cap transactions qualify for hedge accounting, and therefore, they are marked to market through earnings. For both September 30, 2015 and December 31, 2014, the outstanding total notional amount of interest rate caps was \$109.9 million. At September 30, 2015 and December 31, 2014, the interest rate caps sold to clients represented a liability of \$36 thousand and \$152 thousand, respectively, and were included as part of derivative liabilities in the unaudited consolidated statements of financial condition. At September 30, 2015 and December 31, 2014, the interest rate caps purchased as mirror-images represented an asset of \$36 thousand and \$152 thousand, respectively, and were included as part of derivative assets in the unaudited consolidated statements of financial condition.

## NOTE 9 — ACCRUED INTEREST RECEIVABLE AND OTHER ASSETS

Accrued interest receivable at September 30, 2015 and December 31, 2014 consists of the following:

	September 30, 2015			December 31, 2014		
		(In thousands)				
Loans, excluding loans accounted for under ASC 310-30	\$	13,953	\$	17,005		
Investments		4,672		4,340		

**\$** 18,625 **\$** 21,345

Other assets at September 30, 2015 and December 31, 2014 consist of the following:

	September 30, 2015		December 31, 2014
	(In tho	usand	$\mathbf{s}$ )
FDIC receivable	\$ 44,849	\$	14,974
Prepaid expenses	14,151		16,018
Receivable from sale of non-performing loans and foreclosed real estate	12,989		-
Other repossessed assets	8,948		21,800
Core deposit and customer relationship intangibles	8,314		9,743
Mortgage tax credits	6,277		6,277
Investment in Statutory Trust	1,083		1,083
Accounts receivable and other assets	44,433		38,830
	\$ 141,044	\$	108,725
56			

# **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

At September 30, 2015, the FDIC receivable included a \$24.9 million receivable corresponding to the FDIC loss-share certification from the second quarter of 2015 for non-single family residential loans, as the loss share period on these loans was in effect until June 30, 2015. In addition, the FDIC receivable included \$20.0 million corresponding to FDIC shared-loss portion of losses in the sale of certain covered non-performing commercial loans during the quarter ended September 30, 2015 as part of an agreement made with the FDIC in July 2015. At December 31, 2014, the FDIC receivable included a \$15.0 million receivable corresponding to the FDIC loss-share certification from the third quarter of 2014 that was received in January 2015.

At September 30, 2015, the Company had a \$13.0 million receivable related to the bulk sale of non-performing covered and non-covered commercial loans and foreclosed real estate during the quarter ended September 30, 2015.

Prepaid expenses amounting to \$14.2 million and \$16.0 million at September 30, 2015 and December 31, 2014, respectively, include prepaid municipal, property and income taxes aggregating to \$9.3 million and \$9.6 million, respectively.

In connection with the FDIC-assisted acquisition and the BBVAPR Acquisition, the Company recorded a core deposit intangible representing the value of checking and savings deposits acquired. At September 30, 2015 and December 31, 2014, this core deposit intangible amounted to \$5.6 million and \$6.5 million, respectively. In addition, the Company recorded a customer relationship intangible amounting to \$5.0 million representing the value of customer relationships acquired with the acquisition of the securities broker-dealer and insurance agency in the BBVAPR Acquisition as of December 31, 2012. At September 30, 2015 and December 31, 2014, this customer relationship intangible amounted to \$2.7 million and \$3.3 million, respectively.

Other repossessed assets totaled \$8.9 million and \$21.8 million at September 30, 2015 and December 31, 2014, respectively, include repossessed automobiles amounting to \$8.3 million and \$20.7 million, respectively, which are recorded at their net realizable value.

At both September 30, 2015 and December 31, 2014, tax credits for the Company totaled \$6.3 million. These tax credits do not have an expiration date.

## **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

## NOTE 10— DEPOSITS AND RELATED INTEREST

Total deposits, including related accrued interest payable, as of September 30, 2015 and December 31, 2014 consist of the following:

	Sej	otember 30, 2015	December 31, 2014				
	(In thousands)						
Non-interest bearing demand deposits	\$	792,110	\$	745,570			
Interest-bearing savings and demand deposits		2,330,018		2,544,664			
Individual retirement accounts		272,276		302,622			
Retail certificates of deposit		456,320		452,150			
Institutional certificates of deposit		213,224		260,090			
Total core deposits		4,063,948		4,305,096			
Brokered deposits		653,126		619,310			
Total deposits	\$	4,717,074	\$	4,924,406			

Brokered deposits include \$577.6 million in certificates of deposits and \$75.5 million in money market accounts at September 30, 2015, and \$526.2 million in certificates of deposits and \$93.1 million in money market accounts at December 31, 2014.

The weighted average interest rate of the Company's deposits was 0.56% at September 30, 2015 and 0.66% at December 31, 2014. Interest expense for the quarters and nine-month periods ended September 30, 2015 and 2014 was as follows:

				Ni	ine-Month Period	Ende	d September	
	Quarter Ended September 30,				30,			
	2015		2014		2015		2014	
	(In thousands)			(In thousands)				
Demand and savings deposits	\$ 2,987	\$	4,003	\$	9,469	\$	13,834	
Certificates of deposit	3,664		3,658		10,890		11,970	
	\$ 6,651	\$	7,661	\$	20,359	\$	25,804	

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

At September 30, 2015 and December 31, 2014, demand and interest-bearing deposits and certificates of deposit included deposits of Puerto Rico Cash & Money Market Fund, Inc., which amounted to \$102.8 million and \$96.8 million, respectively, with a weighted average rate of 0.77% and 0.78%, and were collateralized with investment securities with a fair value of \$83.2 million and \$76.3 million, respectively.

At September 30, 2015 and December 31, 2014, time deposits in denominations of \$100 thousand or higher, excluding accrued interest and unamortized discounts, amounted to \$574.4 million and \$608.1 million, respectively. Such amounts include public fund time deposits from various Puerto Rico government municipalities, agencies, and corporations of \$9.8 million at a weighted average rate of 0.52% at September 30, 2015, and \$6.9 million at a weighted average rate of 0.50% at December 31, 2014.

At September 30, 2015 and December 31, 2014, total public fund deposits from various Puerto Rico government municipalities, agencies, and corporations amounted to \$175.0 million and \$318.5 million, respectively. These public funds were collateralized with commercial loans amounting to \$411.4 million and \$414.5 million at September 30, 2015 and December 31, 2014, respectively.

Excluding equity indexed options in the amount of \$1.0 million, which are used by the Company to manage its exposure to the S&P 500 Index, and also excluding accrued interest of \$1.1 million and unamortized deposit discount in the amount of \$381 thousand, the scheduled maturities of certificates of deposit at September 30, 2015 are as follows:

	September 30, 2015 (In thousands)			
Within one year:				
Three (3) months or less	\$	207,581		
Over 3 months through 1 year		738,878		
		946,459		
Over 1 through 2 years		396,619		
Over 2 through 3 years		113,719		
Over 3 through 4 years		13,027		
Over 4 through 5 years		47,020		
	\$	1,516,844		

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

The aggregate amount of overdrafts in demand deposit accounts that were reclassified to loans amounted to \$682 thousand and \$845 thousand as of September 30, 2015 and December 31, 2014, respectively.

## **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

## NOTE 11 — BORROWINGS AND RELATED INTEREST

#### Securities Sold under Agreements to Repurchase

At September 30, 2015, securities underlying agreements to repurchase were delivered to, and are being held by, the counterparties with whom the repurchase agreements were transacted. The counterparties have agreed to resell to the Company the same or similar securities at the maturity of these agreements.

At September 30, 2015 and December 31, 2014, securities sold under agreements to repurchase (classified by counterparty), excluding accrued interest in the amount of \$2.1 million and \$2.3 million, respectively, were as follows:

		September 30,				December 31,			
		20	15			2014			
				Fair Value of				Fair Value of	
		Borrowing Balance		Borrowing Underlying				Underlying	
				Collateral		Balance	Collateral		
			(In thousands)						
JP Morgan Chase Bank NA		328,532		354,353		307,816		328,198	
Credit Suisse Securities (USA) LLC		670,000		745,025		670,000		760,327	
Total	\$	998,532	\$	1,099,378	\$	977,816	\$	1,088,525	

The following table shows a summary of the Company's repurchase agreements and their terms, excluding accrued interest in the amount of \$2.1 million, at September 30, 2015:

Year of Maturity		Borrowing Balance (In thousands)	Weighted- Average Coupon	Settlement Date	Maturity Date
2015	\$	57,400 31,132	0.500% 0.470%	8/20/2015 9/22/2015	10/1/2015 10/22/2015
2016		170,000 240,000	1.500% 0.950%	12/6/2012 12/10/2012	12/8/2016 9/30/2016

2017	\$ 500,000 <b>998,532</b>	4.780% <b>2.921%</b>	3/2/2007	3/2/2017
60				

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the repurchase liability associated with the repurchase agreement transactions (excluding accrued interest) by maturity. Also, it includes the carrying value and approximate market value of collateral (excluding accrued interest) at September 30, 2015 and December 31, 2014. The information excludes repurchase agreement transactions which were collateralized with cash.

# September 30, 2015 Market Value of Underlying Collateral

	ŀ	Repurchase Liability	Weighted Average Rate	C	NMA and FHLMC Certificates Ollars in thousa	GNMA ertificates	Total
Less than 90 days		88,532	0.49%		95,023	-	95,023
Over 90 days		910,000	3.16%		1,001,926	2,429	1,004,355
Total	\$	998,532	2.92%	\$	1,096,949	\$ 2,429	\$ 1,099,378

# December 31, 2014 Market Value of Underlying Collateral

	Repurchase Liability	Weighted Average Rate	C	NMA and FHLMC Certificates Illars in thousa	Cei	SNMA rtificates	Total		
Less than 90 days Over 90 days	\$ 52,816 925,000	0.39% 2.83%	\$	56,066 1,031,206	\$	1,253	\$	56,066 1,032,459	
Total	\$ 977,816	2.89%	\$	1,087,272	\$	1,253	\$	1,088,525	

### Advances from the Federal Home Loan Bank of New York

Advances are received from the Federal Home Loan Bank of New York (the "FHLB-NY") under an agreement whereby the Company is required to maintain a minimum amount of qualifying collateral with a fair value of at least 110% of the outstanding advances. At September 30, 2015 and December 31, 2014, these advances were secured by mortgage and commercial loans amounting to \$1.1 billion and \$1.2 billion, respectively. Also, at September 30, 2015 and December 31, 2014, the Company had an additional borrowing capacity with the FHLB-NY of \$600.4 million and \$606.6 million, respectively. At September 30, 2015 and December 31, 2014, the weighted average remaining maturity of FHLB's advances was 6.9 months and 8.8 months, respectively. The original terms of these advances range between one day and seven years, and the FHLB-NY does not have the right to exercise put options at par on any advances outstanding as of September 30, 2015.

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table shows a summary of these advances and their terms, excluding accrued interest in the amount of \$343 thousand, at September 30, 2015:

	Borrowing	Weighted- Average		Maturity
Year of Maturity	Balance	Coupon	<b>Settlement Date</b>	Date
	(In thousands)			
2015	\$ 25,000	0.47%	9/4/2015	10/5/2015
	50,000	0.48%	9/10/2015	10/13/2015
	100,000	0.53%	9/16/2015	10/16/2015
	25,000	0.44%	9/24/2015	10/26/2015
	25,000	0.40%	9/30/2015	10/30/2015
	38,322	0.41%	9/1/2015	10/1/2015
	263,322			
2017	4,326	1.24%	4/3/2012	4/3/2017
2018	30,000	2.19%	1/16/2013	1/16/2018
	25,000	2.18%	1/16/2013	1/16/2018
	55,000			
2020	9,945	2.59%	7/19/2013	7/20/2020
	\$ 332,593	0.83%		

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

#### Subordinated Capital Notes

Subordinated capital notes amounted to \$102.4 million at September 30, 2015 and \$101.6 million at December 31, 2014.

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

	Reden	nption fund
	(In t	nousands)
Redemption fund - September 30, 2015	\$	60,300
2015		1,675
2016		5,025
	\$	67,000

## Other borrowings

Other borrowings, presented in the unaudited consolidated statements of financial condition amounted to \$1.7 million and \$4.0 million at September 30, 2015 and December 31, 2014, respectively, which mainly consists of unsecured fixed-rate borrowings.

#### **OFG BANCORP**

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### NOTE 12 – OFFSETTING OF FINANCIAL ASSETS AND LIABILITIES

The Company's derivatives are subject to agreements which allow a right of set-off with each respective counterparty. In addition, the Company's securities purchased under agreements to resell and securities sold under agreements to repurchase have a right of set-off with the respective counterparty under the supplemental terms of the master repurchase agreements. In an event of default, each party has a right of set-off against the other party for amounts owed in the related agreements and any other amount or obligation owed in respect of any other agreement or transaction between them. Security collateral posted to open and maintain a master netting agreement with a counterparty, in the form of cash and securities, may from time to time be segregated in an account at a third-party custodian pursuant to a an account control agreement.

The following table presents the potential effect of rights of set-off associated with the Company's recognized financial assets and liabilities at September 30, 2015 and December 31, 2014:

			Se	epten	aber 3	0, 2015	Gr					
		_	Gross Amoun Offset the	its in	Am A	Net nount of Assets esented		Financia				
	Gross Amount		Stateme of	ent	Sta	in itement			Cas	sh		
	Red	of Recognized Assets		ial	of Financial		Financial		Collateral		Net	
				on	Co	ndition (In thou	Instruments		Received		Ar	nount
Derivatives	\$	3,290	\$	-	\$	3,290	\$	2,016	\$	-	\$	1,274

	Decen	nber 31, 2014	
			Gross Amounts Not Offset in the Statement of Financial Condition
	Gross Amounts Offset in the	Net amount of Assets Presented	
Gross Amount	Statement of	in Statement	Cash

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Re		of cognized Assets	Financial Condition		inancial ndition	Financial Instruments		Colla Rece		Net Amount		
Derivatives	\$	8,107	\$	-	\$ (In thou 8,107	sands \$	•	\$	-	\$	6,101	
63												

### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

# **September 30, 2015**

Gross Amounts Not Offset in the Statement of Financial Condition

	Condition														
					N	et Amount of									
			Gross Amounts Offset in the		Liabilities Presented										
		Gross Amount		Statement of		in Statement		Cash							
	R	of ecognized	Financial		of Financial		Financial		Co	llateral		Net			
		Liabilities	Conc	lition	(	Condition	Instruments		Pr	ovided	Amount				
								(In thou	sands	s)					
Derivatives Securities sold under agreements	\$	9,663	\$	-	\$	9,663	\$	-	\$	2,980	\$	6,683			
to repurchase		998,532		_		998,532		1,099,378		_		(100,846)			
Total	\$	1,008,195	\$	-	\$	1,008,195	\$	1,099,378	\$	2,980	\$	(94,163)			

# **December 31, 2014**

Gross Amounts Not Offset in the Statement of Financial Condition

					Net	t Amount of						
				Gross Amounts		iabilities						
		Amount		Offset in the Statement of		Presented in Statement						
								Cash				
	Rec	of cognized	Financial Condition		of Financial Condition		Financial		Co	llateral	Net	
		abilities						struments	Pr	ovided	Amount	
						(In tho	usar	ids)				
Derivatives Securities sold under agreements	\$	16,698	\$	-	\$	16,698	\$	-	\$	2,980	\$	13,718
to repurchase		977,816		_		977,816		1,088,525		_		(110,709)
Total	\$	994,514	\$	-	\$	994,514	\$	1,088,525	\$	2,980	\$	(96,991)

## NOTE 13 — RELATED PARTY TRANSACTIONS

The Bank grants loans to its directors, executive officers and to certain related individuals or organizations in the ordinary course of business. These loans are offered at the same terms as loans to unrelated third parties. The activity and balance of these loans for the quarters and the nine-month periods ended September 30, 2015 and 2014 was as follows:

	Ç	Quarter Ended	Septe		ne-Month Period 3	l Ende 0,	d September		
		2015		2014	2015		2014		
		(In thou	sands	)	(In tho	usands	ıds)		
Balance at the beginning of period	\$	33,318	\$	24,151\$	27,011	\$	18,963		
New loans and disbursements		5,866		319	13,489		14,166		
Repayments		(7,450)		1,174	(8,766)		(7,485)		
Balance at the end of period	\$	31,734	\$	25,644\$	31,734	\$	25,644		
64									

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### NOTE 14 — INCOME TAXES

On May 29, 2015 the Governor signed Act No. 72 of 2015. The main purpose of this Act is to increase government collections in order to alleviate the structural deficit. The most relevant provisions of the Act, as applicable to the Company, for taxable years beginning after December 31, 2014, are as follows: (1) establishes a new definition of "large taxpayers," which require them to file its tax return following a special procedure established by the Secretary of the Treasury, (2) net operating losses carried forward may be deducted up to 70% of the alternative minimum net income for purposes of computing the alternative minimum tax, and (3) net operating losses carried forward may be deducted up to 80% of the net income for purposes of computing the regular corporate income tax.

At September 30, 2015 and December 31, 2014, the Company's net deferred tax asset amounted to \$143.9 million and \$108.7 million, respectively. In assessing the realizability of the deferred tax asset, management considers whether it is more likely than not that some portion or the entire deferred tax asset will not be realized. The ultimate realization of the deferred tax asset is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax asset are deductible, management believes it is more likely than not that the Company will realize the deferred tax asset, net of the existing valuation allowances recorded at September 30, 2015 and December 31, 2014. The amount of the deferred tax asset that is considered realizable could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

At September 30, 2015 and December 31, 2014, Oriental International Bank Inc. ("OIB"), the Bank's international banking entity subsidiary, had \$153 thousand and \$186 thousand, respectively, in income tax effect of unrecognized gain on available-for-sale securities included in other comprehensive income. Following the change in OIB's applicable tax rate from 5% to 0% as a result of a Puerto Rico law adopted in 2011, this remaining tax balance will flow through income as these securities are repaid or sold in future periods. For both quarters ended September 30, 2015 and 2014, \$11 thousand, respectively, related to this residual tax effect from OIB was reclassified from accumulated other comprehensive income (loss) into income tax provision. During the period ended September 30, 2015 and 2014, \$33 thousand and \$158 thousand, respectively, related to this residual tax effect from OIB was reclassified from accumulated other comprehensive income (loss) into income tax provision.

The Company classifies unrecognized tax benefits in income taxes payable. These gross unrecognized tax benefits would affect the effective tax rate if realized. The balance of unrecognized tax benefits at September 30, 2015 and December 31, 2014 was \$2.1 million and \$2.6 million, respectively. The Company had accrued \$122 thousand at September 30, 2015 and \$470 thousand at December 31, 2014 for the payment of interest and penalties relating to unrecognized tax benefits. During this quarter \$200 thousand was released based on negotiations with the IRS.

For the quarter ended September 30, 2015, income tax expense was \$562 thousand compared to \$8.0 million for the same period in 2014. For the nine-month period ended September 30, 2015, income tax expense was \$2.3 million compared to \$30.4 million for the same period in 2014.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

### NOTE 15 — REGULATORY CAPITAL REQUIREMENTS

#### Regulatory Capital Requirements

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by federal and Puerto Rico banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Pursuant to the Dodd-Frank Act, federal banking regulators have adopted new capital rules that became effective January 1, 2015 for the Company and the Bank (subject to certain phase-in periods through January 1, 2019) and that replaced their general risk-based capital rules, advanced approaches rule, market risk rule, and leverage rules. Among other matters, the new capital rules: (i) introduce a new capital measure called "Common Equity Tier 1" ("CET1") and related regulatory capital ratio of CET1 to risk-weighted assets; (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting certain revised requirements; (iii) mandate that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expand the scope of the deductions from and adjustments to capital as compared to prior regulations. The new capital rules prescribe a new standardized approach for risk weightings that expand the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a larger and more risk-sensitive number of categories, depending on the nature of the assets, and resulting in higher risk weights for a variety of asset classes.

Pursuant to the new capital rules, the minimum capital ratios requirements as of January 1, 2015 are as follows:

- 4.5% CET1 to risk-weighted assets;
- 6.0% Tier 1 capital (that is, CET1 plus Additional Tier 1 capital) to risk-weighted assets;
- 8.0% Total capital (that is, Tier 1 capital plus Tier 2 capital) to risk-weighted assets; and
- 4.0% Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the "leverage ratio").

As of September 30, 2015 and December 31, 2014, the Company and the Bank met all capital adequacy requirements to which they are subject. As of September 30, 2015 and December 31, 2014, the Bank is "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," an institution must maintain minimum CET1 risk-based, Tier 1 risk-based, total risk-based, and Tier 1 leverage ratios as set forth in the tables presented below.

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company's and the Bank's actual capital amounts and ratios as of September 30, 2015 and December 31, 2014 are as follows:

	A	Actual Amount Ratio			Iinimum Require Amount	ment		Minimum to be Well Capitalized Amount Rati		
			(	ousand	s)					
Company Ratios										
As of September 30, 2015										
Total capital to risk-weighted assets	\$ 3	847,167	16.96%	\$	399,615	8.00%	\$	499,519	10.00%	
Tier 1 capital to risk-weighted assets	\$ '	782,560	15.67%	\$	299,711	6.00%	\$	399,615	8.00%	
Common equity tier 1 capital to risk-weighted assets	\$ (	601,788	12.05%	\$	224,783	4.50%	\$	324,687	6.50%	
Tier 1 capital to average total assets	\$ '	782,560	10.93%	\$	286,493	4.00%	\$	358,117	5.00%	
As of December 31, 2014										
Total capital to risk-weighted assets	\$ 3	851,437	17.57%	\$	387,772	8.00%	\$	484,715	10.00%	
Tier 1 capital to risk-weighted assets	\$ '	776,525	16.02%	\$	193,886	4.00%	\$	290,829	6.00%	
Tier 1 capital to average total assets	\$ '	776,525	10.61%	\$	292,738	4.00%	\$	365,922	5.00%	

	Actual				Iinimum Require	-		Minimur We Capita	11
	Amount Ratio			A	Amount	Ratio	1	Amount	Ratio
			(	s)					
Bank Ratios									
As of September 30, 2015									
Total capital to risk-weighted assets	\$	811,297	16.28%	\$	398,677	8.00%	\$	498,346	10.00%
Tier 1 capital to risk-weighted assets	\$	746,921	14.99%	\$	299,008	6.00%	\$	398,677	8.00%
Common equity tier 1 capital to risk-weighted assets	\$	746,921	14.99%	\$	224,256	4.50%	\$	323,925	6.50%
Tier 1 capital to average total assets	\$	746,921	10.50%	\$	284,481	4.00%	\$	355,601	5.00%
As of December 31, 2014									
Total capital to risk-weighted assets	\$	820,884	16.99%	\$	386,444	8.00%	\$	483,055	10.00%
Tier 1 capital to risk-weighted assets	\$	746,177	15.45%	\$	193,222	4.00%	\$	289,833	6.00%
Tier 1 capital to average total assets	\$	746,177	10.26%	\$	290,879	4.00%	\$	363,599	5.00%
67									

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **NOTE 16 - STOCKHOLDERS' EQUITY**

#### Additional Paid-in Capital

Additional paid-in capital represents contributed capital in excess of par value of common and preferred stock net of the costs of issuance. As of September 30, 2015 and December 31, 2014 accumulated issuance costs charged against additional paid in capital amounted to \$10.1 million and \$13.6 million for preferred and common stock, respectively.

#### Legal Surplus

The Puerto Rico Banking Act requires that a minimum of 10% of the Bank's net income or loss for the year be transferred to a reserve fund until such fund (legal surplus) equals the total paid in capital on common and preferred stock. At September 30, 2015 and December 31, 2014, the Bank's legal surplus amounted to \$70.4 million and \$70.5 million, respectively. The amount transferred to the legal surplus account is not available for the payment of dividends to shareholders.

#### Treasury Stock

Under the Company's current stock repurchase program it is authorized to purchase in the open market up to \$70 million of its outstanding shares of common stock, of which approximately \$7.7 million of authority remains. The shares of common stock repurchased are to be held by the Company as treasury shares. During the nine-month period ended September 30, 2015 the Company purchased 803,985 shares under this program for a total of \$8.9 million, at an average price of \$11.10 per share. During the nine-month period ended September 30, 2014 the Company purchased 707,500 shares at an average price of \$14.66 per share.

The number of shares that may yet be purchased under the \$70 million program is estimated at 885,550 and was calculated by dividing the remaining balance of \$7.7 million by \$8.73 (closing price of the Company common stock at September 30, 2015). The Company did not purchase any shares of its common stock during the nine-month periods ended September 30, 2015 or 2014, other than through its publicly announced stock repurchase program.

The activity in connection with common shares held in treasury by the Company for the nine-month periods ended September 30, 2015 and 2014 is set forth below:

	Nine-Mor 20	ember 30, 014		
	Dollar			Dollar
	<b>Shares</b>	Amount	<b>Shares</b>	Amount
	(In the	ousands, ex	cept shares	data)
Beginning of period	8,012,254	\$ 97,070	7,030,101	\$ 80,642
Common shares used upon lapse of restricted stock units	(58,279)	(641)	(36,294)	(384)
Common shares repurchased as part of the stock repurchase program	803,985	8,950	707,500	10,394
End of period	8,757,960	\$ 105,379	7,701,307	\$ 90,652
68				

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

### NOTE 17 - ACCUMULATED OTHER COMPREHENSIVE INCOME

Accumulated other comprehensive income, net of income tax, as of September 30, 2015 and December 31, 2014 consisted of:

	September 30, 2015 (In thou			ember 31, 2014
Unrealized gain on securities available-for-sale which are not		,	ŕ	
other-than-temporarily impaired Unrealized loss on securities available-for-sale which are	\$	25,173	\$	28,743
other-than-temporarily impaired		(338)		-
Income tax effect of unrealized gain on securities available-for-sale Net unrealized gain on securities available-for-sale which are not		(2,349)		(2,978)
other-than-temporarily impaired		22,486		25,765
Unrealized loss on cash flow hedges		(6,395)		(8,585)
Income tax effect of unrealized loss on cash flow hedges		2,065		2,531
Net unrealized loss on cash flow hedges		(4,330)		(6,054)
Accumulated other comprehensive income, net of taxes	\$	18,156	\$	19,711
69				

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents changes in accumulated other comprehensive income by component, net of taxes, for the quarters and nine-month periods ended September 30, 2015 and 2014:

	Net unrealize	Quar 2015 Net Adnrealized	
		loss on	(
av	ailable-for-	-s <b>hle</b> dges	ir
Beginning balance Other comprehensive income (loss) before reclassifications Other-than-temporary impairment amount reclassified from accumulated other comprehensive income Amounts reclassified out of accumulated other comprehensive income (loss) Other comprehensive income Ending balance	3,175 584 (105) 3,654	1,547	
	N	line-Mont 2015	th ]
	Net unrealize	Net A	ccı d
	gains on securities	loss on cash flow	
av	ailable-for-		
Beginning balance Other comprehensive income before reclassifications Other-than-temporary impairment amount reclassified from accumulated other comprehensive income	(4,037) 584	-	(
Amounts reclassified out of accumulated other comprehensive income  Other comprehensive income (loss)	174 (3,279)	,	

70

**Ending balance** 

\$ 22,486 \$ (4,330) \$ 1

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents reclassifications out of accumulated other comprehensive income for the quarters and nine-month periods ended September 30, 2015 and 2014:

	Amou	nt	
	reclassif		
	out of		
	accumula		
	other		
	comprehe		
	incom	ie	Affected Line Item in
	Quarte	er	Antitu Line Itali ili
	Ende		
	Septembe		<b>Consolidated Statement</b>
	_	<b>2014</b>	of Operations
	(In thousa	ands)	-
Cash flow hedges:			
Interest-rate contracts			Net interest expense
Tax effect from increase in capital gains tax rate	(75)	-	Income tax expense
Available-for-sale securities: Other-than-temporary impairment losses on investment securities	(246)		Net impairment losses recognized in earning
Residual tax effect from OIB's change in applicable tax rate	11		Income tax expense
Tax effect from increase in capital gains tax rate	130		Income tax expense
Tux offeet from mercuse in cupies gains and rate	\$1,442 \$1		meome and expense
	• /	,	
	Amou	nt	
	reclassif		
	out of		
	accumula		
	other	•	
	comprehe	nsive	
	incom	e	
			Affected Line Item in
	Nine-Mo		
	Period E		
	Septembe		Consolidated Statement
		2014	of Operations
Cash flow hadges	(In thousa	anas)	
Cash flow hedges: Interest-rate contracts	\$ 1 912 \$	4 010	Net interest expense
Tax effect from increase in capital gains tax rate	(224)		Income tax expense
Available-for-sale securities:	(444)	-	meome tax expense
Other-than-temporary impairment losses on investment securities	(246)	_	Net impairment losses recognized in earning
Residual tax effect from OIB's change in applicable tax rate	33		Income tax expense
			r

387 -**\$4,792 \$5,077** Tax effect from increase in capital gains tax rate - Income tax expense

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### NOTE 18 - EARNINGS (LOSS) PER COMMON SHARE

The calculation of (loss) earnings per common share for the quarters and nine-month periods ended September 30, 2015 and 2014 is as follows:

		Quarter Enucu
		September 30,
		2015 2014
		(In thousands, ex
Net income (loss)		\$ 4,569 \$ 19,532
Less: Dividends on preferred stock		
Non-convertible preferred stock (Series A, B, and D)		(1,627) (1,627
Convertible preferred stock (Series C)		(1,838) (1,838
Income (loss) available to common shareholders		\$ 1,104 \$ 16,06
Effect of assumed conversion of the convertible	preferred stock	1,838 1,838
Income (loss) available to common shareholders assumin	<b>\$ 2,942 \$ 17,90</b> :	

### Weighted average common shares and share equivalents:

Average common shares outstanding		43,929	45,	05:
Effect of dilutive securities:				ı
Average potential common shares-options		46		160
Average potential common shares-assuming	conversion of convertible preferred stock	7,171	7,	14
Total weighted average common shares outs	tanding and equivalents	51,146	52,	362
Earnings (loss) per common share - basic	\$	0.03	\$ (	).30
Earnings (loss) per common share - diluted	\$	0.03	\$ (	).34

In computing diluted (loss) earnings per common share, the 84,000 shares of convertible preferred stock, which remain outstanding at September 30, 2015, with a conversion rate, subject to certain conditions, of 86.4225 shares of common stock per share, were included as average potential common shares from the date they were issued and outstanding. Moreover, in computing diluted earnings per common share, the dividends declared during the quarters ended September 30, 2015 and 2014 on the convertible preferred stock were added back as income available to common shareholders.

For the quarters ended September 30, 2015 and 2014, weighted-average stock options with an anti-dilutive effect on (loss) earnings per share not included in the calculation amounted to 973,200 and 397,766, respectively. For the nine-month periods ended September 30, 2015 and 2014, weighted-average stock options with an anti-dilutive effect on (loss) earnings per share not included in the calculation amounted to 648,563 and 325,994, respectively.

**Quarter Ended** 

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **NOTE 19 – GUARANTEES**

At September 30, 2015, the unamortized balance of the obligations undertaken in issuing the guarantees under standby letters of credit represented a liability of \$15.0 million (December 31, 2014 - \$33.0 million).

As a result of the BBVAPR Acquisition, the Company assumed a liability for residential mortgage loans sold subject to credit recourse, pursuant to FNMA's residential mortgage loan sales and securitization programs. At September 30, 2015 and December 31, 2014, the unpaid principal balance of residential mortgage loans sold subject to credit recourse was \$25.0 million and \$67.8 million, respectively.

The following table shows the changes in the Company's liability for estimated losses from these credit recourse agreements, included in the unaudited consolidated statements of financial condition during the quarters and nine-month periods ended September 30, 2015 and 2014.

	Quarter Ended September 30,					Nine-Month Period Ended September 30,			
	2	2015		2014		2015		2014	
				(In the	usand	s)			
Balance at beginning of period	\$	289	\$	1,310	\$	927	\$	1,955	
Net (charge-offs/terminations)									
recoveries		140		(232)		(498)		(877)	
Balance at end of period	\$	429	\$	1,078	\$	429	\$	1,078	

The estimated losses to be absorbed under the credit recourse arrangements were recorded as a liability when the credit recourse was assumed, and are updated on a quarterly basis. The expected loss, which represents the amount expected to be lost on a given loan, considers the probability of default and loss severity. The probability of default represents the probability that a loan in good standing would become 120 days delinquent, in which case the Company is obligated to repurchase the loan. The recourse obligation will be fully extinguished before the end of 2017.

If a borrower defaults, pursuant to the credit recourse provided, the Company is required to repurchase the loan or reimburse the third party investor for the incurred loss. The maximum potential amount of future payments that the Company would be required to make under the recourse arrangements is equivalent to the total outstanding balance of the residential mortgage loans serviced with recourse and interest, if applicable. During the quarter and nine-month period ended September 30, 2015 the Company repurchased approximately \$165 thousand and \$3.4 million, respectively, of unpaid principal balance in mortgage loans subject to the credit recourse provisions. During the quarter and nine-month period ended September 30, 2014 the Company repurchased approximately \$1.9 million and \$5.6 million, respectively, of unpaid principal balance in mortgage loans subject to the credit recourse provisions. If a borrower defaults, the Company has rights to the underlying collateral securing the mortgage loan. The Company

suffers losses on these mortgage loans when the proceeds from a foreclosure sale of the collateral property are less than the outstanding principal balance of the loan, any uncollected interest advanced, and the costs of holding and disposing the related property. At September 30, 2015, the Company's liability for estimated credit losses related to loans sold with credit recourse amounted to \$429 thousand (December 31, 2014–\$927 thousand).

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

When the Company sells or securitizes mortgage loans, it generally makes customary representations and warranties regarding the characteristics of the loans sold. The Company's mortgage operations division groups conforming mortgage loans into pools which are exchanged for FNMA and GNMA mortgage-backed securities, which are generally sold to private investors, or are sold directly to FNMA or other private investors for cash. As required under such mortgage backed securities programs, quality review procedures are performed by the Company to ensure that asset guideline qualifications are met. To the extent the loans do not meet specified characteristics, the Company may be required to repurchase such loans or indemnify for losses and bear any subsequent loss related to the loans. At September 30, 2015, the Company's representation and warranty arrangements, excluding mortgage loans subject to credit recourse provisions referred to above, approximated \$19.5 million in unpaid principal balance (December 31, 2014 – \$10.7 million). A substantial amount of these loans are reinstated to performing status or have mortgage insurance, and thus the ultimate losses on the loans are not deemed significant.

During the quarter and nine-month period ended September 30, 2015, the Company recognized \$418 thousand and \$1.0 million in losses from the repurchase of residential mortgage loans sold subject to credit recourse, and \$500 thousand and \$2.0 million in losses from the repurchase of residential mortgage loans as a result of breaches of the customary representations and warranties. During the quarter and nine-month period ended September 30, 2014, the Company recognized \$115 thousand and \$261 thousand, respectively, in losses from the repurchase of residential mortgage loans sold subject to credit recourse, and \$979 thousand and \$1.9 thousand in losses from the repurchase of residential mortgage loans as a result of breaches of the customary representations and warranties.

Servicing agreements relating to the mortgage-backed securities programs of FNMA and GNMA, and to mortgage loans sold or serviced to certain other investors, including the Federal Home Loan Mortgage Corporation ("FHLMC"), require the Company to advance funds to make scheduled payments of principal, interest, taxes and insurance, if such payments have not been received from the borrowers. At September 30, 2015, the Company serviced \$625.3 million in mortgage loans for third-parties. The Company generally recovers funds advanced pursuant to these arrangements from the mortgage owner, from liquidation proceeds when the mortgage loan is foreclosed or, in the case of FHA/VA loans, under the applicable FHA and VA insurance and guarantees programs. However, in the meantime, the Company must absorb the cost of the funds it advances during the time the advance is outstanding. The Company must also bear the costs of attempting to collect on delinquent and defaulted mortgage loans. In addition, if a defaulted loan is not cured, the mortgage loan would be canceled as part of the foreclosure proceedings and the Company would not receive any future servicing income with respect to that loan. At September 30, 2015, the outstanding balance of funds advanced by the Company under such mortgage loan servicing agreements was approximately \$305 thousand (December 31, 2014 - \$391 thousand). To the extent the mortgage loans underlying the Company's servicing portfolio experience increased delinquencies, the Company would be required to dedicate additional cash resources to comply with its obligation to advance funds as well as incur additional administrative costs related to increases in collection efforts.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### NOTE 20— COMMITMENTS AND CONTINGENCIES

#### Loan Commitments

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

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

Credit-related financial instruments at September 30, 2015 and December 31, 2014 were as follows:

	September 30, 2015		December 31, 2014		
		(In thous	sands)		
Commitments to extend credit	\$	432,006	\$	493,248	
Commercial letters of credit		1,443		885	

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

At September 30, 2015 and December 31, 2014, commitments to extend credit consisted mainly of undisbursed available amounts on commercial lines of credit, construction loans, and revolving credit card arrangements. Since many of the unused commitments are expected to expire unused or be only partially used, the total amount of these unused commitments does not necessarily represent future cash requirements. These lines of credit had a reserve of \$667 thousand at September 30, 2015 and \$621 thousand at December 31, 2014.

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

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The summary of instruments that are considered financial guarantees in accordance with the authoritative guidance related to guaranter's accounting and disclosure requirements for guarantees, including indirect guarantees of indebtedness of others, at September 30, 2015 and December 31, 2014, is as follows:

	September 30, 2015		December 31, 2014		
		(In thous	ands)		
Standby letters of credit and financial guarantees	\$	15,007	\$	32,970	
Loans sold with recourse		24,996		67,803	
Commitments to sell or securitize mortgage loans		61,597		10,207	

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

#### Lease Commitments

The Company has entered into various operating lease agreements for branch facilities and administrative offices. Rent expense for the quarters ended September 30, 2015 and 2014, amounted to \$2.3 million and \$2.4 million, respectively. For the nine-month periods ended September 30, 2015 and 2014, rent expense amounted to \$7.0 million and \$7.3 million, respectively, and is included in the "occupancy and equipment" caption in the unaudited consolidated statements of operations. Future rental commitments under leases in effect at September 30, 2015, exclusive of taxes, insurance, and maintenance expenses payable by the Company, are summarized as follows:

	Minim	ium Rent
Year Ending December 31,	(In the	ousands)
2015	\$	2,832
2016		7,697
2017		7,081
2018		6,066
2019		5,829
Thereafter		16,637
	\$	46,142

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### **Contingencies**

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

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

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

#### NOTE 21 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company follows the fair value measurement framework under GAAP.

#### Fair Value Measurement

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

#### Money market investments

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

#### Investment securities

The fair value of investment securities is based on quoted market prices, when available, or market prices provided by recognized broker-dealers. Such securities are classified as level 1 or level 2 depending on the basis for determining fair value. If listed prices or quotes are not available, fair value is based upon externally developed models that use both observable and unobservable inputs depending on the market activity of the instrument, and such securities are classified as level 3. At September 30, 2015 and December 31, 2014, the Company did not have investment securities classified as Level 3.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

#### Derivative instruments

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

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

#### Servicing assets

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

#### Impaired Loans.

Impaired loans are carried at the present value of expected future cash flows using the loan's existing rate in a discounted cash flow calculation, or the fair value of the collateral if the loan is collateral-dependent. Expected cash

flows are based on internal inputs reflecting expected default rates on contractual cash flows. This method of estimating fair value does not incorporate the exit-price concept of fair value described in Accounting Standards Codification ("ASC") 820-10 and would generally result in a higher value than the exit-price approach. For loans measured using the estimated fair value of collateral less costs to sell, fair value is generally determined based on the fair value of the collateral, which is derived from appraisals that take into consideration prices in observed transactions involving similar assets in similar locations, in accordance with the provisions of ASC 310-10-35 less disposition costs. Currently, the associated loans considered impaired are classified as Level 3.

#### Foreclosed real estate

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

#### Other repossessed assets

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

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Assets and liabilities measured at fair value on a recurring and non-recurring basis, are summarized below:

	September 30, 2015 Fair Value Measurements						
		Level 1	Level 2	Level 3	Total		
				(In tho	usand	s)	
Recurring fair value measurements:							
Investment securities							
available-for-sale	\$	-	\$	1,007,705	\$	-	\$ 1,007,705
Money market investments		4,736		-		-	4,736
Derivative assets		-		2,175		1,115	3,290
Servicing assets		-		-		6,463	6,463
Derivative liabilities		-		(8,622)		(1,041)	(9,663)
	\$	4,736	\$	1,001,258	\$	6,537	\$ 1,012,531
Non-recurring fair value							
measurements:							
Impaired commercial loans	\$	-	\$	-	\$	233,598	\$ 233,598
Foreclosed real estate		-		-		64,117	64,117
Other repossessed assets		-		-		8,948	8,948
	\$	-	\$	-	\$	306,663	\$ 306,663
		Loval 1		Decembe Fair Value N	<b>Aeasur</b>	rements	Total
		Level 1		Fair Value N Level 2	<b>Aeasur</b>	rements Level 3	Total
Recurring fair value measurements:		Level 1		Fair Value N	<b>Aeasur</b>	rements Level 3	Total
Recurring fair value measurements: Investment securities		Level 1		Fair Value N Level 2	<b>Aeasur</b>	rements Level 3	Total
Investment securities		Level 1	\$	Fair Value M Level 2 (In tho	Aeasur ousand	rements Level 3	\$
Investment securities available-for-sale	\$	-	\$	Fair Value N Level 2	<b>Aeasur</b>	rements Level 3	\$ 1,216,538
Investment securities available-for-sale  Money market investments		Level 1 - 4,675	\$	Fair Value M Level 2 (In tho	Aeasur ousand	rements Level 3 s)	\$ 1,216,538 4,675
Investment securities available-for-sale Money market investments Derivative assets		-	\$	Fair Value M Level 2 (In tho	Aeasur ousand	rements Level 3 s)	\$ 1,216,538 4,675 8,107
Investment securities available-for-sale Money market investments Derivative assets Servicing assets		-	\$	Fair Value M Level 2 (In tho	Aeasur ousand	rements Level 3 s) - - - 5,555 13,992	\$ 1,216,538 4,675 8,107 13,992
Investment securities available-for-sale Money market investments Derivative assets	\$	4,675 - -		Fair Value M Level 2 (In tho 1,216,538 - 2,552 - (11,221)	Measur busand	Fements Level 3 s)  5,555 13,992 (5,477)	1,216,538 4,675 8,107 13,992 (16,698)
Investment securities available-for-sale Money market investments Derivative assets Servicing assets Derivative liabilities		-	\$ <b>\$</b>	Fair Value M Level 2 (In tho	Aeasur ousand	rements Level 3 s) - - - 5,555 13,992	\$ 1,216,538 4,675 8,107 13,992
Investment securities available-for-sale Money market investments Derivative assets Servicing assets	\$	4,675 - -		Fair Value M Level 2 (In tho 1,216,538 - 2,552 - (11,221)	Measur busand	Fements Level 3 s)  5,555 13,992 (5,477)	1,216,538 4,675 8,107 13,992 (16,698)
Investment securities available-for-sale Money market investments Derivative assets Servicing assets Derivative liabilities  Non-recurring fair value	\$	4,675 - -		Fair Value M Level 2 (In tho 1,216,538 - 2,552 - (11,221)	Measur busand	Fements Level 3 s)  5,555 13,992 (5,477)	1,216,538 4,675 8,107 13,992 (16,698)
Investment securities available-for-sale Money market investments Derivative assets Servicing assets Derivative liabilities  Non-recurring fair value measurements:	\$ <b>\$</b>	4,675 - -	\$	Fair Value M Level 2 (In tho 1,216,538 - 2,552 - (11,221)	Measur busand \$	5,555 13,992 (5,477) 14,070	\$ 1,216,538 4,675 8,107 13,992 (16,698) <b>1,226,614</b>
Investment securities available-for-sale Money market investments Derivative assets Servicing assets Derivative liabilities  Non-recurring fair value measurements: Impaired commercial loans	\$ <b>\$</b>	4,675 - -	\$	Fair Value M Level 2 (In tho 1,216,538 - 2,552 - (11,221)	Measur busand \$	5,555 13,992 (5,477) 14,070	\$ 1,216,538 4,675 8,107 13,992 (16,698) <b>1,226,614</b>
Investment securities available-for-sale Money market investments Derivative assets Servicing assets Derivative liabilities  Non-recurring fair value measurements: Impaired commercial loans Foreclosed real estate	\$ <b>\$</b>	4,675 - -	\$	Fair Value M Level 2 (In tho 1,216,538 - 2,552 - (11,221)	Measur busand \$	Exements Level 3 s)  5,555 13,992 (5,477) 14,070  236,942 95,661	\$ 1,216,538 4,675 8,107 13,992 (16,698) <b>1,226,614</b> 236,942 95,661

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The table below presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the quarters and nine-month periods ended September 30, 2015 and 2014:

	Quarter Ended September 30, 2015								
		erivative asset (S&P archased	Se	rvicing	l	erivative iability (S&P nbedded			
Level 3 Instruments Only	Level 3 Instruments Only O		Options) assets		Options)			Total	
Balance at beginning of period	\$	2,138	\$	5,791	\$	(2,044)	\$	5,885	
(Losses) gains included in earnings		(1,023)		-		972		(51)	
New instruments acquired		-		748		-		748	
Changes due to payments on loans		-		(242)		-		(242)	
Amortization		-		-		31		31	
Changes in fair value of servicing assets		-		166		-		166	
Balance at end of period	\$	1,115	\$	6,463	\$	(1,041)	\$	6,537	

	Nine-Month Period Ended September 30, 2015								
	Derivative asset (S&P Purchased			ervicing	li	erivative iability (S&P nbedded	,		
Level 3 Instruments Only	<b>Options</b> )		assets		<b>Options</b> )			Total	
Balance at beginning of period	\$	5,555	\$	13,992	\$	(5,477)	\$	14,070	
(Losses) gains included in earnings		(4,440)		-		4,271		(169)	
Sale of mortgage servicing rights held-for-sale		-		(6,985)		-		(6,985)	
Changes due to payments on loans		-		(974)		-		(974)	
New instruments acquired		-		2,808		-		2,808	
Amortization		-		-		165		165	
Changes in fair value related to price of MSRs held for sale		-		(2,716)		-		(2,716)	
Changes in fair value of servicing assets		-		338		-		338	
Balance at end of period	\$	1,115	\$	6,463	\$	(1,041)	\$	6,537	

#### **OFG BANCORP**

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Quarter Ended September 30, 2014										
			Derivative				D	erivative			
	Ot	her	asset				liability				
	debt			(S&P				(S&P			
	securities		Purchased			Servicing	Embedded				
<b>Level 3 Instruments Only</b>	availabl	ilable-for-sale		<b>Options</b> )		assets	(	Options)	Total		
Balance at beginning of period	\$	-	\$	6,580	\$	13,970	\$	(6,368)	\$	14,182	
(Losses) gains included in earnings		-		(818)		-		675		(143)	
New instruments acquired		-		-		554		-		554	
Principal repayments		-		-		(427)		-		(427)	
Amortization		-		-		-		105		105	
Changes in fair value of servicing assets	S	-		-		(111)		-		(111)	
Balance at end of period	\$	-	\$	5,762	\$	13,986	\$	(5,588)	\$	14,160	

Level 3 Instruments Only		Ning Other debt ecurities able-for-sale	e-Month Period Derivative asset (S&P Purchased Options)			Ended Septe Servicing assets	em)	ber 30, 2014 Derivative liability (S&P Embeddee Options)	Total	
Balance at beginning of period Gains (losses) included in earnings Changes in fair value of investment	\$	19,680	\$	16,430 (10,668)	\$	13,801	\$	(15,736) 9,639	\$	34,175 (1,029)
securities available for sale included										
in other comprehensive income		320		_		_		_		320
New instruments acquired		-		-		1,608		-		1,608
Principal repayments		(20,000)		-		(799)		-		(20,799)
Amortization		_		-		_		509		509
Changes in fair value of servicing assets	S	-		-		(624)		-		(624)
Balance at end of period	\$	-	\$	5,762	\$	13,986	\$	(5,588)	\$	14,160

During the quarters and nine-month periods ended September 30, 2015 and 2014, there were purchases and sales of assets and liabilities measured at fair value on a recurring basis. There were no transfers into and out of Level 1 and Level 2 fair value measurements during such periods.

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The table below presents quantitative information for all assets and liabilities measured at fair value on a recurring and non-recurring basis using significant unobservable inputs (Level 3) at September 30, 2015:

	F-:	¥7-14*	<b>September 30, 2015</b>	
	Fair Value (In thousands)	Valuation Technique	Unobservable Input	Range
Derivative assets (S&P Purchased Options)	\$ 1,115	Option pricing model	Implied option volatility Counterparty credit risk  (based on 5-year credit  default swap ("CDS")	32.29%- 35.32% 79.96%- 89.03%
Servicing assets  Derivative liability (S&P	\$ 6,463	Cash flow valuation	spread)  Constant prepayment rate Discount rate	5.49% - 10.00% 10.58% - 12.00%
Embedded Options) Collateral dependant	\$ (1,041)	Option pricing model Fair value of property	Implied option volatility Counterparty credit risk (based on 5-year CDS spread)	32.29%- 35.32% 79.96%- 89.03%
impaired loans  Puerto Rico	\$ 34,906	or collateral	Appraised value less disposition costs	23.20% - 29.20%
Authority	¢ 174 102	Cash flow		7.05%
Other non-collateral dependant	\$ 174,183 \$ 4,788	Cash flow valuation	Discount rate  Discount rate	7.25% 5.75% - 16.95%

# impaired loans

Fair value of property

Foreclosed or

real estate \$ 64,117 collateral Appraised value less disposition costs 23.20% - 29.20%

Fair value of

property

Other

repossessed or

assets \$ 8,948 collateral Appraised value less disposition costs 23.20% - 29.20%

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

# Information about Sensitivity to Changes in Significant Unobservable Inputs

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

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

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

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

#### Fair Value of Financial Instruments

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

The estimated fair value is subjective in nature, involves uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could affect these fair value estimates. The fair value estimates do not take into consideration the value of future business and the value of assets and liabilities

that are not financial instruments. Other significant tangible and intangible assets that are not considered financial instruments are the value of long-term customer relationships of retail deposits, and premises and equipment.

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The estimated fair value and carrying value of the Company's financial instruments at September 30, 2015 and December 31, 2014 is as follows:

	Septem 20		0,		1,		
	Fair	(	Carrying		Fair	C	Carrying
	Value		Value		Value		Value
			(In thou	sand	s)		
Level 1							
Financial Assets:							
Cash and cash equivalents	\$ 526,196	\$	526,196	\$	573,427	\$	573,427
Restricted cash	4,349		4,349		8,407		8,407
Level 2							
Financial Assets:							
Trading securities	583		583		1,594		1,594
Investment securities available-for-sale	1,007,705		1,007,705		1,216,538		1,216,538
Investment securities held-to-maturity	595,148		594,639		164,154		162,752
Federal Home Loan Bank (FHLB) stock	20,804		20,804		21,169		21,169
Other investments	3		3		3		3
Derivative assets	2,175		2,175		2,552		2,552
Financial Liabilities:							
Derivative liabilities	8,622		8,622		11,221		11,221
Level 3							
Financial Assets:							
Total loans (including loans held-for-sale)	4,408,998		4,468,676		4,909,361		4,826,646
Derivative assets	1,115		1,115		5,555		5,555
FDIC indemnification asset	14,151		22,895		75,969		97,378
Accrued interest receivable	18,625		18,625		21,345		21,345
Servicing assets	6,463		6,463		13,992		13,992
Financial Liabilities:							
Deposits	4,714,106		4,717,074		4,893,247		4,924,406
Securities sold under agreements to							
repurchase	1,029,439		1,000,664		1,020,621		980,087
Advances from FHLB	336,859		332,936		339,172		334,331
Other borrowings	1,842		1,734		3,979		4,004
Subordinated capital notes	94,127		102,371		104,288		101,584
Accrued expenses and other liabilities	113,450		113,450		133,290		133,290
Derivative liabilities	1,041		1,041		5,477		5,477
84							

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following methods and assumptions were used to estimate the fair values of significant financial instruments at September 30, 2015 and December 31, 2014:

- Cash and cash equivalents (including money market investments and time deposits with other banks), restricted cash, accrued interest receivable, and accrued expenses and other liabilities have been valued at the carrying amounts reflected in the unaudited consolidated statements of financial condition as these are reasonable estimates of fair value given the short-term nature of the instruments.
- Investments in FHLB-NY stock are valued at their redemption value.
- The fair value of investment securities, including trading securities and other investments, is based on quoted market prices, when available, or market prices provided by recognized broker-dealers. If listed prices or quotes are not available, fair value is based upon externally developed models that use both observable and unobservable inputs depending on the market activity of the instrument.
- The fair value of the FDIC indemnification asset represents the present value of the net estimated cash payments expected to be received from the FDIC for future losses on covered assets based on the credit assumptions on estimated cash flows for each covered asset pool and the loss sharing percentages. The ultimate collectability of the FDIC indemnification asset is dependent upon the performance of the underlying covered loans, the passage of time and claims paid by the FDIC which are impacted by the Bank's adherence to certain guidelines established by the FDIC.
- The fair value of servicing asset is estimated by using a cash flow valuation model which calculates the present value of estimated future net servicing cash flows, taking into consideration actual and expected loan prepayment rates, discount rates, servicing costs, and other economic factors, which are determined based on current market conditions.
- The fair values of the derivative instruments are provided by valuation experts and counterparties. Certain derivatives with limited market activity are valued using externally developed models that consider unobservable market parameters. The Company has offered its customers certificates of deposit with an option tied to the performance of the S&P Index, and uses equity indexed option agreements with major broker-dealers to manage its exposure to changes in this index. Their fair value is obtained through the use of an external based valuation that was thoroughly evaluated and adopted by management as its measurement tool for these options. The payoff of these options is linked to the average value of the S&P Index on a specific set of dates during the life of the option. The methodology uses an average rate option or a cash-settled option whose payoff is based on the difference between the

expected average value of the S&P Index during the remaining life of the option and the strike price at inception. The assumptions, which are uncertain and require a degree of judgment, include primarily S&P Index volatility, forward interest rate projections, estimated index dividend payout, and leverage.

- Fair value of derivative liabilities, which include interest rate swaps and forward-settlement swaps, are based on the net discounted value of the contractual projected cash flows of both the pay-fixed receive-variable legs of the contracts. The projected cash flows are based on the forward yield curve, and discounted using current estimated market rates.
- The fair value of the loan portfolio (including loans held-for-sale) is estimated by segregating by type, such as mortgage, commercial, consumer, auto and leasing. Each loan segment is further segmented into fixed and adjustable interest rates and by performing and non-performing categories. The fair value of performing loans is calculated by discounting contractual cash flows, adjusted for prepayment estimates (voluntary and involuntary), if any, using estimated current market discount rates that reflect the credit and interest rate risk inherent in the loan. This fair value is not currently an indication of an exit price as that type of assumption could result in a different fair value estimate. Non-performing loans have been valued at the carrying amounts.

#### **OFG BANCORP**

#### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

- The fair value of demand deposits and savings accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is based on the discounted value of the contractual cash flows, using estimated current market discount rates for deposits of similar remaining maturities.
- The fair value of long-term borrowings, which include securities sold under agreements to repurchase, advances from FHLB-NY, other borrowings, and subordinated capital notes, is based on the discounted value of the contractual cash flows using current estimated market discount rates for borrowings with similar terms, remaining maturities and put dates.

#### **NOTE 22 – BUSINESS SEGMENTS**

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

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

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

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

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Following are the results of operations and the selected financial information by operating segment for the quarters and nine-month periods ended September 30, 2015 and 2014:

				Wealth		Total				Consolidated
		Banking	N		Treasury	Major Segments	-	Elimination	ıs	Total
		8		0	•	usands)				
Interest income	\$	97,264	\$	25	\$ 9,958	\$ 107,247	\$	-	\$	107,247
Interest expense		(7,036)		-	(10,388)	(17,424)		-		(17,424)
Net interest income		90,228		25	(430)	89,823		-		89,823
Provision for loan and										
lease losses		(51,579)		_	-	(51,579)		-		(51,579)
Non-interest income (loss)		30,098		6,513	(634)	35,977		-		35,977
Non-interest expenses		(63,106)		(5,063)	(921)	(69,090)		-		(69,090)
Intersegment revenue		351		-	69	420		(420)		-
Intersegment expenses		(69)		(252)	(99)	(420)		420		-
Income before income taxe	s \$	5,923	\$	1,223	\$ (2,015)	\$ 5,131	\$	-	\$	5,131
Total assets	\$	5,990,125	\$	20,594	\$ 2,117,569	\$ 8,128,288		(924,466)	\$	7,203,822

# Quarter Ended September 30, 2014

								Total			
				Wealth				Major			Consolidated
		Banking	M	[anageme	ent	Treasury		Segments	Elimination	S	Total
						(In t	ho	usands)			
Interest income	\$	108,548	\$	44	\$	11,709	\$	120,301	\$ -	\$	120,301
Interest expense		(7,892)		-		(10,538)		(18,430)	-		(18,430)
Net interest income		100,656		44		1,171		101,871	-		101,871
Provision for loan and											
		(17,257)		-		-		(17,257)	-		(17,257)
lease losses											
Non-interest income (loss)		(3,242)		6,208		(475)		2,491	-		2,491
Non-interest expenses		(53,669)		(4,483)		(1,423)		(59,575)	-		(59,575)
Intersegment revenue		431		-		290		721	(721)		-
Intersegment expenses		(290)		(330)		(101)		(721)	721		-
<b>Income before income taxes</b>	s \$	26,629	\$	1,439	\$	(538)	\$	27,530	\$ -	\$	27,530
<b>Total assets</b>	\$	6,494,141	\$	26,800	\$	2,098,341	\$	8,619,282	(945,943)	\$	7,673,339

### **OFG BANCORP**

# NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

# Nine-Month Period Ended September 30, 2015

							Total				
			Wealth				Major			$\mathbf{C}_{0}$	onsolidated
	Banking	Ma	nagement	1	reasury		Segments	Eli	minations	S	Total
					(In tho	usa	ands)				
Interest income	\$ 285,251	\$	71	\$	28,339	\$	313,661	\$	-	\$	313,661
Interest expense	(21,600)		-		(30,311)		(51,911)		-		(51,911)
Net interest income	263,651		71		(1,972)		261,750		-		261,750
Provision for loan and lease losses	(109,311)		-		-		(109,311)		-		(109,311)
Non-interest income(loss)	16,136		20,416		1,650		38,202		-		38,202
Non-interest expenses	(169,264)		(16,586)		(4,009)		(189,859)		-		(189,859)
Intersegment revenue	1,058		-		228		1,286		(1,286)		-
Intersegment expenses	(228)		(770)		(288)		(1,286)		1,286		-
<b>Income before income taxes</b>	\$ 2,042	\$	3,131	\$	(4,391)	\$	782	\$	-	\$	782

# Nine-Month Period Ended September 30, 2014

								Total				
				Wealth				Major			Co	nsolidated
	]	Banking	Ma	anagement	T	reasury		Segments	El	iminations		Total
						(In tho	usa	ands)				
Interest income	\$	330,148	\$	132	\$	38,995	\$	369,275	\$	-	\$	369,275
Interest expense		(26,235)		-		(31,693)		(57,928)		-		(57,928)
Net interest income		303,913		132		7,302		311,347		-		311,347
Provision for loan and lease losses		(43,763)		-		-		(43,763)		-		(43,763)
Non-interest income(loss)		(14,845)		20,232		2,840		8,227		-		8,227
Non-interest expenses		(156,867)		(15,629)		(8,331)		(180,827)		-		(180,827)
Intersegment revenue		1,410		-		290		1,700		(1,700)		-
Intersegment expenses		(290)		(1,089)		(321)		(1,700)		1,700		-
<b>Income (loss) before income taxes</b>	\$	89,558	\$	3,646	\$	1,780	\$	94,984	\$	-	\$	94,984

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

#### **INTRODUCTION**

The following discussion of the Company's financial condition and results of operations should be read in conjunction with the "Selected Financial Data" and the Company's unaudited consolidated financial statements and related notes. This discussion and analysis contains forward-looking statements. Please see "Forward-Looking Statements" and the risk factors set forth in our Form 10-K for the year ended December 31, 2014 (the "2014 Form 10-K"), for discussion of the uncertainties, risks and assumptions associated with these statements.

The Company is a publicly-owned financial holding company that provides a full range of banking and financial services through its subsidiaries, including commercial, consumer, auto and mortgage lending; checking and savings accounts; financial planning, insurance and securities brokerage services; and corporate and individual trust and retirement services. The Company operates through three major business segments: Banking, Wealth Management, and Treasury, and distinguishes itself based on quality service. The Company has 52 branches in Puerto Rico and a subsidiary in Boca Raton, Florida. The Company's long-term goal is to strengthen its banking and financial services franchise by expanding its lending businesses, increasing the level of integration in the marketing and delivery of banking and financial services, maintaining effective asset-liability management, growing non-interest revenue from banking and financial services, and improving operating efficiencies.

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

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The preparation of financial statements in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") requires management to make a number of judgments, estimates and assumptions that affect the reported amount of assets, liabilities, income and expenses in the consolidated financial statements. Understanding our accounting policies and the extent to which we use management judgment and estimates in applying these policies is integral to understanding our financial statements. We provide a summary of our significant accounting policies in "Note 1—Summary of Significant Accounting Policies" of our 2014 Form 10-K.

In the "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" section of our 2014 Form 10-K, we identified the following accounting policies as critical

because they require significant judgments and assumptions about highly complex and inherently uncertain matters and the use of reasonably different estimates and assumptions could have a material impact on our reported results of operations or financial condition:

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

We evaluate our critical accounting estimates and judgments on an ongoing basis and update them as necessary based on changing conditions. Management has reviewed and approved these critical accounting policies and has discussed its judgments and assumptions with the Audit Committee of our Board of Directors. As part of the Company's continuous enhancement to the allowance for loan and lease losses methodology, during the quarter ended June 30, 2015, an assessment of the look-back period and historical loss factor was performed for auto and leasing and consumer and commercial loan portfolios. The analysis was based on the trends observed and their relation with the economic cycle as of the period ended June 30, 2015. As a result, for the commercial portfolio, the look-back period was changed to 36 months from the previously determined 12 months. For auto and leasing and consumer, a look back period of 24 months was maintained. In addition, during the quarter ended June 30, 2015, an assessment of environmental factors was performed for commercial, auto, and consumer portfolios. As a result, the environmental factors continue to reflect our assessment of the impact to our portfolio, taking into consideration the current evolution of the portfolio and expected impact, due to recent economic developments, changes in values of collateral and delinquencies, among others. These changes in the allowance for loan and lease losses' look-back period and the result of the assessment in economic factors for the commercial, auto, and consumer

portfolios are considered a change in accounting estimate as per ASC 250-10 provisions, where adjustments should be made prospectively. No changes were made for the quarter ended September 30, 2015. Apart from these changes, there have been no other material changes in the methods used to formulate these critical accounting estimates from those discussed in our 2014 Form 10-K.

### **OVERVIEW OF FINANCIAL PERFORMANCE**

### SELECTED FINANCIAL DATA

	Quarter	Ended Sep	ptember		nth Period	
		30,		Se	ptember 30	
			Variance			Variance
	2015	2014	<b>%</b>	2015	2014	<b>%</b>
EARNINGS DATA:				ept per sha		
Interest income	\$ 107,247		-10.9%			-15.1%
Interest expense	17,424	18,430	-5.5%	51,911	57,928	-10.4%
Net interest income	89,823	101,871	-11.8%	261,750	311,347	-15.9%
Provision for loan and lease losses	51,579	17,257	198.9%	109,311	43,763	149.8%
Net interest income after provision for loan						
	38,244	84,614	-54.8%	152,439	267,584	-43.0%
and lease losses						
Non-interest income	35,977	2,491	1344.3%	38,202	8,227	364.3%
Non-interest expenses	69,090	59,575	16.0%	189,859	180,827	5.0%
Income before taxes	5,131	27,530	-81.4%	782	94,984	-99.2%
Income tax expense	562	7,998	-93.0%	2,310	30,396	-92.4%
Net income (loss)	4,569	19,532	-76.6%	(1,528)	64,588	-102.4%
Less: dividends on preferred stock	(3,465)	(3,465)	153.0%	(10,396)	(10,396)	153.0%
Income (loss) available to common shareholders	\$ 1,104	\$ 16,067	-93.1%	\$ (11,924)	\$ 54,192	-122.0%
PER SHARE DATA:						
Basic	\$ 0.03	\$ 0.36	-93.0%	<b>\$</b> (0.27)	<b>\$ 1.20</b>	-122.4%
Diluted	\$ 0.03	\$ 0.34	-92.7%	\$ (0.27)	<b>\$ 1.14</b>	-123.6%
Average common shares outstanding	43,929	45,054	-2.5%	44,353	45,131	-1.7%
Average common shares outstanding and equivalents	51,146	52,362	-2.3%	51,609	52,440	-1.6%
Cash dividends declared per common share	\$ 0.10	\$ 0.08	26.2%	\$ 0.30	\$ 0.24	26.2%
Cash dividends declared on common shares	\$ 4,378	\$ 3,605	21.4%	\$ 13,298	\$ 10,822	22.9%
PERFORMANCE RATIOS:						
Return on average assets (ROA)	0.25%	1.02%	-75.6%	-0.03%	1.10%	-102.5%
Return on average tangible common equity	0.68%	9.78%	-93.1%	-2.38%	11.17%	-121.3%
Return on average common equity (ROE)	0.59%	8.52%	-93.1%	-2.08%	9.71%	-121.4%
Equity-to-assets ratio	12.60%	12.12%	4.0%	12.60%	12.12%	4.0%
Efficiency ratio	63.66%	49.30%	29.1%	59.51%	49.10%	21.2%
Interest rate spread	5.21%	5.78%	-9.9%	5.11%	5.85%	-12.6%
Interest rate margin	5.29%	5.84%	-9.4%	5.19%	5.90%	-12.0%
90						

# **SELECTED FINANCIAL DATA - (Continued)**

	Sej	ptember 30, 2015	De	ecember 31, 2014	Variance %
PERIOD END BALANCES AND CAPITAL RATIOS:		(In thousa	cept per share d	lata)	
Investments and loans					
Investment securities	\$	1,623,734	\$	1,402,056	15.8%
Loans and leases, net		4,468,676		4,826,646	-7.4%
Total investments and loans	\$	6,092,410	\$	6,228,702	-2.2%
Deposits and borrowings					
Deposits	\$	4,717,074	\$	4,924,406	-4.2%
Securities sold under agreements to repurchase		1,000,664		980,087	2.1%
Other borrowings		437,041		439,919	-0.7%
Total deposits and borrowings	\$	6,154,779	\$	6,344,412	-3.0%
Stockholders' equity					
Preferred stock	\$	176,000	\$	176,000	0.0%
Common stock		52,626		52,626	0.0%
Additional paid-in capital		540,088		539,311	0.1%
Legal surplus		70,423		70,467	-0.1%
Retained earnings		155,974		181,152	-13.9%
Treasury stock, at cost		(105,379)		(97,070)	-8.6%
Accumulated other comprehensive income		18,156		19,711	-7.9%
Total stockholders' equity	\$	907,888	\$	942,197	-3.6%
Per share data					
Book value per common share	\$	16.91	\$	17.40	-2.8%
Tangible book value per common share	\$	14.76	\$	15.25	-3.2%
Market price at end of period	\$	8.73	\$	16.65	-47.6%
Capital ratios					
Leverage capital		10.93%		10.61%	3.0%
Tier 1 common equity to risk-weighted assets		N/A		11.88%	N/A
Common equity Tier 1 capital ratio		12.05%		N/A	N/A
Tier 1 risk-based capital		15.67%		16.02%	-2.2%
Total risk-based capital		16.96%		17.57%	-3.5%
Financial assets managed					
Trust assets managed	\$	2,712,567	\$	2,841,111	-4.5%
Broker-dealer assets gathered	\$	2,442,131	\$	2,622,001	-6.9%
91					

#### FINANCIAL HIGHLIGHTS OF THE THIRD QUARTER OF 2015

During the third quarter of 2015, the Company reported income to common shareholders of \$1.1 million, or \$0.03 per share, compared to a loss of \$6.6 million, or \$0.15 per share, in the second quarter of 2015, and to a profit of \$16.1 million, or \$0.34 per share diluted, in the third quarter of 2014.

Our core results were impacted by the following non-recurring transactions:

- The previously announced \$20.2 million pre-tax net loss impact on the bulk sale of commercial non-performing assets (NPAs) from the 2010 FDIC-assisted Eurobank and the 2012 BBVAPR acquisitions.
- A combined \$3.2 million pre-tax benefit from a cost recovery and prepayment penalty from full repayment of a 3.75%, tax free \$77.6 million loan to Puerto Rico State Insurance Fund Corporation.

The Company continued to grow in part through:

- Strong loan production of \$251.0 million in line with previous quarters, including the retention of securitized GNMA pools totaling \$27.8 million at a yield of 3.06% from its own originations.
- o Introduction of the new My Status mobile app for tracking the progress of residential mortgage loan applications. This feature, combined with shorter closing cycles, is part of Oriental's strategy to differentiate itself through customer service and innovation.

In the third quarter of 2015, net interest margin increased to 5.29% from 4.92% in the second quarter of 2015.

Tangible book value and book value per common share increased to \$14.76 and \$16.91, respectively, from \$14.67 and \$16.81 in the preceding quarter.

Puerto Rico (PR) central government and public corporation loan balances declined 28.4% to \$215.6 million at September 30, 2015, from \$301.3 million at June 30, 2015. Loans to PR municipalities fell 5.2% to \$202.9 million from \$214.0 million.

Credit metrics for loans were stable on a linked quarter basis, with no apparent deterioration from Puerto Rico's economic challenges.

The Company changed its loan presentation for the quarter ending September 30, 2015. The FDIC loss sharing agreement, related to commercial and other-non single family acquired Eurobank loans expired on June 30, 2015. As a result, covered loans are no longer a material amount. Remaining covered loans are included as part of acquired Eurobank loans under the name "loans secured by 1-4 family residential properties".

### Comparison of quarters ended September 30, 2015 and 2014

#### **Interest Income**

Total interest income decreased by \$13.1 million to \$107.3 million, compared to \$120.3 million in the third quarter of 2014, reflecting the transition in our loan portfolio as originated loans with more normal yields grow as higher-yielding acquired loans decrease, due to repayments and maturities. The yield on interest-earning assets decreased to 6.31% from 6.89%.

#### **Interest Expense**

Total interest expense of \$17.4 million decreased by 5.5%. Such decrease reflects the lower cost of deposits before fair value premium amortization and core deposit intangible amortization (0.65% vs. 0.79%). Such lower cost reflects continuing progress in the repricing of the Company's core retail deposits and other reductions in its cost of funds.

#### **Net Interest Income**

Net interest income decreased \$12.0 million for the third quarter of 2015. Such decrease reflects a decrease in net interest margin of 55 basis points to 5.29%.

#### **Provision for Loan and Lease Losses**

Provision for loan and lease losses increased \$34.3 million to \$51.6 million, reflecting a \$32.9 million provision for loan and lease losses on non-performing acquired Eurobank loans and \$5.2 million provision for loan and lease losses on non-performing acquired BBVAPR loans as a result of the bulk sale of commercial NPAs during the quarter ended September 30, 2015.

#### **Non-Interest Income**

Core banking and wealth management revenues decreased \$260 thousand to \$18.7 million, primarily reflecting decrease of \$1.1 million in mortgage banking service revenues and \$227 thousand wealth management revenue, partially offset by an increase of \$1.1 million in banking service revenues. The decrease in mortgage banking service revenues is mostly due to lower securitization income as the Company retained securitized GNMA pools totaling \$27.8 million at a yield of 3.06% from its own originations during the quarter ended September 30, 2015.

During the third quarter of 2015, the Company recognized an other-than-temporary impairment charge of \$246 thousand on its portfolio of investment securities available-for-sale classified as obligations from the Puerto Rico government and its political subdivisions. The Company determined that \$246 thousand of the unrealized loss carried by these securities was attributed to estimated credit losses.

The decrease in the FDIC shared-loss expense to \$2.1 million, compared to \$16.9 million in 2014, was principally driven by the expiration of the FDIC loss share coverage for commercial loans and other non-single family loans on June 30, 2015.

A \$20.0 million reimbursement from the FDIC was recognized in the statement of operations during the quarter ended September 30, 2015 related to the sale of a portion of covered non-performing commercial loans on September 28, 2015, as the FDIC agreed to cover \$20.0 million of losses as part of its loss-share agreement with the Company.

#### **Non-Interest Expense**

Non-interest expense of \$69.1 million, increased \$9.5 million or 16.0 % compared to the same period in 2014, primarily reflecting a \$9.3 million loss related to the bulk sale during the quarter ended September 30, 2015, which included the sale of real estate owned with a carrying amount of \$11.0 million from the BBVAPR acquisition. Increase, also reflects an increase in compensation and employee benefits of \$3.7 million. The Company's efficiency ratio for the third quarter of 2015 was 63.66%, compared to 49.30%.

#### **Income Tax Expense**

Income tax expense was \$562 thousand, compared to \$8.0 million for the same period in 2014. The decrease in income tax expense reflects the decrease in income before income taxes of \$22.4 million to \$5.1 million for the third quarter of 2015, compared to net income before income taxes of \$27.5 million for the year ago quarter.

#### **Income Available to Common Shareholders**

The Company's net income available to common shareholders amounted to \$1.1 million, compared to net income available to common shareholders of \$16.1 million. Both income per basic common share and fully diluted common share were \$0.03, compared to income per basic common share and fully diluted common share of \$0.36 and \$0.34, respectively, for the third quarter of 2014.

#### **Return on Average Assets and Common Equity**

Return on average common equity ("ROE") was 0.59% compared to 8.52% for the quarter ended September 30, 2014. Return on average assets ("ROA") was 0.25% compared to 1.02% for the same period in 2014. Both decreases reflect the decrease in income in the third quarter of 2015, mostly as a result of the bulk sale.

#### Lending

Total loan production of \$251.0 million increased by 3.5% compared to the same period in 2014. Total commercial loan production of \$83.2 million decreased by 7.6% from \$90.1 million for the same period in 2014. Mortgage loan production of \$65.2 million increased by 18.0% from \$55.3 million. In the aggregate, consumer loan and auto and leasing production totaled \$102.5 million, a decrease of 5.4% from the same period in 2014.

### **Credit Quality on Non-Acquired Loans**

Net credit losses, excluding acquired loans, increased \$169 thousand to \$9.1 million, representing 1.23% of average non-acquired loans outstanding versus 1.34%. The allowance for loan and lease losses, excluding acquired loans, at September 30, 2015, increased to \$80.4 million (2.65% of total non-covered loans, excluding acquired loans) compared to \$51.4 million (1.81% of total non-covered loans, excluding acquired loans) at December 31, 2014, mostly from the increase in PREPA allowance of \$24 million in the first quarter of 2015.

Comparison of September 30, 2015 and December 31, 2014

#### **Interest Earning Assets**

The loan portfolio declined to \$4.469 billion at September 30, 2015, compared to \$4.827 billion at December 31, 2014, primarily due to the bulk sale of covered non-performing commercial loans with an unpaid principal balance amounting to \$197.1 million unpaid principal balance and the sale of non-performing commercial loans from the BBVAPR acquisition with an unpaid principal balance amounting to \$38.1 million unpaid principal balance, as part of the same transaction, in addition to repayments and maturities as the Company continues to execute on its strategy to reduce its exposure to the Puerto Rico government. The investment portfolio of \$1.623 billion at September 30, 2015 increased 15.7% compared to \$1.402 billion at December 31, 2014.

#### **Interest Bearing Liabilities**

Total deposits amounted to \$4.717 billion at September 30, 2015, a decrease of 4.2% compared to \$4.924 billion at December 31, 2014. Interest bearing deposits decreased 6.1% to \$3.924 billion. Cost of deposits, which averaged 0.79% at December 31, 2014, decreased to 0.65% at September 30, 2015.

### Stockholders' Equity

Stockholders' equity at September 30, 2015 was \$907.9 million compared to \$942.2 million at December 31, 2014, a decrease of 3.6%. This reflects a decrease of \$25.2 million in retained earnings and an increase of \$8.3 million in treasury stock. Book value per share was \$16.91 at September 30, 2015 compared to \$17.40 at December 31, 2014.

The Company maintains capital ratios in excess of regulatory requirements. At September 30, 2015, Tier 1 Leverage Capital Ratio was 10.93% (December 31, 2014 – 10.61%), Tier 1 Risk-Based Capital Ratio was 15.67% (December 31, 2014 – 16.02%), and Total Risk-Based Capital Ratio was 16.96% (December 31, 2014 – 17.57%). Common Equity Tier 1 capital ratio under the new capital rules was 12.05% at September 30, 2015.

#### **Assets under Management**

At September 30, 2015, total assets managed by the Company's trust division and OPC decreased to \$2.713 billion compared to \$2.841 billion at December 31, 2014. At September 30, 2015, total assets gathered by the securities broker-dealer subsidiary from its customer investment accounts decreased by 6.9% to \$2.442 billion, compared to \$2.622 billion at December 31, 2014. Changes in trust and broker-dealer related assets primarily reflect a decrease in portfolio balances and fluctuations in market values.

#### **Non-GAAP Measures**

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

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

During the quarter ended September 30, 2015, the Company's pre-tax pre-provision operating income decreased 35.6% to \$39.4 million as compared to \$61.3 million for the same period in 2014. Pre-tax pre-provision operating income is calculated as follows:

Quarter Ended September 30, Ended September 30, 2015 2014 (In thousands) (In thousands) (In thousands)

PRE-TAX PRE-PROVISION OPERATING INCOME

Net interest income \$ 89,823 \$ 101,871 \$ 261,750 \$ 311,347

Total pre-tax pre-provision operating income \$	39,436	61,259	3 129,176	\$ 187,487
Non-interest expenses	69,090	59,575	189,859	180,827
Total core non-interest income	18,703	18,963	57,285	56,967
Mortgage banking activities	992	2,097	4,717	5,346
Wealth management revenue	6,885	7,113	21,325	21,316
Banking service revenue	10,826	9,753	31,243	30,305
Core non-interest income:				

Tangible common equity consists of common equity less goodwill, core deposit intangibles and customer relationship intangible. Tangible book value per common share consists of tangible common equity divided by common stock outstanding at the end of the period. Ratios of tangible common equity to total assets, tangible common equity to risk-weighted assets, total equity to risk-weighted assets, tier 1 common equity to risk-weighted assets, and common equity tier 1 to risk-weighted assets and tangible book value per common share are non-GAAP measures.

At September 30, 2015, tangible common equity to total assets increased to 8.99% from 9.14% and tangible common equity to risk-weighted assets decreased to 12.94% from 14.04% at December 31, 2014. Total equity to risk-weighted assets decreased to 18.15% from 19.44% at December 31, 2014.

Management and many stock analysts use tangible common equity in conjunction with more traditional bank capital ratios to compare the capital adequacy of banking organizations. Tangible common equity or related measures should not be considered in isolation or as a substitute for stockholders' equity, total assets or any other measure calculated in accordance with GAAP.

#### ANALYSIS OF RESULTS OF OPERATIONS

The following tables show major categories of interest-earning assets and interest-bearing liabilities, their respective interest income, expenses, yields and costs, and their impact on net interest income due to changes in volume and rates for the quarters and nine-month periods ended September 30, 2015 and 2014:

TABLE 1 - QUARTERLY ANALYSIS OF NET INTEREST INCOME AND CHANGES DUE TO VOLUME/RATE FOR THE QUARTERS ENDED SEPTEMBER 30, 2015 AND 2014

	Interest		Avera	ge rate	Average	balance	
	September	September	September	September	September	September	
	2015	2014	2015	2014	2015	2014	
			(Dollars i	in thousands	)		
A - TAX EQUIVALENT SPREAD							
Interest-earning assets	\$ 107,247	\$ 120,301	6.31%	6.89%	\$ 6,740,932	\$ 6,923,413	
Tax equivalent adjustment	1,130	376	0.07%	0.02%	-	-	
Interest-earning assets - tax	108,377	120,677	6.38%	6.91%	6,740,932	6,923,413	
equivalent	100,377	120,077	0.30 /6	0.91 /6	0,740,932	0,923,413	
Interest-bearing liabilities	17,424	18,430	1.10%	1.11%	6,277,679	6,571,666	
Tax equivalent net interest income /	90,953	102,247	5.28%	5.80%	463,253	351,747	
spread		ŕ	E 250	<b>5</b> 06 0	·		
Tax equivalent interest rate margin B - NORMAL SPREAD			5.35%	5.86%			
Interest-earning assets:							
Investments:							
Investment securities	9,674	11,437	2.39%	3.26%	1,603,838	1,390,124	
Interest bearing cash and money market	, t		0.050	0.01.00	, ,		
investments	308	316	0.25%	0.21%	482,959	593,391	
<b>Total investments</b>	9,982	11,753	1.90%	2.35%	2,086,797	1,983,515	
Non-acquired loans	,	•				, ,	
Mortgage	10,059	10,287	5.26%	5.17%	758,689	789,204	
Commercial	14,623	16,538	4.30%	5.51%	1,349,511	1,190,607	
Consumer	5,432	4,142	10.22%	10.20%	210,933	161,147	
Auto and leasing	15,922	13,739	9.86%	10.25%	640,828	531,914	
Total non-acquired loans	46,036	44,706	6.17%	6.64%	2,959,961	2,672,872	
Acquired loans:							
Acquired BBVAPR							
Mortgage	8,614	9,627	5.50%	5.58%	621,706	684,536	
Commercial	14,654	18,643	13.16%	11.83%	441,876	625,472	
Consumer	3,335	3,731	16.90%	13.88%	78,306	106,640	
Auto	8,612	10,955	9.56%	8.38%	357,511	518,599	
<b>Total acquired BBVAPR loans</b>	35,215	42,956	9.32%	8.81%	1,499,399	1,935,247	
Acquired Eurobank	16,014	20,886	32.62%	24.98%	194,775	331,779	
Total loans	97,265	108,548	8.29%	8.72%	4,654,135	4,939,898	

Total interest earning assets 107,247 120,301 6.31% 6.89% 6,740,932 6,923,413

	Inte	erest	Averag	e rate	Average	balance	
	September	September	Septembé	eptemb	e <b>S</b> eptember	September	
	2015	2014	2015	2014	2015	2014	
			(Dollars in t				
Interest-bearing liabilities:							
Deposits:							
Now Accounts	1,034	1,817	0.37%	0.51%	1,110,804	1,413,776	
Savings and money market	1,592	1,780	0.51%	0.61%	1,234,772	1,154,712	
Individual retirement accounts	564	906	0.82%	1.12%	274,387	320,756	
Retail certificates of deposits	1,411	1,620	1.40%	1.36%	400,698	473,456	
Total core deposits	4,601	6,123	0.60%	0.72%	3,020,661	3,362,700	
Institutional deposits	638	1,244	0.96%	1.48%	263,990	334,121	
Brokered deposits	1,211	1,400	0.74%	0.79%	648,083	700,256	
Total wholesale deposits	1,849	2,644	0.80%	1.01%	912,073	1,034,377	
	6,450	8,767	0.65%	0.79%	3,932,734	4,397,077	
Non-interest bearing deposits	-	-	0.00%	0.00%	772,545	716,681	
Deposits fair value premium amortization	(91)	(1,441)	0.00%	0.00%	-	-	
Core deposit intangible amortization	292	335	0.00%	0.00%	-	-	
Total deposits	6,651	7,661	0.56%	0.59%	4,705,279	5,113,758	
Borrowings:							
Securities sold under agreements to	7.605	7.452	2 6601	2.020	1 122 272	1 010 000	
repurchase	7,605	7,453	2.66%	2.93%	1,132,373	1,010,000	
Advances from FHLB and other borrowings	2,283	2,314	2.68%	2.65%	337,829	346,977	
Subordinated capital notes	885	1,002	3.44%	3.94%	102,198	100,931	
Total borrowings	10,773	10,769	2.72%	2.93%	1,572,400	1,457,908	
Total interest bearing liabilities	17,424	18,430	1.10%	1.11%	6,277,679	6,571,666	
Net interest income / spread	\$ 89,823	\$ 101,871	5.21%	5.78%			
Interest rate margin	ŕ	ŕ	5.29%	5.84%			
<b>Excess of average interest-earning assets</b>							
					\$ 463,253	\$ 351,747	
over average interest-bearing liabilities					,	,	
Average interest-earning assets to average	•						
					107.38%	105.35%	
interest-bearing liabilities ratio							

# C - CHANGES IN NET INTEREST INCOME DUE TO:

	Volume	Rate	Total				
	(In thousands)						
<b>Interest Income:</b>							
Investments	\$ 612	\$ (2,383)	\$ (1,771)				
Loans	(13,497)	2,214	(11,283)				
Total interest income	(12,885)	(169)	(13,054)				
<b>Interest Expense:</b>							
Deposits	(612)	(398)	(1,010)				
Repurchase agreements	903	(751)	152				
Other borrowings	(58)	(90)	(148)				
Total interest expense	233	(1,239)	(1,006)				
<b>Net Interest Income</b>	\$ (13,118)	<b>\$ 1,070</b>	<b>\$ (12,048)</b>				

TABLE 1/A - YEAR-TO-DATE ANALYSIS OF NET INTEREST INCOME AND CHANGES DUE TO VOLUME/RATE FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014

	Interest Aver			ge rate	Average	balance	
	SeptemberSeptember		-	-	September		
	2015	2014	2015	2014	2015	2014	
			(Dollars i	n thousands	s)		
A - TAX EQUIVALENT SPREAD							
Interest-earning assets	\$313,661	\$ 369,275	6.22%		\$6,740,516	\$7,051,561	
Tax equivalent adjustment	5,734	1,461	0.11%	0.03%	-	-	
Interest-earning assets - tax equivalent	319,395	370,736	6.34%	7.03%	6,740,516	7,051,561	
Interest-bearing liabilities	51,911	57,929	1.11%	1.15%	6,266,725	6,741,332	
Tax equivalent net interest income / spread	267,484	312,807	5.23%	5.89%	473,791	310,229	
Tax equivalent interest rate margin			5.31%	5.93%			
B - NORMAL SPREAD							
Interest-earning assets:							
Investments:							
Investment securities	27,402	38,088	2.48%	3.48%	1,475,059	1,464,938	
Trading securities	55	114	7.37%	8.56%	998	1,780	
Interest bearing cash and money market investments	953	951	0.25%	0.22%	508,598	580,872	
<b>Total investments</b>	28,410	39,153	1.91%	2.56%	1,984,655	2,047,590	
Non-acquired loans							
Mortgage	29,967	31,085	5.16%	5.28%	776,152	786,434	
Commercial	45,953	47,335	4.66%	5.39%	1,317,591	1,174,220	
Consumer	14,970	10,923	10.26%	10.03%	195,098	145,659	
Auto and leasing	45,669	37,378	9.88%	10.44%	618,280	478,592	
Total non-acquired loans	136,559	126,721	6.28%	6.55%	2,907,121	2,584,905	
Acquired loans:							
Acquired BBVAPR							
Mortgage	26,414	28,359	5.56%	5.43%	635,299	698,762	
Commercial	40,996	56,315	11.19%	11.11%	489,767	677,570	
Consumer	9,970	11,939	16.03%	13.60%	83,132	117,379	
Auto	27,037	37,635	8.91%	8.65%	405,581	581,888	
Total acquired BBVAPR loans	104,417	134,248	8.65%	8.65%	1,613,780	2,075,599	
Acquired Eurobank	44,275	69,153	25.19%	26.92%	234,960	343,467	
<b>Total loans</b>	285,251	330,122	8.02%	8.82%	4,755,861	5,003,971	
<b>Total interest earning assets</b>	313,661	369,275	6.22%	7.00%	6,740,516	7,051,561	

	Interest		Average rate		Average balance		
	Sep	SeptemberSeptember		September	September	September	September
	2	2015	2014	2015	2014	2015	2014
				(Dollars in	thousands)		
Interest-bearing liabilities:							
Deposits:							
Now Accounts	\$	3,388	\$ 6,349	0.39%	0.59%	\$1,171,679	\$ 1,438,818
Savings and money market		4,988	6,268	0.52%	0.73%	1,282,753	1,150,871
Individual retirement accounts		1,935	2,904	0.91%	1.17%	284,657	331,283
Retail certificates of deposits		4,144	5,301	1.35%	1.40%	411,247	506,653
Total core deposits		14,455	20,822	0.61%	0.81%	3,150,336	3,427,625
Institutional deposits		2,134	3,942	1.06%	1.44%	269,958	366,167
Brokered deposits		3,462	4,384	0.76%	0.81%	607,575	720,208
Total wholesale deposits		5,596	8,326	0.85%	1.02%	877,533	1,086,375
		20,051	29,148	0.67%	0.86%	4,027,869	4,514,000
Non-interest bearing deposits		-	-	0.00%	0.00%	765,863	\$ 707,519
Deposits fair value premium amortization		(569)	(4,349)	0.00%	0.00%	-	-
Core deposit intangible amortization		877	1,005	0.00%	0.00%	-	-
Total deposits		20,359	25,804	0.57%	0.66%	4,793,732	5,221,519
Borrowings:							
Securities sold under agreements to repurchase		22,163	22,237	2.87%	2.81%	1,031,316	1,058,378
Advances from FHLB and other borrowings		6,766	6,897	2.66%	2.56%	339,738	360,884
Subordinated capital notes		2,623	2,990	3.44%	3.98%	101,939	100,551
Total borrowings		31,552	32,124	2.86%	2.83%	1,472,993	1,519,813
Total interest bearing liabilities		51,911	57,928	1.11%	1.15%	6,266,725	6,741,332
Net interest income / spread	\$ 2	61,750	\$ 311,347	5.11%	5.85%		
Interest rate margin				5.19%	5.90%		
Excess of average interest-earning assets							
over						\$ 473,791	¢ 210 220
						\$ 473,791	\$ 310,229

average interest-bearing liabilities Average interest-earning assets to average

107.56% 104.60%

interest-bearing liabilities ratio

### C - CHANGES IN NET INTEREST INCOME DUE TO:

	Volume	Rate	Total			
	(In thousands)					
<b>Interest Income:</b>						
Investments	\$ (1,203)	\$ (9,541) \$	(10,744)			
Loans	(35,921)	(8,950)	(44,871)			
Total interest income	(37,124)	(18,491)	(55,615)			
Interest Expense:						
Deposits	(2,114)	(3,331)	(5,445)			
Repurchase agreements	(569)	494	(75)			
Other borrowings	(423)	(75)	(498)			
Total interest expense	(3,106)	(2,912)	(6,018)			
Net Interest Income	\$ (34,018)	<b>\$</b> (15,579) <b>\$</b>	(49,597)			

#### **Net Interest Income**

# Comparison of quarters ended September 30, 2015 and 2014

Net interest income of \$89.8 million decreased 11.8% compared with \$101.9 million reported in the same quarter of 2014, reflecting a decrease of 10.4% in interest income from loans and a decrease of 15.1% in interest income from investments.

Interest rate spread decreased 57 basis points from 5.78% to 5.21%. This decrease is mainly due to a 58 basis points decrease in the average yield of interest-earning assets from 6.89% to 6.31%.

Interest income decreased \$13.1 million from \$120.3 million in the same quarter in 2014. Such decrease reflects decreases of \$12.9 million and \$169 thousand in the volume and interest rate, respectively, on interest-earning assets. Interest income from loans decreased 10.4% to \$97.3 million, reflecting a decrease in volume of \$13.5 million and an increase in interest rate of \$2.2 million, respectively. Such decrease reflects lower acquired loan balances and yield mainly related to the bulk sale at the end of the third quarter of 2015 and also normal repayments and maturities. Non-acquired loans interest income increased 3.0% to \$46.0 million as balances grew 10.7% and yield contracted 47 basis points to 6.17%. Acquired BBVAPR loans interest income fell 18.0% to \$35.2 million as balances declined 22.5% and yield increased 51 basis points to 9.32%. Acquired Eurobank loans interest income fell 23.3% to \$16.0 million as balances declined 41.3%, while yield grew 764 basis points to 32.62%. Interest income from investments decreased 15.1% to \$10.0 million, reflecting a decrease in interest rate of \$2.4 million. Such decrease in interest income from investments reflects a higher premium amortization on existing securities.

Interest expense decreased 5.5% to \$17.4 million, primarily because of a \$1.2 million decrease in interest rate, partially offset by an increase of \$233 thousand in interest-bearing liabilities volume. The interest rate of repurchase agreements fell \$751 thousand. The cost of deposits before fair value amortization and core deposit intangible amortization decreased 14 basis points to 0.65% for the third quarter of 2015, compared to 0.79% for the same quarter of 2014. Cost of borrowings decreased 21 basis points to 2.72% from 2.93%.

The average balance of total interest-earning assets was \$6.741 billion, a decrease of 2.6% from the same period in 2014. The decrease in average balance of interest-earning assets was mainly attributable to a decrease of 5.8% in average loans.

Comparison of nine-month periods ended September 30, 2015 and 2014

Net interest income of \$261.8 million decreased 15.9% compared with \$311.3 million reported in the same period in 2014, reflecting a decrease of 13.6% in interest income from loans and a decrease of 27.4% in interest income from investments.

Interest rate spread decreased 74 basis points from 5.85% to 5.11%. This decrease is mainly due to the net effect of a 78 basis points decrease in the average yield of interest-earning assets from 7.00% to 6.22%.

Interest income decreased to \$313.7 million from \$369.3 million in the same period in 2014. Such decrease reflects decreases of \$37.1 million and \$18.5 million in the volume and in interest rate, respectively, of interest-earning assets. Interest income from loans decreased 13.6% to \$285.2 million, reflecting a decrease in both, volume and interest rate of \$35.9 million and \$9.0 million, respectively. In addition, such decrease reflects a \$4.1 million decrease in interest income from loans to PREPA, which was placed in non-accrual at the end of the first quarter of 2015, and PRASA, which was paid off during the second quarter of 2015. Non-acquired loans interest income increased 7.8% to \$136.6 million as balances grew 12.5% and yield contracted 27 basis points to 6.28%. Acquired BBVAPR loans interest income fell 22.2% to \$104.4 million as balances declined 22.2%, while yield remained at 8.65%. Acquired Eurobank loans interest income fell 36.0% to \$44.3 million as balances declined 31.6% and yield reduced 173 basis points to 25.19%. Interest income from investments decreased 27.4% to \$28.4 million, reflecting a decrease in both, volume and interest rate of \$1.2 million and \$9.5 million, respectively. Such decrease in interest income from investments reflects a decrease in investment securities from redemptions, maturities and sales, and higher premium amortization on existing securities.

Interest expense decreased 10.4% to \$51.9 million, primarily because of a \$3.1 million decrease in the volume of interest-bearing liabilities and a decrease of \$2.9 million in interest rate. The decrease in interest-bearing liabilities is mostly due to the decrease in deposits volume and interest rate of \$2.1 million and \$3.3 million, respectively, a decrease in repurchase agreements volume of \$569 thousand which was partially offset by an increase in interest rate of \$494 thousand, and a decrease in other borrowings volume and interest rate of \$423 thousand and \$75 thousand. The cost of deposits before fair value amortization and core deposit intangible

amortization decreased 19 basis points to 0.67%, compared to 0.86% for the same period in 2014. The decrease in the cost of deposits was partially offset by an increase in the cost of borrowings, which increased 3 basis points to 2.86% from 2.83%.

The average balance of total interest-earning assets was \$6.741 billion, a decrease of 4.4% from the same period in 2014. The decrease in average balance of interest-earning assets was mainly attributable to a decrease of 3.1% in average investments and a decrease of 5.0% in average loans.

TABLE 2 - NON-INTEREST INCOME SUMMARY

	0	IT J. J			Month	
	Quarter Ended September 30,			Period Ended September 30,		
	2015	2014	Variance	2015	2014	
	(Dollars in			(Dollars in		
	thousands)			thousands)		
Banking service revenue	\$ 10,826	\$ 9,753	11.0%	\$ 31,243	\$ 30,305	
Wealth management revenue	6,885	7,113	-3.2%	21,325	21,316	
Mortgage banking activities	992	2,097	-52.7%	4,717	5,346	
Total banking and financial service revenue	18,703	18,963	-1.4%	57,285	56,967	
Total other-than-temporary impairment losses on investment securities	(584)	-	-100.0%	(584)	-	
Portion of loss recognized in other comprehensive income, before taxes	338	-	100.0%	338	-	
Net impairment losses recognized in earnings	(246)	-	-100.0%	(246)	-	
FDIC shared-loss expense, net:						
FDIC indemnification asset expense	(1,215)	(16,059)	92.4%	(35,948)	(51,180)	
Change in true-up payment obligation	(864)	(875)	1.3%	(2,460)	(2,596)	
	(2,079)	(16,934)	87.7%	(38,408)	(53,776)	
Reimbursement from FDIC shared-loss coverage in sale of loans	20,000	-	100.0%	20,000	-	
Net gain (loss) on:						
Sale of securities available for sale	-	-	0.0%	2,572	4,366	
Derivatives	(208)	7	-3071.4%	(223)	(463)	
Other non-interest (loss) income	(193)	455	-142.4%	(2,778)	1,133	
	17,274	(16,472)	204.9%	(19,083)	(48,740)	
Total non-interest income, net	\$ 35,977	\$ 2,491	1344.3%	\$ 38,202	\$ 8,227	

#### **Non-Interest Income**

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

#### Comparison of quarters ended September 30, 2015 and 2014

As shown in Table 2 above, the Company recorded non-interest income in the amount of \$36.0 million, compared to \$2.5 million for the same period in 2014, an increase of 1,344.3%, or \$33.5 million.

The FDIC shared-loss expense, net, decreased to \$2.1 million as compared to \$16.9 million for the same period in 2014, results primarily from the decrease of the FDIC commercial loss share amortization related to the expiration of the non-single family loss share coverage by the FDIC. The decrease is also related to the ongoing evaluation of expected cash flows of the covered loan portfolio and from changes in the fair value of the true-up payment obligation (also known as a clawback liability). The majority of the FDIC indemnification asset was recorded for projected claimable losses on residential loans. The FDIC indemnification asset expense decreased to \$1.2 million from \$16.1 million compared with the same quarter in 2014. The true-up payment obligation decreased slightly to \$864 thousand as compared to \$875 thousand for the same quarter in 2014. The true-up payment obligation may increase if actual and expected losses decline. The Company measures the true-up payment obligation at fair value. Notwithstanding

the expiration of loss share coverage for non-single family loans, on July 2, 2015, the Company entered into an agreement with the FDIC pursuant to which the FDIC concurred with a sale of loss share assets covered under the non-single family loss share agreement. As a result to such agreement, the FDIC agreed to pay up to \$20 million in loss share coverage with respect to the aggregate loss resulting from the most recent bulk sale of covered non-performing commercial loans, as reflected in table 2, and such receivable was registered as a reimbursement from the FDIC in light of the successful execution of the bulk sale.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services, increased 3.1% to \$10.8 million, from \$9.8 million for the same period in 2014. The increase is mainly due to higher customer service revenues and checking account fees.

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities declined to \$6.9 million, compared to \$7.1 million for the same quarter in 2014. Such decrease was mainly driven by a reduction of \$184 thousand in trading activities related to mutual funds for the third quarter of 2015.

Income generated from mortgage banking activities decreased 52.6% to \$993 thousand, compared to \$2.1 million for the same quarter in 2014. The decrease in mortgage banking activities was mostly due to foregone gains on sales as a result of retaining securitized GNMA pools, as the Company retained securitized GNMA pools totaling \$27.8 million at a yield of 3.06% from its own originations during the quarter ended September 30, 2015.

During the third quarter of 2015, the Company recognized an other-than-temporary impairment charge on its portfolio of investment securities available-for-sale classified as obligations from the Puerto Rico government and its political subdivisions. The Corporation determined that \$246 thousand of the unrealized loss carried by these securities was attributed to estimated credit losses.

#### Comparison of nine-month periods ended September 30, 2015 and 2014

The Company recorded non-interest income in the amount of \$38.2 million, compared to \$8.2 million for the same period in 2014, an increase of 364.4%, or \$30.0 million.

The FDIC shared-loss expense, net, decreased to \$38.4 million as compared to \$53.8 million for the same period in 2014, primarily from the decrease of the FDIC commercial loss share amortization related to the expiration of the

non-single family loss share coverage by the FDIC. The decrease is also related to the ongoing evaluation of expected cash flows of the covered loan portfolio and from changes in the fair value of the true-up payment obligation (also known as a clawback liability). The FDIC indemnification asset expense decreased to \$35.9 million from \$51.2 million compared with the same period in 2014. The true-up payment obligation decreased to \$2.5 million as compared to \$2.6 million for the same period in 2014. The true-up payment obligation may increase if actual and expected losses decline. The Company measures the true-up payment obligation at fair value. Notwithstanding the expiration of loss share coverage for non-single family loans, on July 2, 2015, the Company entered into an agreement with the FDIC pursuant to which the FDIC concurred with a sale of a loss share assets covered under the non-single family loss share agreement. As a result to such agreement, the FDIC agreed to pay up to \$20 million in loss share coverage with respect to the aggregate loss resulting from the most recent bulk sale of covered non-performing commercial loans, as reflected in table 2, and such receivable was registered as a reimbursement from the FDIC in light of the successful execution of the bulk sale.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services, increased to \$31.2 million, from \$30.3 million for the same period in 2014. The increase is mainly driven by higher electronic banking fees of \$1.9 million and \$471 thousand in lease servicing and other loan fees, partially offset by lower checking account fees by \$933 thousand, mainly from cycle fees, and branch service commissions by \$216 thousand.

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities, remained at \$21.3 million, compared to the same period in 2014.

Income generated from mortgage banking activities decreased 11.8% to \$4.7 million, compared to \$5.3 million for the same period in 2014. The decrease in mortgage banking activities was mostly due to foregone gains on sales as a result of retaining securitized GNMA pools, as the Company retained securitized GNMA pools totaling \$27.8 million at a yield of 3.06% from its own originations during the quarter ended September 30, 2015.

Gains from the sale of securities were \$2.6 million compared to \$4.4 million for the same period in 2014. Losses from derivative activities were \$223 thousand, compared to \$463 thousand for the same period in 2014.

Other non-interest income declined \$3.9 million, mainly related to the sale of mortgage servicing rights consisting of loans owned by GNMA and sold during the second quarter of 2015 for approximately \$7.0 million. The Company recognized a loss of \$2.7 million related to this transaction.

TABLE 3 - NON-INTEREST EXPENSES SUMMARY

	_	rter End tember 3		Nine-M Period E Septemb		
	2015	2014	Variance %	2015	2014	Variance %
	(Dollar	rs in		(Dollar	rs in	
	thousa	,		thousa	nds)	
Compensation and employee benefits	\$ 21,015 \$	18,592	13.0%	\$ 60,455 \$	61,086	-1.0%
Professional and service fees	4,000	3,807	5.1%	12,324	11,525	6.9%
Occupancy and equipment	8,556	8,770	-2.4%	26,075	25,684	1.5%
Insurance	2,263	2,099	7.8%	6,467	6,506	-0.6%
Electronic banking charges	5,496	4,637	18.5%	16,714	14,085	18.7%
Information technology expenses	1,364	1,289	5.8%	4,360	4,589	-5.0%
Advertising, business promotion, and strategic initiatives	1,577	1,825	-13.6%	4,763	5,274	-9.7%
Foreclosure, repossession and other real estate expenses	16,601	7,842	111.7%	32,384	20,885	55.1%
Loan servicing and clearing expenses	1,976	1,870	5.7%	6,923	5,598	23.7%
Taxes, other than payroll and income taxes	2,649	3,494	-24.2%	6,831	11,005	-37.9%
Communication	774	820	-5.6%	2,234	2,590	-13.7%
Printing, postage, stationery and supplies	624	620	0.6%	1,842	1,820	1.2%
Director and investor relations	246	250	-1.6%	829	794	4.4%
Other operating expenses	1,949	3,660	-46.7%	7,658	9,386	-18.4%
Total non-interest expenses	\$ 69,090 \$	59,575	16.0%	\$ 189,859 \$	180,827	5.0%
Relevant ratios and data:						
Efficiency ratio	63.66%	49.30%		59.51%	49.10%	
Compensation and benefits to						
non-interest expense	30.42%	31.21%		31.84%	33.78%	
Compensation to average total assets owned	1.15%	0.97%		1.10%	1.04%	
Average number of employees	1,493	1,574		1,504	1,564	
Average compensation per employee	\$ 14.1 \$			\$ 40.2 \$		
Average loans per average employee	\$ 3,117 \$	3,138		\$ 3,162 \$	3,199	
103	, .	,		, .	,	

#### **Non-Interest Expenses**

## Comparison of quarters ended September 30, 2015 and 2014

Non-interest expense for the quarter was \$69.1 million, representing an increase of 16.0% compared to \$59.6 million in the same quarter of the previous year.

Compensation and employee benefits increased 13.0% to \$21.0 million from \$18.6 million for the third quarter of 2014, mainly due to an increase of \$1.2 million in provision for bonus distribution and an increase of \$779 thousand in incentives. In addition, during the quarter ended September 30, 2015, the Company offered a voluntary early retirement program for qualified employees and accumulated additional compensation expenses of \$917 thousand related to this program.

Electronic banking charges increased 18.5% to \$5.5 million, mostly due to the increase in expenses related to merchant business and card interchange transactions resulting from the continued growth of our banking business.

Foreclosure, repossession and other real estate expenses increased 111.7% to \$16.6 million from \$7.8 million as a result of a \$9.3 million loss in the sale of other real estate owned as part of the bulk sale completed during the quarter ended September 30, 2015.

The increases in the foregoing non-interest expenses were partially offset by decreases in taxes, other than payroll and income taxes, advertising, business promotion, and strategic initiatives and occupancy and equipment compensation.

Taxes, other than payroll and income taxes decreased by \$845 thousand or 24.2%, mostly due to a decrease of \$1.4 million in the local gross receipts tax that was repealed for taxable years commencing after December 31, 2014.

Advertising, business promotion, and strategic initiatives decreased 13.6% or \$248 thousand to \$1.6 million from \$1.8 million for the same quarter in 2014, mainly due to new business strategies and promotions.

Occupancy and equipment decreased 2.4% or \$214 thousand to \$8.6 million from \$8.8 million for the same quarter in 2014, mainly to a reduction of \$193 thousand in security guards expenses.

Efficiency ratio was 63.66% compared to 49.30% for the same period in 2014. The efficiency ratio measures how much of the Company's revenues is used to pay operating expenses. The Company computes its efficiency ratio by dividing non-interest expenses by the sum of its net interest income and non-interest income, but excluding gains on the sale of investment securities, derivatives gains or losses, credit-related other-than-temporary impairment losses, FDIC shared-loss expense, FDIC reimbursement, other gains and losses, and other income that may be considered volatile in nature. Management believes that the exclusion of those items permits consistent comparability. Amounts presented as part of non-interest (losses) income that are excluded from the efficiency ratio computation amounted to an income of \$17.3 million, compared to a loss of \$16.5 million for the same quarter of 2014.

#### Comparison of nine-month periods ended September 30, 2015 and 2014

Non-interest expense for the nine-month period was \$189.9 million, representing an increase of 5.0% compared to \$180.8 million in the same period of the previous year.

Foreclosure, repossession and other real estate expenses increased 55.1% to \$32.4 million, as compared to \$20.9 million in the same period for the previous year, primarily reflecting a \$9.3 million loss related to the sale of other real estate owned as part of the bulk sale completed during the quarter ended September 30, 2015. In addition, there was a \$3.0 million increase in other real estate owned and mortgage properties markdowns, as part of our ongoing and proactive de-risking efforts.

Electronic banking charges increased 18.7% to \$16.7 million, mostly due to the increase in expenses related to merchant business and card interchange transactions resulting from the continued growth of our banking business.

Loan servicing and clearing expenses increased 23.7% or \$1.3 million to \$6.9 million from \$5.6 million for the same period in 2014, mainly due to an increase of \$785 thousand in servicing expenses and \$466 thousand in mortgage servicing migration.

The increases in the foregoing non-interest expenses were partially offset by decreases in taxes, other than payroll and income taxes, advertising, business promotion, and strategic initiatives and occupancy and equipment compensation.

Taxes, other than payroll and income taxes decreased by \$4.2 million or 37.9%, mostly due to a decrease of \$5.2 million in the local gross receipts tax that was repealed for taxable years commencing after December 31, 2014.

Advertising, business promotion, and strategic initiatives decreased 9.7% or \$511 thousand to \$4.8 million from \$5.3 million for the same quarter in 2014, mainly due to new business strategies and promotions.

Compensation and employee benefits decreased 1.0% to \$60.5 million from \$61.1 million for the same period of 2014. The decrease is due mainly to lower salaries and lower benefits as a result of a headcount reduction from 1,564 to 1,491 mainly from the voluntary early retirement programs offered by the Company in December 2014 and September 2015 for qualified employees as a cost savings initiative.

Efficiency ratio was 59.51% compared to 49.10% for the same period in 2014. The efficiency ratio measures how much of the Company's revenues is used to pay operating expenses. The Company computes its efficiency ratio by dividing non-interest expenses by the sum of its net interest income and non-interest income, but excluding gains on the sale of investment securities, derivatives gains or losses, credit-related other-than-temporary impairment losses, FDIC shared-loss expense, FDIC reimbursement, other gains and losses, and other income that may be considered volatile in nature. Management believes that the exclusion of those items permits consistent comparability. Amounts presented as part of non-interest losses that are excluded from the efficiency ratio computation amounted to losses of \$19.1 million, compared to \$48.7 million for the same period of 2014.

#### **Provision for Loan and Lease Losses**

#### Comparison of quarters ended September 30, 2015 and 2014

Provision for loan and lease losses increased 198.89% or \$34.3 million, to \$51.6 million, reflecting a \$38.1 million provision for loan and lease losses resulting from the bulk sale completed during the quarter ended September 30, 2015 mentioned before.

Based on an analysis of the credit quality and the composition of the Company's loan portfolio, management determined that the provision for the quarter was adequate in order to maintain the allowance for loan and lease losses at an adequate level to provide for probable losses based upon an evaluation of known and inherent risks.

Provision for originated and other loan and lease losses increased 22.1%, or \$1.9 million, to \$10.5 million from \$8.6 million when compared with the same period in 2014. Management determined that no additional provision was required on the PREPA line of credit after the evaluation made during the quarter ended September 30, 2015.

Total charge-offs on originated and other loans increased 10.7% to \$12.9 million, as compared to \$11.7 million for the same quarter in 2014. Auto and leasing charge-offs increased \$848 thousand to \$8.5 million. Commercial charge-offs

increased \$331 thousand to \$828 thousand.

Total recoveries on originated and other loans increased from \$4.1 million to \$3.8 million. As a result, the recoveries to charge-offs ratio increased from 23.18% to 29.30%. Net credit losses increased \$1.4 million to \$9.1 million, representing 1.22% of average originated and other loans outstanding versus 1.34% for the same quarter in 2014, annualized.

Provision for acquired loan and lease losses increased 373.3%, or \$32.4 million, to \$41.1 million from \$8.7 million when compared with the same period in 2014. Provision for acquired BBVAPR loan and lease losses remained at \$7.6 million. An additional provision of \$5.2 million was placed as a result of the sale of certain non-performing commercial loans from the BBVAPR acquisition during the third quarter of 2015. Provision for acquired Eurobank loan and lease losses increased \$32.4 million from \$1.1 million to \$33.5 million. Such increase reflects an additional provision of \$32.9 million placed as a result of the sale of a certain non-performing commercial acquired Eurobank loans amounting to \$197.1 million, unpaid principal balance (\$100.0 million carrying amount), during the third quarter of 2015.

#### Comparison of nine-month periods ended September 30, 2015 and 2014

Provision for loan and lease losses increased 149.8% or \$65.5 million, to \$109.3 million, reflecting a \$38.1 million provision for loan and lease losses resulting from the bulk sale completed during the quarter ended September 30, 2015 mentioned before.

Based on an analysis of the credit quality and the composition of the Company's loan portfolio, management determined that the provision for the quarter was adequate in order to maintain the allowance for loan and lease losses at an adequate level to provide for probable losses based upon an evaluation of known and inherent risks.

Provision for originated and other loan and lease losses increased 151.2%, or \$32.7 million, to \$54.3 million from \$21.6 million when compared with the same period in 2014. Such increase was primarily due to the classification of \$200 million participation in the PREPA line of credit on non-accrual status and the recognition of a \$24.0 million provision for loan and lease losses on such line during the first quarter of 2015. Management determined that no additional provision was required on the PREPA line of credit after the evaluation made during the quarter ended September 30, 2015.

Total charge-offs on originated and other loans increased 33.6% to \$36.9 million, as compared to \$27.6 million for the same quarter in 2014. Auto and leasing charge-offs increased \$6.3 million to \$24.3 million. Consumer charge-offs decreased \$2.6 million to \$6.5 million.

Total recoveries on originated and other loans increased from \$7.2 million to \$11.5 million. As a result, the recoveries to charge-offs ratio increased from 26.05% to 31.16%. Net credit losses increased \$5.0 million to \$25.4 million, representing 1.17% of average originated and other loans outstanding versus 1.05% for the same quarter in 2014, annualized.

Provision for acquired loan and lease losses increased 148.38%, or \$32.9 million, to \$55.0 million from \$22.1 million when compared with the same period in 2014. Provision for acquired BBVAPR loan and lease losses decreased 6.0% to \$16.8 million, compared to \$17.8 million for the same period in 2014. An additional provision of \$5.2 million was placed as a result of the sale of certain non-performing commercial loans from the BBVAPR acquisition, during the third quarter of 2015. Provision for acquired Eurobank loan and lease losses increased \$33.9 million from \$4.3 million to \$38.2 million. Such increase reflects an additional provision of \$32.9 million placed as a result of the sale of a certain non-performing commercial acquired Eurobank loans amounting to \$197.1 million, unpaid principal balance (\$100.0 million carrying amount) during the third quarter of 2015.

Acquired loans accounted for under ASC 310-30 required a provision for loan and lease losses of \$10.9 million, as compared to \$7.3 million for the same period in 2014. The provision for loan and lease losses for loans accounted for under ASC 310-30 reflects the Company's revision of the expected cash flows in the covered loan portfolio considering actual experiences and changes in the Company's expectations for the remaining terms of the loan pools.

#### **Income Taxes**

# Comparison of quarters ended September 30, 2015 and 2014

Income tax expense decreased \$7.4 million to \$562 thousand, compared to \$8.0 million for the same quarter in 2014. Decrease in income tax expense reflects the net income before income taxes reduction of \$22.4 million to \$5.1 million for the quarter, compared to net income before income taxes of \$27.5 million for the year ago quarter.

## Comparison of nine-month periods ended September 30, 2015 and 2014

Income tax expense decreased \$28.1 million to \$2.3 million, compared to \$30.4 million for the same period in 2014. The decrease in income tax expense reflects the decrease in the net income before income taxes of \$94.2 million to \$782 thousand for the nine-month period ended September 30, 2015, compared to net income before income taxes of \$95.0 million for the year ago nine-month period.

#### **Business Segments**

The Company segregates its businesses into the following major reportable segments: Banking, Wealth Management, and Treasury. Management established the reportable segments based on the internal reporting used to evaluate performance and to assess where to allocate resources. Other factors such as the Company's organization, nature of its products, distribution channels and economic characteristics of the products were also considered in the determination of the reportable segments. The Company measures the performance of these reportable segments based on pre-established goals of different financial parameters such as net income, net interest income, loan production, and fees generated. The Company's methodology for allocating non-interest expenses among segments is based on several factors such as revenue, employee headcount, occupied space, dedicated services or time, among others. Following are the results of operations and the selected financial information by operating segment for the quarters and nine-month periods ended September 30, 2015 and 2014.

Ouarter	Ended S	September	30, 2015
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								Total				
				Wealth				Major				Consolidated
		Banking	N	<b>Ianageme</b>	ent	Treasury		Segments	]	Eliminatior	1S	Total
						(In t	ho	usands)				
Interest income	\$	97,264	\$	25	\$	9,958	\$	107,247	\$	-	\$	107,247
Interest expense		(7,036)		-		(10,388)		(17,424)		-		(17,424)
Net interest income		90,228		25		(430)		89,823		-		89,823
Provision for												
loan and lease losses		(51,579)		_		-		(51,579)		_		(51,579)
Non-interest income (loss)		30,098		6,513		(634)		35,977		-		35,977
Non-interest expenses		(63,106)		(5,063)		(921)		(69,090)		-		(69,090)
Intersegment revenue		351		-		69		420		(420)		-
Intersegment expenses		(69)		(252)		(99)		(420)		420		-
Income before income taxe	s \$	5,923	\$	1,223	\$	(2,015)	\$	5,131	\$	-	\$	5,131
Total assets	\$	5,990,125	\$	20,594	\$	2,117,569	\$	8,128,288		(924,466)	\$	7,203,822

#### **Quarter Ended September 30, 2014**

Total										
		Wealth				Major			Consolidated	
E	Banking I		nagem	ent	Treasury		Segments	]	Eliminations	Total
					(In t	ho	usands)			
\$	108,548	\$	44	\$	11,709	\$	120,301	\$	- \$	120,301
	(7,892)		-		(10,538)		(18,430)		-	(18,430)
	100,656		44		1,171		101,871		-	101,871
	(17,257)		-		-		(17,257)		-	(17,257)
	(3,242)		6,208		(475)		2,491		-	2,491
	(53,669)	(	(4,483)		(1,423)		(59,575)		-	(59,575)
	431		-		290		721		(721)	-
		\$ 108,548 (7,892) 100,656 (17,257) (3,242) (53,669)	\$ 108,548 \$ (7,892) 100,656 (17,257) (3,242) (53,669)	\$ 108,548 \$ 44 (7,892) - 100,656 44 (17,257) - (3,242) 6,208 (53,669) (4,483)	Banking       Management         \$ 108,548       \$ 44       \$ (7,892)         100,656       44       44         (17,257)       -       -         (3,242)       6,208       (53,669)       (4,483)	Banking         Management         Treasury (In the second	Banking         Management         Treasury (In thousand)           \$ 108,548         \$ 44         \$ 11,709         \$ (7,892)           \$ (7,892)         -         (10,538)         100,656         44         1,171           \$ (17,257)         -         -         -         -           \$ (3,242)         6,208         (475)         (1,423)	Wealth         Major           Banking         Management         Treasury         Segments           (In thousands)           \$ 108,548         \$ 44         \$ 11,709         \$ 120,301           (7,892)         -         (10,538)         (18,430)           100,656         44         1,171         101,871           (17,257)         -         -         (17,257)           (3,242)         6,208         (475)         2,491           (53,669)         (4,483)         (1,423)         (59,575)	Wealth         Major           Banking         Management         Treasury         Segments         1           (In thousands)           \$ 108,548         \$ 44         \$ 11,709         \$ 120,301         \$           (7,892)         -         (10,538)         (18,430)         101,871           (17,257)         -         -         (17,257)           (3,242)         6,208         (475)         2,491           (53,669)         (4,483)         (1,423)         (59,575)	Wealth Management         Treasury Segments         Eliminations           \$ 108,548         \$ 44         \$ 11,709         \$ 120,301         \$ - \$           (7,892)         - (10,538)         (18,430)         -           100,656         44         1,171         101,871         -           (17,257)         - (17,257)         -         -           (3,242)         6,208         (475)         2,491         -           (53,669)         (4,483)         (1,423)         (59,575)         -

Intersegment expenses	(290)	(330)	(101)	(721)	721	-
Income before income taxes \$	26,629	\$ 1,439	\$ (538)	\$ 27,530	\$ -	\$ 27,530
Total assets \$	6,494,141	\$ 26,800	\$ 2,098,341	\$ 8,619,282	(945,943)	\$ 7,673,339
107						

#### Nine-Month Period Ended September 30, 2015

							Total				
			Wealth			Major				$\mathbf{C}_{\mathbf{C}}$	onsolidated
	Banking	Ma	anagement	1	reasury	,	Segments	Eli	mination	S	Total
					(In tho	usa	ands)				
Interest income	\$ 285,251	\$	71	\$	28,339	\$	313,661	\$	-	\$	313,661
Interest expense	(21,600)		-		(30,311)		(51,911)		-		(51,911)
Net interest income	263,651		71		(1,972)		261,750		-		261,750
Provision for loan and lease losses	(109,311)		-		-		(109,311)		-		(109,311)
Non-interest income(loss)	16,136		20,416		1,650		38,202		-		38,202
Non-interest expenses	(169,264)		(16,586)		(4,009)		(189,859)		-		(189,859)
Intersegment revenue	1,058		-		228		1,286		(1,286)		-
Intersegment expenses	(228)		(770)		(288)		(1,286)		1,286		-
<b>Income before income taxes</b>	\$ 2,042	\$	3,131	\$	(4,391)	\$	782	\$	-	\$	782

#### Nine-Month Period Ended September 30, 2014

	Total											
	Wealth							Major				nsolidated
	<b>Banking Management Treasury</b>					reasury	Segments Eliminat				5	Total
						(In tho	usa	ands)				
Interest income	\$	330,148	\$	132	\$	38,995	\$	369,275	\$	-	\$	369,275
Interest expense		(26,235)		-		(31,693)		(57,928)		-		(57,928)
Net interest income		303,913		132		7,302		311,347		-		311,347
Provision for loan and lease losses		(43,763)		-		-		(43,763)		-		(43,763)
Non-interest income(loss)		(14,845)		20,232		2,840		8,227		-		8,227
Non-interest expenses		(156,867)		(15,629)		(8,331)		(180,827)		-		(180,827)
Intersegment revenue		1,410		-		290		1,700		(1,700)		-
Intersegment expenses		(290)		(1,089)		(321)		(1,700)		1,700		-
<b>Income (loss) before income taxes</b>	\$	89,558	\$	3,646	\$	1,780	\$	94,984	\$	-	\$	94,984

Comparison of quarters ended September 30, 2015 and 2014

#### **Banking**

Net interest income of the Company's Banking segment decreased \$10.4 million for the third quarter of 2015, or 10.4%, reflecting a decrease of 13.6% in interest income from loans. Interest income from loans reflects a decrease volume by \$13.5 million and an increase in interest rate by \$2.2 million, mainly related to the bulk sale at the end of the third quarter of 2015 and to normal repayments and maturities, especially in the acquired portfolios.

Provision for loan and lease losses increased 198.9%, or \$34.3 million, to \$51.6 million, reflecting a \$38.1 million provision for loan and lease losses resulting from the bulk sale of non-performing loans and other real estate owned completed during the quarter ended September 30, 2015.

The FDIC shared-loss expense, net, decreased to \$2.1 million as compared to \$16.9 million for the same period in 2014, which primarily from the decrease of the FDIC commercial loss share amortization related to the expiration of the non-single family loss share coverage by the FDIC. Notwithstanding the expiration of loss share coverage for non-single family loans, on July 2, 2015, the Company entered into an agreement with the FDIC pursuant to which the FDIC concurred with a potential sale of a pool of loss share assets covered under the non-single family loss share agreement. Pursuant to such agreement, the FDIC agreed to pay up to \$20 million in loss share coverage with respect to the aggregate loss resulting from the most recent sale of covered non-performing commercial loans, as reflected in non-interest income the table above, and such reimbursement was registered as a receivable from the FDIC in light of the successful execution of the bulk sale.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services, increased 3.1% to \$10.8 million, from \$9.8 million for the same period in 2014. The increase is mainly due to higher customer service revenues and checking account fees.

Income generated from mortgage banking activities decreased 52.6% to \$993 thousand, compared to \$2.1 million for the same quarter in 2014. The decrease in mortgage banking activities is mainly due to lower mortgage backed securities volume and less servicing income, offset by higher loans sold and lower loss on repurchase agreements, when compared to the same period in 2014.

Non-interest expense of \$63.1 million increased \$9.4 million or 17.6% when compared to the same period in 2014. The increase in non-interest expense primarily reflects a \$9.3 million loss related to the sale of certain other real estate owned from the BBVAPR acquisition as part of the bulk sale mentioned before. In addition, electronic banking charges increased \$869 thousand, mainly from merchant business and debit/credit card interchange transactions as our banking business continues to grow.

## Wealth Management

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities, declined 3.2% compared to the same quarter in 2014. Such decrease was mainly driven by a reduction of \$184 thousand in trading activities related to mutual funds for the third quarter of 2015.

Non-interest expenses increased by 12.9% to \$5.1 million, compared to \$4.5 million for the same period in 2014.

## **Treasury**

Interest income from investments decreased 15.1% to \$10.0 million, reflecting a decrease in interest rate of \$2.4 million. Such decrease in interest income from investments reflects a higher premium amortization on existing securities.

Non-interest expenses, mainly composed of indirect expenses allocated from support departments decreased 35.3% to \$921 thousand as part of the Company's cost reduction strategy.

Comparison of nine-month periods ended September 30, 2015 and 2014

#### **Banking**

Net interest income of the Company's Banking segment decreased \$40.3 million for the nine-month period ended September 30, 2015, or 13.2%, reflecting a decrease of 13.6% in interest income from loans. Interest income from loans decreased 13.6% to \$285.2 million, reflecting a decrease in both, volume and interest rate of \$35.9 million and \$9.0 million, respectively. Such decrease reflects lower acquired loan balances and yield primarily due to the bulk sale of non-performing commercial loans during the third quarter of 2015 and normal repayments and maturities, especially in the acquired portfolios. In addition, such decrease reflects a reduction of \$4.1 million in interest income from the loans to PREPA, which was placed in non-accrual at the end of the first quarter of 2015, and PRASA, which was paid off during the second quarter of 2015.

Provision for loan and lease losses increased 149.78%, or \$65.5 million, to \$109.3 million, reflecting a \$38.1 million provision for loan and lease losses resulting from the bulk sale of non-performing loans and other real estate owned completed during the quarter ended September 30, 2015. In addition, during the first quarter of 2015, the Company recorded an additional provision for loan and lease losses of \$24 million related to its participation in the line of credit to PREPA.

The FDIC shared-loss expense, net, decreased to \$38.4 million as compared to \$53.8 million for the same period in 2014, primarily from the decrease of the FDIC commercial loss share amortization related to the expiration of the non-single family loss share coverage by the FDIC. Notwithstanding the expiration of loss share coverage for non-single family loans, on July 2, 2015, the Company entered into an agreement with the FDIC pursuant to which the FDIC concurred with a potential sale of a pool of loss share assets covered under the non-single family loss share agreement. Pursuant to such agreement, the FDIC agreed to pay up to \$20 million in loss share coverage with respect to the aggregate loss resulting from the most recent sale of covered non-performing commercial loans, as reflected in non-interest income in the table above, and such reimbursement was registered as a receivable from the FDIC in light of the successful execution of the bulk sale.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services, increased to \$31.2 million, from \$30.3 million for the same period in 2014. The increase is mainly driven by higher electronic banking fees of \$1.9 million and \$471 thousand in lease servicing and other loan fees, partially offset by lower checking account fees by \$933 thousand, mainly from cycle fees, and branch service commissions by \$216 thousand.

Income generated from mortgage banking activities decreased 11.8% to \$4.7 million, compared to \$5.3 million for the same period in 2014. The decrease in mortgage banking activities was mostly due to foregone gains on sales as a result of retaining securitized GNMA pools, as the Company retained securitized GNMA pools totaling \$27.8 million at a yield of 3.06% from its own originations during the quarter ended September 30, 2015.

During the nine-month period ended September 30, 2015, the Company recognized a loss of \$835 thousand related to the sale of its mortgage servicing assets during the second quarter of 2015. It is included as other non-interest income.

Non-interest expense of \$169.3 million increased 7.9% when compared to the same period in 2014. The increase in non-interest expense primarily reflects a \$9.3 million loss related to the sale of other real estate owned from the BBVAPR acquisition as part of the bulk sale during the third quarter of 2015. In addition, the Company had a \$3.0 million increase in markdown of foreclosed real estate, as part of de-risking efforts during the second quarter of 2015. Also, electronic banking charges increased 18.7%, mainly from merchant business and credit/debit card interchange transactions as our banking business continues to grow.

#### Wealth Management

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities, remained at \$20.4 million, compared to \$20.2 million in the same period in 2014.

Non-interest expenses increased by 6.1% to \$16.6 million, mainly due to \$2.1 million payment required by our broker-dealer's regulator during the second quarter of 2015, partially offset by a decrease in commissions paid when compared to the same period in 2014.

# **Treasury**

The investment portfolio of \$1.624 billion at September 30, 2015 increased 15.8% compared to \$1.402 billion at December 31, 2014. Interest income from investments decreased 27.4% to \$28.4 million, reflecting a decrease in both, volume and interest rate of \$1.2 million and \$9.5 million, respectively. Such decrease in interest income from investments reflects higher premium amortization on existing securities.

#### **ANALYSIS OF FINANCIAL CONDITION**

#### **Assets Owned**

At September 30, 2015, the Company's total assets amounted to \$7.204 billion representing a decrease of 3.3% when compared to \$7.449 billion at December 31, 2014. This reduction is mainly due to a decrease in the loan portfolio, partially offset by an increase in the investment portfolio. The loan portfolio decreased \$358.0 million from \$4.827 billion at December 31, 2014 to \$4.469 billion, which included the sale of a portion of acquired non-performing loans amounting to \$109.9 million, carrying amount, during the third quarter of 2015, the full repayment of the \$75 million loan to PRASA during the second quarter of 2015 and the full payment of the \$78 million loan to Puerto Rico State Insurance Fund Corporation. Investments securities increased \$214.4 million from \$1.402 billion at December 31, 2014 to \$1.624 billion.

At September 30, 2015, loans represented 73% of total interest-earning assets while investments represented 27%, compared to 77% and 23%, respectively, at December 31, 2014.

The Company's loan portfolio is comprised of residential mortgage loans, commercial loans collateralized by mortgages on real estate located in Puerto Rico, other commercial and industrial loans, consumer loans, and auto loans. At September 30, 2015, the Company's loan portfolio decreased by 7.4% to \$4.469 billion compared to \$4.827 billion at December 31, 2014, primarily due to lower acquired loan balances. Our loan portfolio is transitioning as originated loans grow at a slower pace than acquired loans decrease, due to portfolio sales, repayments and maturities and that the Company continues to reduce its exposure to the Puerto Rico government. At September 30, 2015, the originated loan portfolio increased \$183.5 million, or 6.5%, the acquired BBVAPR loan portfolio decreased \$368.4 million, or 21.5%, and the acquired Eurobank loan portfolio decreased \$49.1 million, or 49.9% from December 31, 2014.

Investments principally consist of U.S. government and agency bonds, mortgage-backed securities, and Puerto Rico government and agency bonds. At September 30, 2015, the investment portfolio increased 15.8% to \$1.624 billion from \$1.402 billion at December 31, 2014. During the nine-month period ended September 30, 2015 the Company sold \$101.3 million of mortgage-backed securities available for sale and reduced some interest rate sensitivity. Recent purchases of investment securities were categorized as held-to-maturity. The Company's management will determine the category of upcoming investment securities purchases based on the Company's expectations at such time. During the quarter ended September 30, 2015, the Company recognized an other-than-temporary impairment charge on its portfolio of investment securities available-for-sale classified as obligations from the Puerto Rico government and its political subdivisions. The Corporation determined that \$246 thousand of the unrealized loss carried by these securities was attributed to estimated credit losses.

The FDIC indemnification asset amounted to \$22.9 million at September 30, 2015 and \$97.4 million as of December 31, 2014, representing a 76.5% reduction. The decrease in the FDIC indemnification asset is mainly related to collections and reimbursement receivables from the FDIC of \$38.1 million and amortization of \$35.9 million for the nine-month period ended September 30, 2015, as the loss-share coverage for non-single family loans expired on June 30, 2015.

#### **Financial Assets Managed**

The Company's financial assets managed include those managed by the Company's trust division, retirement plan administration subsidiary, and assets gathered by its broker-dealer subsidiary. The Company's trust division offers various types of IRAs and manages 401(k) and Keogh retirement plans and custodian and corporate trust accounts, while the retirement plan administration subsidiary, OPC, manages private retirement plans. At September 30, 2015, total assets managed by the Company's trust division and OPC amounted to \$2.713 billion, compared to \$2.841 billion at December 31, 2014. Oriental Financial Services offers a wide array of investment alternatives to its client base, such as tax-advantaged fixed income securities, mutual funds, stocks, bonds and money management wrap-fee programs. At September 30, 2015, total assets gathered by Oriental Financial Services from its customer investment accounts decreased to \$2.442 billion, compared to \$2.622 billion at December 31, 2014. Changes in trust and broker-dealer related assets primarily reflect a decrease in the portfolio and differences in market values.

TABLE 4 - ASSETS SUMMARY AND COMPOSITION

	Sej	ptember 30 2015 (I	ecember 31 2014 in thousands)	Variance %
Investments:				
FNMA and FHLMC certificates	\$	1,377,399	\$ 1,172,262	17.5%
Obligations of US government-sponsored agencies		5,603	7,182	-22.0%
US Treasury securities		25,041	-	100.0%
CMOs issued by US government-sponsored agencies		145,824	176,129	-17.2%
GNMA certificates		31,929	4,752	571.9%
Puerto Rico government and public instrumentalities		13,793	15,671	-12.0%
FHLB stock		20,804	21,169	-1.7%
Other debt securities		2,755	3,294	-16.4%
Other investments		586	1,597	-63.3%
<b>Total investments</b>		1,623,734	1,402,056	15.8%
Loans		4,468,676	4,826,646	-7.4%
Total securities and loans		6,092,410	6,228,702	-2.2%
Other assets:				
Cash and due from banks (including restricted cash)		525,809	577,159	-8.9%
Money market investments		4,736	4,675	1.3%
FDIC indemnification asset		22,895	97,378	-76.5%
Foreclosed real estate		64,117	95,661	-33.0%
Accrued interest receivable		18,625	21,345	-12.7%
Deferred tax asset, net		143,935	108,708	32.4%
Premises and equipment, net		75,346	80,599	-6.5%
Servicing assets		6,463	13,992	-53.8%
Derivative assets		3,290	8,107	-59.4%
Goodwill		86,069	86,069	0.0%
Other assets and customers' liability on acceptances		160,127	126,714	26.4%
Total other assets		1,111,412	1,220,407	-8.9%
Total assets	\$	7,203,822	\$ 7,449,109	-3.3%
Investments portfolio composition:				
FNMA and FHLMC certificates		84.9%	83.7%	
Obligations of US government-sponsored agencies		0.3%	0.5%	
US Treasury securities		1.5%	0.0%	
CMOs issued by US government-sponsored agencies		9.0%	12.6%	
GNMA certificates		2.0%	0.3%	
Puerto Rico government and public instrumentalities		0.8%	1.1%	
FHLB stock		1.3%	1.5%	
Other debt securities and other investments		0.2%	0.3%	
		100.0%	100.0%	
112				

# TABLE 5 — LOANS RECEIVABLE COMPOSITION

	September 30, 2015	Dece 3 20
	(Dollar	
Originated and other loans and leases held for investment:		
Mortgage	\$ 762,636	
Commercial	1,389,353	1,28
Consumer	227,756	18
Auto and leasing	647,544	57
	3,027,289	2,84
Allowance for loan and lease losses on originated and other loans and leases	(80,351)	(5)
	2,946,938	2,79
Deferred loan costs, net	4,571	
Total originated and other loans loans held for investment, net	2,951,509	2,79
Acquired loans:		
Acquired BBVAPR loans:		
Accounted for under ASC 310-20 (Loans with revolving feature and/or		
acquired at a premium)		
Commercial	7,736	1
Consumer	39,774	4
Auto	124,120	18
	171,630	24
Allowance for loan and lease losses on acquired BBVAPR loans accounted for under ASC 310-20		(4
	166,157	23
Accounted for under ASC 310-30 (Loans acquired with deteriorated		
credit quality, including those by analogy)		
Mortgage	617,268	65
Commercial	395,637	45
Construction	-	10
Consumer	15,072	2
Auto	173,979	24
	1,201,956	1,49
Allowance for loan and lease losses on Acquired BBVAPR loans accounted for under ASC 310-3		(13
•	1,181,970	1,47
Total acquired BBVAPR loans, net	1,348,127	1,71
Acquired Eurobank loans:		
Loans secured by 1-4 family residential properties	92,757	10
Commercial	144,704	25
Consumer	2,708	
Total acquired Eurobank loans	240,169	36
Allowance for loan and lease losses on Eurobank loans	(90,332)	(64
Total acquired Eurobank loans, net	149,837	29
Total acquired loans, net	1,497,964	2,01
Total held for investment, net	4,449,473	4,81
Mortgage loans held for sale	19,203	1

Total loans, net \$4,468,676 \$4,82

As shown in Table 5 above, total loans, net, amounted to \$4.469 billion at September 30, 2015 and \$4.827 billion at December 31, 2014. On September 28, 2015, the Company sold covered non-performing commercial loans with an unpaid principal balance amounting to \$197.1 million unpaid principal balance (\$100.0 million carrying amount). The sales price was 18.44% of UPB, or \$36.3 million. The FDIC agreed to cover up to \$20.0 million of losses as part of its loss-share agreement with the Company. As a result, a \$20.0 million receivable was recorded in the statement of operations. The Company also recorded a \$32.9 million provision for loan and lease losses for acquired Eurobank loans, which was partially offset by \$4.6 million in cost recoveries. Also, as part of this transaction, the Company sold certain non-performing commercial loans and real estate owned from the BBVAPR acquisitionwith an unpaid principal balance amounting to \$38.1 million unpaid principal balance (\$9.9 million carrying amount). The sales price was \$5.2 million. As a result, a \$5.2 million provision for loan and lease losses was recorded for BBVAPR acquired loans, which was partially offset by \$2.4 million in cost recoveries. In addition, certain real estate owned with a carrying amount of \$11.0 million was sold for \$1.7 million. At September 30, 2015, the Company had a \$13.0 million receivable related to this sale and a \$20.0 million receivable from the FDIC for the shared-loss portion reimbursement due.

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

- Mortgage loan portfolio amounted to \$762.6 million (25.2% of the gross originated loan portfolio) compared to \$791.8 million (27.8% of the gross originated loan portfolio) at December 31, 2014. Mortgage loan production totaled \$65.2 million and \$191.8 million for the quarter and nine-month period ended September 30, 2015, respectively, which represents an increase of 18.0% and 36.1% from \$55.3 million and \$140.9 million for the same periods in 2014. Mortgage loans included delinquent loans in the GNMA buy-back option program amounting to \$7.0 million and \$42.2 million for the periods ended September 30, 2015 and December 31, 2014, respectively. Servicers of loans underlying GNMA mortgage-backed securities must report as their own assets the defaulted loans that they have the option (but not the obligation) to repurchase, even when they elect not to exercise that option. The decrease is mostly due to the sale of mortgage servicing rights of most of these loans during the second quarter of 2015.
- Commercial loan portfolio amounted to \$1.389 billion (45.9% of the gross originated loan portfolio) compared to \$1.290 billion (45.4% of the gross originated loan portfolio) at December 31, 2014. Commercial loan production decreased 7.6% to \$83.2 million for the third quarter of 2015 from \$90.1 million for the same period in 2014, and 114.7% to \$289.4 million for the nine-month period ended September 30, 2015 from \$154.6 million for the same period in 2014.
- Consumer loan portfolio amounted to \$227.8 million (7.5% of the gross originated loan portfolio) compared to \$186.8 million (6.6% of the gross originated loan portfolio) at December 31, 2014. Consumer loan production increased 28.1% to \$36.8 million for the quarter ended September 30, 2015 from \$28.7 million for the same period in 2014, and 359.2% to \$102.8 million for the nine-month period ended September 30, 2015 from \$80.4 million for the same period in 2014.
- Auto loans and leasing portfolio amounted to \$647.5 million (21.4% of the gross originated loan portfolio) compared to \$575.6 million (20.2% of the gross originated loan portfolio) at December 31, 2014. Auto production was \$65.7 million for the quarter ended September 30, 2015 and \$193.2 million for the nine-month period ended September 30, 2015 compared to \$68.5 million and \$178.9 million for the same period in 2014.

At September 30, 2015 and December 31, 2014, the Company's acquired BBVAPR loan portfolio composition was as follows:

			<b>September 30, 2015</b>		Decemb
Portfolio Typ	e	<b>Carrying Amounts</b>	% of Gross Acquired BBVAPR Loan Portfolio	Carrying Amount	s % of Gross
			(Dollars in	thousands)	
Mortgage	\$	617,268	44.9%	\$ 656,122	2
Commercial		403,373	29.4%	571,23	7
Consumer		54,846	4.0%	75,232	2
Auto		298,099	21.7%	432,013	5
	\$	1,373,586	100.00%	\$ 1,734,600	6

# TABLE 6 — HIGHER RISK RESIDENTIAL MORTGAGE LOANS

# September 30, 2015 Higher-Risk Residential Mortgage Loans\*

	C	arrying		ortgages	Intere Carrying	st Only	Loans Coverage	High Loan-to-Value Ratio Mortgages LTV 90% and over Carrying				
				o o		n thous	_			J		
<b>Delinquency:</b>												
0 - 89 days	\$	12,276	\$ 243	1.98%	\$18,842	\$531	2.82%	\$ 97,893	\$ 1,649	1.68%		
90 - 119 days		69	-	0.00%	375	11	2.93%	2,345	156	6.65%		
120 - 179 days		241	6	2.49%	113	7	0.00%	1,179	48	4.07%		
180 - 364 days		78	4	5.13%	720	43	5.97%	2,304	126	5.47%		
365+ days		323	55	17.03%	320	68	21.25%	8,127	859	10.57%		
Total	\$	12,987	\$308	2.37%	\$20,370	\$660	3.24%	\$111,848	\$ 2,838	2.54%		
Percentage of total loans excluding												
acquired loans accounted for												
under ASC 310-30		0.41%			0.64%			3.50%				
Refinanced or Modified Loans	<u>:</u>											
Amount	\$	2,096	\$ 194	9.26%	\$ 195	\$ 18	9.23%	\$ 20,806	\$1,522	7.32%		
Percentage of Higher-Risk Loan												
		16.14%			0.96%			18.60%				
Category												
<b>Loan-to-Value Ratio:</b>												
Under 70%	\$	8,161	\$ 205	2.51%	\$ 1,704	\$ 47	2.76%	\$ -	\$ -	-		
70% - 79%		2,238	69	3.08%	2,785	77	2.76%	-	-	-		
80% - 89%		455	15	3.30%	*	224	3.56%	-	-	-		
90% and over		2,133	19	0.89%	9,594	312	3.25%	111,848	2,838	2.54%		

\$ 12,987 \$308

2.37% \$20,370 \$660

3.24% \$111,848 \$2,838

2.54%

<sup>\*</sup> Loans may be included in more than one higher-risk loan category and excludes acquired residential mortgage loans. 115

The following table includes the Company's lending and investment exposure to the Puerto Rico government, including its agencies, instrumentalities, municipalities and public corporations:

TABLE 7 - PUERTO RICO GOVERNMENT RELATED LOANS AND SECURITIES

		Septer	nbe	r 30, 2015	5		
				Maturity			
Loans and Securities:	Carrying Value	Less than 1 Year		1 to 3 Years		More than 3 Years	Comments
		(In tho	usai	nds)			_
							Repayment sources include all available revenues of the
Central government	\$ 20,947	\$ -	\$	-	\$	20,947	Commonwealth
Public corporations	194,682	193,904		778		-	
							Repayment from property
Municipalities	202,882	-		48,339		154,543	taxes
							Revenues derived from trustee properties, leased
Investment securities	18,986	-		8,766		10,220	facilities and Teodoro
							Moscoso Bridge operations.
Total	\$ 437,497	\$ 193,904	\$	57,883	\$	185,710	

Some highlights follow on the data included above:

- Loans to municipalities are backed by their unlimited taxing power or real and personal property taxes.
- 44% of loans and securities balances mature in 12-months or less.
- Deposits from municipalities, central government and other government entities totaled \$175.0 million at September 30, 2015. However, this amount may decline as a result of recently enacted legislation to improve the liquidity of the Government Development Bank for Puerto Rico ("GDB") by requiring the Commonwealth's agencies, instrumentalities and public corporations to maintain certain deposits at GDB.
- Oriental Bank, is part of a four bank syndicate providing a \$550 million dollar revolving line of credit to finance the purchase of fuel for the day to day power generation activities of PREPA. The Bank's participation in the line of credit has an unpaid principal balance of \$193.9 million as of September 30, 2015. During the first quarter of 2015, the Bank placed its participation in such line of credit on non-accrual status and recorded a \$24.0 million provision for loan and lease losses related thereto. During the second and third quarter of 2015, interest payments received were applied to principal. As of September 30, 2015, the specific reserve was maintained at \$23.4 million.

#### **Credit Risk Management**

#### Allowance for Loan and Lease Losses

The Company maintains an allowance for loan and lease losses at a level that management considers adequate to provide for probable losses based upon an evaluation of known and inherent risks. The Company's allowance for loan and lease losses policy provides for a detailed quarterly analysis of probable losses. Tables 8 through 12 set forth an analysis of activity in the allowance for loan and lease losses and present selected loan loss statistics. In addition, Table 5 sets forth the composition of the loan portfolio.

At September 30, 2015, the Company's allowance for loan and lease losses amounted to \$196.1 million, an increase from \$133.8 million at December 31, 2014.

At September 30, 2015, \$80.4 million of the allowance corresponded to originated and other loans held for investment, or 2.65% of total originated and other loans held for investment, compared to \$51.4 million or 1.81% of total originated and other loans held for investment at December 31, 2014. The allowance increased as a result of a \$54.3 million provision for loan and lease losses and \$11.5 million of recoveries, which were partially offset by charge-offs of \$36.9 million during the nine-month period ended September 30, 2015. During the first quarter of 2015, the Company recorded a \$24.0 million provision for loan and lease losses for the PREPA line of credit. The allowance for commercial loans increased 321.3% (or \$27.1 million), when compared with the balances recorded at December 31, 2014. The allowance for consumer loans and auto and leases increased by 19.2% (or \$1.7 million) and 17.0% (or \$2.4 million), respectively, when compared with the balances recorded at December 31, 2014.

Allowance for loan and lease losses recorded for acquired BBVAPR loans accounted for under the provisions of ASC 310-20 at September 30, 2015 was \$5.5 million compared to \$4.6 million at December 31, 2014, a 19.1% increase. The allowance increased as a result of a \$5.9 million provision for loan and lease losses and \$2.2 million of recoveries, which were partially offset by \$7.3 million in charge-offs during the nine-month period ended September 30, 2015. The allowance for commercial loans decreased by 66.2% (or \$43 thousand), when compared with the balance recorded at December 31, 2014. The allowance for consumer loans increased by 152.4% (or \$1.8 million) and auto loans decreased by 27.9% (or \$927 thousand), respectively, when compared with the balances recorded at December 31, 2014, due to the normal amortization of credit discount of these acquired loans.

Allowance for loan and lease losses recorded for acquired BBVAPR loans accounted for under ASC-310-30 at September 30, 2015 was \$20.0 million as compared to \$13.5 million at December 31, 2014. The allowance increased as a result of a \$10.9 million provision for loan and lease losses, partially offset by \$4.4 million in charge-offs during

the nine-month period ended September 30, 2015. During the third quarter of 2015, the Company recorded \$5.2 million of provision for loan and lease losses for acquired BBVAPR loans related to the most recent sale of certain non-performing commercial loans on September 28, 2015. The allowance for commercial loans increased by 22.9% (or \$3.1 million), when compared with the balance recorded at December 31, 2014. The allowance for residential mortgage loans increased \$473 thousand, when compared with the balances recorded at December 31, 2014. The allowance for consumer loans and auto loans increased by \$79 thousand and \$2.9 million, respectively, when compared with the balances recorded at December 31, 2014.

Allowance for loan and lease losses recorded for acquired Eurobank loans at September 30, 2015 was \$90.3 million as compared to \$64.2 million at December 31, 2014. The allowance increased as a result of a \$33.5 million provision for loan and lease losses and a provision of \$14.6 million of FDIC shared-loss portion for covered loan and lease losses during the nine-month period ended September 30, 2015. During the third quarter of 2015, the Company recorded \$32.9 million of provision for loan and losses for acquired Eurobank loans related to the most recent sale of a certain non-performing commercial loans on September 28, 2015. The allowance for loan and lease losses on covered loans is accounted for under the provisions of ASC 310-30. Under this accounting guidance, the allowance for loan and lease losses on covered loans is evaluated at each financial reporting period, based on forecasted cash flows. Credit related decreases in expected cash flows, compared to those previously forecasted, are recognized by recording a provision for credit losses on covered loans when it is probable that all cash flows expected at acquisition will not be collected. The portion of the loss on covered loans reimbursable from the FDIC is recorded as an offset to the provision for credit losses and increases the FDIC indemnification asset.

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

#### **Non-performing Assets**

The Company's non-performing assets include non-performing loans and foreclosed real estate (see Tables 11 and 12). At September 30, 2015 and December 31, 2014, the Company had \$307.2 million and \$101.5 million, respectively, of non-accrual loans, including acquired BBVAPR loans accounted for under ASC 310-20 (loans with revolving feature and/or acquired at a premium). During the first quarter of 2015, the Company placed its \$200.0 million participation in the PREPA line of credit, which was previously classified as troubled-debt-restructuring, on non-accrual status. At September 30, 2015 and December 31, 2014, loans whose terms have been extended and which are classified as troubled-debt restructuring that are not included in non-performing assets amounted to \$91.2 million and \$274.4 million, respectively.

Oriental Bank is part of a four bank syndicate providing a \$550 million revolving line of credit to finance the purchase of fuel for PREPA's day-to-day power generation activities. Our participation in the line of credit has an unpaid principal balance of \$193.9 million as of September 30, 2015. As part of the bank syndicate, the Bank entered into a forbearance agreement with PREPA, which was extended several times until the execution of a Restructuring Support Agreement on November 5, 2015 with PREPA and certain other creditors. The Restructuring Support Agreement provides for the restructuring of the fuel line of credit subject to the accomplishment of several milestones, including some milestones that depend on the actions of third parties to the agreement, such as the negotiation of agreements with other creditors and legislative action. The Company has classified the credit facility to PREPA as substandard and on non-accrual status. The Company conducted an impairment analysis considering the probability of collection of principal and interest, which included a financial model to project the future liquidity status of PREPA under various scenarios and its capacity to service its financial obligations, and concluded that PREPA had sufficient cash flows for the repayment of the line of credit. Despite the Company's analysis showing PREPA's capacity to repay the line of credit, the Company placed its participation in non-accrual and recorded a \$24 million provision during the first quarter of 2015. Since April 1, 2015, interest payments have been applied to principal. At September 30, 2015, the specific allowance for PREPA amounted to \$23.4 million.

Delinquent residential mortgage loans insured or guaranteed under applicable FHA and VA programs are classified as non-performing loans when they become 90 days or more past due, but are not placed in non-accrual status until they become 18 months or more past due, since they are insured loans. Therefore, these loans are included as non-performing loans but excluded from non-accrual loans.

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

At September 30, 2015, the Company's non-performing assets increased by 117.0% to \$386.5 million (6.58% of total assets, excluding covered assets and acquired loans with deteriorated credit quality) from \$178.1 million (4.30% of total assets, excluding covered assets and acquired loans with deteriorated credit quality) at December 31, 2014. The

Company does not expect non-performing loans to result in significantly higher losses as most are well-collateralized with adequate loan-to-value ratios. At September 30, 2015, the allowance for originated loan and lease losses to non-performing loans coverage ratio was 25.73% (50.50% at December 31, 2014).

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

The following items comprise non-performing assets:

• Originated and other loans held for investment:

Mortgage loans — are placed on non-accrual status when they become 90 days or more past due and are written-down, if necessary, based on the specific evaluation of the collateral underlying the loan, except for FHA and VA insured mortgage loans which are placed in non-accrual when they become 18 months or more past due. At September 30, 2015, the Company's originated non-performing mortgage loans totaled \$78.1 million (24.8% of the Company's non-performing loans), a 7.3% increase from \$72.8 million (66.8% of the Company's non-performing loans) at December 31, 2014. Non-performing loans in this category are primarily residential mortgage loans.

Commercial loans — are placed on non-accrual status when they become 90 days or more past due and are written-down, if necessary, based on the specific evaluation of the underlying collateral, if any. At September 30, 2015, the Company's originated non-performing commercial loans amounted to \$222.1 million (70.4% of the Company's non-performing loans), a 924.4% increase from \$21.7 million at December 31, 2014 (19.9% of the Company's non-performing loans). Most of this portfolio is collateralized by commercial real estate properties. During the first quarter of 2015, the Company placed its \$200.0 million participation in the PREPA line of credit, which was previously classified as troubled-debt-restructuring, on non-accrual status. At September 30, 2015, the PREPA line of credit had an outstanding principal balance of \$193.9 million.

<u>Consumer loans</u> — are placed on non-accrual status when they become 90 days past due and written-off when payments are delinquent 120 days in personal loans and 180 days in credit cards and personal lines of credit. At September 30, 2015, the Company's originated non-performing consumer loans totaled \$2.0 million (0.6% of the Company's non-performing loans), a 26.0% increase from \$1.6 million (1.5% of the Company's non-performing loans) at December 31, 2014.

<u>Auto loans and leases</u> — are placed on non-accrual status when they become 90 days past due, partially written-off to collateral value when payments are delinquent 120 days, and fully written-off when payments are delinquent 180 days. At September 30, 2015, the Company's originated non-performing auto loans and leases amounted to \$10.1 million (3.2% of the Company's total non-performing loans), an increase of 16.2% from \$8.7 million at December 31, 2014 (8.0% of the Company's total non-performing loans).

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

Commercial revolving lines of credit and credit cards — are placed on non-accrual status when they become 90 days or more past due and are written-down, if necessary, based on the specific evaluation of the underlying collateral, if any. At September 30, 2015, the Company's acquired non-performing commercial lines of credit accounted for under ASC 310-20 amounted to \$873 thousand (0.3% of the Company's non-performing loans), a 26.5% decrease from \$1.2 million at December 31, 2014 (1.1% of the Company's non-performing loans).

Consumer revolving lines of credit and credit cards — are placed on non-accrual status when they become 90 days past due and written-off when payments are delinquent 180 days. At September 30, 2015, the Company's acquired non-performing consumer lines of credit and credit cards accounted for under ASC 310-20 totaled \$810 thousand (0.3% of the Company's non-performing loans), a 45.1% decrease from \$1.5 million at December 31, 2014 (1.4% of the Company's non-performing loans).

<u>Auto loans acquired at premium</u> - are placed on non-accrual status when they become 90 days past due, partially written-off to collateral value when payments are delinquent 120 days, and fully written-off when payments are delinquent 180 days. At September 30, 2015, the Company's acquired non-performing auto loans accounted for under ASC 310-20 totaled \$1.2 million (0.4% of the Company's non-performing loans), a 17.7% decrease from \$1.5 million at December 31, 2014 (1.4% of the Company's non-performing loans).

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

The Loss Mitigation Program helps mortgage borrowers who are or will become financially unable to meet the current or scheduled mortgage payments. Loans that qualify under this program are those guaranteed by FHA, VA, RHS, "Banco de la Vivienda de Puerto Rico," conventional loans guaranteed by Mortgage Guaranty Insurance Corporation (MGIC), conventional loans sold to FNMA and FHLMC, and conventional loans retained by the Company. The program offers diversified alternatives such as regular or reduced payment plans, payment moratorium, mortgage loan modification, partial claims (only FHA), short sale, and payment in lieu of foreclosure.

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

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

TABLE 8 — ALLOWANCE FOR LOAN AND LEASE LOSSES SUMMARY

(provision for) recapture of loan

		Quarte	bobe	Nine-Month Period Ended						
		Septem 2015 (Dollars in	ıber	30, 2014	Variance %		Septem 2015 (Dollars in		2014	Variance %
Originated and other loans:										
Balance at beginning of period Provision for non-covered	\$	78,989	\$	50,638	56.0%	\$	51,439	\$	49,081	4.8%
loan and lease losses		10,459		8,569	22.1%		54,322		21,625	151.2%
Charge-offs		(12,867)		(11,622)	10.7%		(36,909)		(27,621)	33.6%
Recoveries		3,770		2,694	39.9%		11,499		7,194	59.8%
	\$	80,351	\$	50,279	59.8%	\$	80,351	\$	50,279	<b>59.8%</b>
Acquired loans: BBVAPR loans Acquired loans accounted for										
under ASC 310-20:										
Balance at beginning of period	\$	5,529	\$	3,444	60.5%	\$	4,597	\$	2,354	95.3%
Provision for non-covered	,	2,2-2	•	-,	77.2	•	1,02	_	_,	2 2 12 / 2
loan and lease losses		1,651		3,731	-55.7%		5,937		10,542	-43.7%
Charge-offs		(2,275)		(3,408)	-33.2%		(7,281)		(10,368)	-29.8%
Recoveries		568		693	-18.0%		2,220		1,932	14.9%
Trees veries	\$	5,473	\$	4,460	22.7%		<b>5,473</b>	\$	4,460	22.7%
Acquired loans accounted for	Ψ	2,170	Ψ	.,	220.70	Ψ	0,170	Ψ	.,	
under ASC 310-30:										
Balance at beginning of period Provision for non-covered	\$	18,359	\$	6,278	192.4%	\$	13,481	\$	2,863	370.9%
loan and lease losses		5,979		3,842	55.6%		10,857		7,257	49.6%
Loan pools fully charged off		(4,352)		-	-100.0%		(4,352)		_	-100.0%
1 , ,	\$	19,986	\$	10,120	97.5%	\$	19,986	\$	10,120	97.5%
Eurobank loans										
Balance at beginning of period Provision for covered	\$	71,452	\$	59,515	20.1%	\$	64,245	\$	52,729	21.8%
loan and lease losses, net		33,490		1,115	2903.6%		38,194		4,339	780.2%
Loan pools fully charged off		(14,610)		1,113	-100.0%		(14,610)		-T,JJJ	-100.0%
FDIC shared-loss portion on		(17,010)		1,597	-100.0%		2,503		5,159	-51.5%

and lease losses <b>Balance at end of period</b>	\$ 9	0,332	\$ 62,227	45.2% \$	90,332	\$ 62,227	45.2%
Allowance for loans and lease							
losses on originated and other							
loans to:							
Total originated loans	2	2.65%	1.84%	44.3%	2.65%	1.84%	44.3%
Non-performing originated loans	25	5.73%	50.50%	-49.1%	25.73%	50.50%	-49.1%
Allowance for loans and lease							
losses on acquired loans							
accounted for under							
ASC 310-20 to:							
Total acquired loans accounted							
for under ASC 310-20	3	3.19%	1.56%	104.4%	3.19%	1.56%	104.4%
Non-performing acquired loans							
	186	5.98%	107.03%	74.7%	186.98%	107.03%	74.7%
accounted for under ASC 310-20			2		2 2 . 2 . 2	/ 0	/ 6
121							

TABLE 9 — ALLOWANCE FOR LOAN AND LEASE LOSSES BREAKDOWN

TABLE 9 — ALLOWANCE FOR LOAN AND LEAS	E LOSS	September December 31,		mber 31,	Variance	
		30, 2015	2014		%	
		(Dol	lars in th			
Originated and other loans held for investment						
Allowance balance:						
Mortgage	\$	17,292	\$	19,679	-12.1%	
Commercial		35,524		8,432	321.3%	
Consumer		10,816		9,072	19.2%	
Auto and leasing		16,674		14,255	17.0%	
Unallocated allowance		45		1	4400.0%	
Total allowance balance	\$	80,351	\$	51,439	56.2%	
Allowance composition:						
Mortgage		21.52%		38.26%	-43.8%	
Commercial		44.21%		16.39%	169.7%	
Consumer		13.46%		17.64%	-23.7%	
Auto and leasing		20.75%		27.71%	-25.1%	
Unallocated allowance		0.06%		0.00%	0%	
		100.00%		100.00%		
Allowance coverage ratio at end of period applicable	to:					
Mortgage		2.27%		2.49%	-8.8%	
Commercial		2.56%		0.65%	291.1%	
Consumer		4.75%		4.86%	-2.2%	
Auto and leasing		2.57%		2.48%	4.0%	
Total allowance to total originated loans		2.65%		1.81%	46.7%	
Allowance coverage ratio to non-performing loans:						
Mortgage		22.13%		27.03%	-18.1%	
Commercial		16.00%		38.89%	-58.9%	
Consumer		539.72%		570.57%	-5.4%	
Auto and leasing		165.48%		164.46%	0.6%	
Total		25.73%		49.11%	<b>-47.6%</b>	
Acquired BBVAPR loans accounted for under ASC		23.73 70		47.11 /6	47.0 /6	
310-20						
Allowance balance:						
Commercial	\$	22	\$	65	-66.2%	
Consumer	Ψ	3,057	Ψ	1,211	152.4%	
Auto		2,394		3,321	-27.9%	
Total allowance balance	\$	5,473	\$	3,321 <b>4,597</b>	19.1%	
Allowance composition:	Ф	3,473	φ	4,397	19.1 %	
Commercial		0.40%		1.41%	-71.6%	
		55.86%		26.34%	112.1%	
Consumer						
Auto		43.74%		72.25%	-39.5%	
		100.00%		100.00%		
Allowance coverage ratio at end of period applicable	to:	0.200		0.510	44.50	
Commercial		0.28%		0.51%	-44.5%	
Consumer		7.69%		2.67%	187.8%	
Auto		1.93%		1.80%	7.3%	
Total allowance to total acquired loans		3.19%		1.89%	68.4%	
Allowance coverage ratio to non-performing loans:						

Total	186.98%	110.11%	69.8%
Auto	192.44%	219.64%	-12.4%
Consumer	377.41%	82.05%	360.0%
Commercial	2.52%	5.48%	-54.0%

TABLE 9 — ALLOWANCE FOR LOAN AND LEASE LO	SSES	S BREAKDOW	N (CON	NTINUED)		
		September 30, 2015		mber 31, 2014	Variance %	
		(Dol	lars in t	housands)		
<b>Acquired BBVAPR loans accounted for under ASC 310-30</b>						
Allowance balance:						
Mortgage	\$	473	\$	-	100.0%	
Commercial		16,567		13,476	22.9%	
Consumer		84		5	1580.0%	
Auto		2,862		-	100.0%	
Total allowance balance	\$	19,986	\$	13,481	48.3%	
Allowance composition:						
Mortgage		2.37%		0.00%	100.0%	
Commercial		82.89%		99.96%	-17.1%	
Consumer		0.42%		0.04%	1033.2%	
Auto		14.32%		0.00%	100.0%	
		100.00%		100.00%		
Acquired Eurobank loans accounted for under ASC 310-30						
Allowance balance:						
Mortgage	\$	32,685	\$	15,522	110.6%	
Commercial		57,280		48,334	18.5%	
Consumer		367		389	-5.7%	
Total allowance balance	\$	90,332	\$	64,245	40.6%	
Allowance composition:						
Mortgage		36.18%		24.16%	49.8%	
Commercial		63.41%		75.23%	-15.7%	
Consumer		0.4%		0.6%	-32.9%	
		100.0%		100.0%		
123						

TABLE 10 — NET CREDIT LOSSES STATISTICS ON LOAN AND LEASES, EXCLUDING LOANS ACCOUNTED FOR UNDER ASC 310-30

LEAGES, EXCEUDING EO	Quarter Ended September						Nine-Moi			
		30		1	Variance		Ended Sep	Variance		
		2015		2014	<b>%</b>		2015		2014	<b>%</b>
		(Dolla	ar in	thousands	)					
Originated and other loans		·			•					
and leases:										
Mortgage										
Charge-offs	\$	(1,058)	\$	(1,563)	-32.3%	\$	(3,829)	\$	(3,764)	1.7%
Recoveries		270		138	95.7%		338		374	100.0%
Total		(788)		(1,425)	-44.7%		(3,491)		(3,390)	3.0%
Commercial		, ,		. , ,					. , ,	
Charge-offs		(828)		(1,081)	-23.4%		(2,317)		(2,043)	13.4%
Recoveries		63		56	12.5%		372		269	38.3%
Total		(765)		(1,025)	-25.4%		(1,945)		(1,774)	9.6%
Consumer		, ,		. , ,					. , ,	
Charge-offs		(2,471)		(1,585)	55.9%		(6,456)		(3,820)	69.0%
Recoveries		186		66	181.8%		729		457	59.5%
Total		(2,285)		(1,519)	50.4%		(5,727)		(3,363)	70.3%
Auto		` , , ,		. , ,			. , ,		. , ,	
Charge-offs		(8,510)		(7,393)	15.1%		(24,307)		(17,994)	35.1%
Recoveries		3,251		2,434	33.6%		10,060		6,094	65.1%
Total		(5,259)		(4,959)	6.0%		(14,247)		(11,900)	19.7%
Net credit losses		, , ,		, , ,			( ) ,		( ) /	
Total charge-offs		(12,867)		(11,622)	10.7%		(36,909)		(27,621)	33.6%
Total recoveries		3,770		2,694	39.9%		11,499		7,194	59.8%
Total	\$	<b>(9,097)</b>	\$	(8,928)	1.9%	\$	(25,410)	\$	(20,427)	24.4%
Net credit losses to average	·	, , ,	·	` , ,		•	, , ,	·	, , ,	
loans outstanding:										
Mortgage		0.42%		0.72%	-41.7%		0.60%		0.57%	5.3%
Commercial		0.23%		0.34%	-32.4%		0.20%		0.20%	0.0%
Consumer		4.33%		3.77%	14.9%		3.91%		3.08%	26.9%
Auto		3.28%		3.73%	-12.1%		3.07%		3.32%	-7.5%
Total		1.23%		1.34%	-8.2%		1.17%		1.05%	11.4%
Recoveries to charge-offs		29.30%		23.18%	26.4%		31.16%		26.05%	19.6%
Average originated loans:										
Mortgage	\$	758,689	\$	789,204	-3.9%	\$	776,152	\$	786,434	-1.3%
Commercial		1,349,511		1,190,607	13.3%		1,317,591		1,174,220	12.2%
Consumer		210,933		161,147	30.9%		195,098		145,659	33.9%
Auto		640,828		531,914	20.5%		618,280		478,592	29.2%
Total	\$	2,959,961	\$	2,672,872	10.7%	\$	\$2,907,121	\$2	2,584,905	12.5%
	•	, ,	•	, ,		•	, ,		, ,	
124										

# TABLE 10 — NET CREDIT LOSSES STATISTICS ON LOAN AND LEASES, EXCLUDING LOANS ACCOUNTED FOR UNDER ASC 310-30 (CONTINUED)

					Nine-Month					
		Quarter Ended				Perio				
		September 30,		Variance		nber 30,	Variance			
		2015		2014	<b>%</b>	2015	2014	<b>%</b>		
		(Dolla	ars	s in thous	sands)					
Acquired loans accounted for under ASC 310-20	:									
Commercial										
Charge-offs	\$	(22)	\$	(228)	-90.4%	, ,		-92.6%		
Recoveries		7		35	100.0%	24	65	(1)		
Total		(15)		(193)	-92.2%	(14)	(447)	-96.9%		
Consumer										
Charge-offs		(1,103)		(1,432)	-23.0%	(3,789)	(5,442)	-30.4%		
Recoveries		59		139	-57.6%	622	363	71.3%		
Total		(1,044)		(1,293)	-19.3%	(3,167)	(5,079)	-37.6%		
Auto										
Charge-offs		(1,150)		(1,748)	-34.2%	(3,454)	(4,414)	-21.7%		
Recoveries		502		519	-3.3%	1,574	1,504	4.7%		
Total		(648)		(1,229)	-47.3%	(1,880)	(2,910)	-35.4%		
Net credit losses										
Total charge-offs		(2,275)		(3,408)	-33.2%	(7,281)	(10,368)	-29.8%		
Total recoveries		568		693	-18.0%	2,220	1,932	14.9%		
Total	\$	<b>(1,707)</b>	\$	(2,715)	-37.1%	\$ (5,061)	\$ (8,436)	-40.0%		
Net credit losses to average										
loans outstanding:										
Commercial		9.00%		7.26%	23.9%	2.0%	1.66%	23.4%		
Consumer		6.72%		7.88%	-14.7%	6.8%	10.05%	-32.56%		
Auto		1.45%		2.21%	-34.6%	1.2%	1.54%	-20.0%		
Total		2.82%		3.64%	-22.4%	2.5%	3.17%	-20.0%		
Recoveries to charge-offs		24.97%		20.33%	22.8%	30.49%	18.63%	63.6%		
Average loans accounted for under ASC 310-20:										
Commercial	\$	667	\$	10,634	-93.7%	<b>\$</b> 913	\$ 35,983	-97.5%		
Consumer		62,104		65,639	-5.4%	62,317	67,399	-7.5%		
Auto		179,361		221,989	-19.2%	203,291	251,808	-19.3%		
Total	\$	242,132		298,262	-18.8%	\$266,521	\$ 355,190	-25.0%		
125										

TABLE 11 — NON-PERFORMING ASSETS

	_	ember 30 2015		December 31 2014 (Dollars in thousands)				ance %)
Non-performing assets:			(2 01101)	, v.	20450	11020)		
Non-accruing loans								
Troubled-Debt Restructuring loans	\$	220,403	\$		27,7	07	6	95.5%
Other loans	Ψ	86,841	Ψ		73,8			17.6%
Accruing loans		00,011			, , , ,			17.070
Troubled-Debt Restructuring loans		6,265			3,8	662		62.2%
Other loans		1,718			3,5			51.2%
Total non-performing loans	\$	315,227		\$	108,9			89.4%
Foreclosed real estate not covered under the	Ψ	010,227		Ψ	100,>		-	0,11,0
1 Cloud Court Court Nov Co   Cloud Wilder Wile		62,514			48,1	47		29.8%
shared-loss agreements with the FDIC		02,01.			,1	• •	•	
Other repossessed assets		8,948			21,0	143	_	57.5%
other repossessed assets	\$	386,689		\$	178,1			<b>7.1%</b>
Non-performing assets to total assets, excluding covered assets and acquired loans with deteriorated credit quality (including those by analogy) Non-performing assets to total capital		6.58% 42.57%			4.30 18.90			53.2% 25.2%
	1.64	Septe 2015 (In th	Quarter Ended September 30, 2015 2014 (In thousands)			Nine-Mo Septen 2015		
Interest that would have been recorded in the peri	od if the		о ф	022	Ф	0.444	ф	1 200
loans had not been classified as non-accruing loa	ans	\$ 96	9 \$	833	\$	2,444	\$	1,389
126								

TABLE 12 — NON-PERFORMING LOANS

	Se	September 30, 2015		ecember 31, 2014	Variance %
		(De	in thousand	ds)	
Non-performing loans:					
Originated and other loans held for investment					
Mortgage	\$	78,148	\$	72,815	7.3%
Commercial		222,072		21,679	924.4%
Consumer		2,004		1,590	26.0%
Auto and leasing		10,076		8,668	16.2%
		312,300		104,752	198.1%
Acquired loans accounted for under ASC 310-20 (Loans with					
revolving feature and/or acquired at a premium)					
Commercial		873		1,187	-26.5%
Consumer		810		1,476	-45.1%
Auto		1,244		1,512	-17.7%
		2,927		4,175	-29.9%
Total	\$	315,227	\$	108,927	189.4%
Non-performing loans composition percentages: Originated loans					
Mortgage		24.8%		66.8%	
Commercial		70.4%		19.9%	
Consumer		0.6%		1.5%	
Auto and leasing		3.2%		8.0%	
Acquired loans accounted for under ASC 310-20 (Loans with					
revolving feature and/or acquired at a premium)					
Commercial		0.3%		1.1%	
Consumer		0.3%		1.4%	
Auto		0.4%		1.4%	
Total		100.0%		100.0%	
Non-performing loans to:					
Total loans, excluding loans accounted for					
under ASC 310-30 (including those by analogy) Total assets, excluding loans accounted for		9.85%		3.53%	179.2%
		5.37%		2.63%	104.4%
under ASC 310-30 (including those by analogy)					
Total capital		34.72%		11.56%	200.3%
Non-performing loans with partial charge-offs to:					
Total loans, excluding loans accounted for					
under ASC 310-30 (including those by analogy)		1.08%		1.04%	4.28%
Non-performing loans		11.01%		29.42%	-62.6%
Other non-performing loans ratios:					
Charge-off rate on non-performing loans to non-performing loans		56.46%		53.42%	5.7%

on which charge-offs have been taken Allowance for loan and lease losses to non-performing

loans on which no charge-offs have been taken

30.59%

72.88%

-58.0%

#### **FDIC Indemnification Asset**

The Company recorded the FDIC indemnification asset, measured separately from the covered loans, as part of the Eurobank FDIC-assisted transaction. Based on the accounting guidance in ASC Topic 805, at each reporting date subsequent to the initial recording of the indemnification asset, the Company measures the indemnification asset on the same basis as the covered loans and assesses its collectability. The amount to be ultimately collected for the indemnification asset is dependent upon the performance of the underlying covered assets, the passage of time, claims submitted to the FDIC and the Corporation's compliance with the terms of the loss sharing agreements. Refer to Note 6 to the consolidated financial statements for additional information on the FDIC loss share agreements.

The FDIC loss share coverage for the commercial loans and other non-single family loans was in effect until June 30, 2015. The coverage for the single family residential loans will expire on June 30, 2020. Accordingly, the Company amortized the remaining portion of the FDIC indemnification asset attributable to non-single family loans at the close of the second quarter of 2015. At September 30, 2015, the Company had a \$25 million receivable from the FDIC, included in other assets in the unaudited statement of financial condition, corresponding to loss-share certifications for commercial and other non-single family loans for the second quarter of 2015. At September 30, 2015, the FDIC indemnification asset only reflects the balance for single family residential mortgage loans.

On July 2, 2015, the Bank entered into an agreement with the FDIC pursuant to which the FDIC concurred with a proposed sale of a pool of shared loss assets under the commercial shared loss agreement. Pursuant to such agreement, the FDIC agreed to pay the Bank up to \$20 million in loss share coverage with respect to the aggregate loss resulting from the portfolio sale on September 28, 2015 of a portion of covered non-performing commercial loans amounting to \$197.1 million unpaid principal balance (\$100.0 million carrying amount). The sales price was 18.44% of UPB, or \$36.3 million. As a result, a \$20.0 million receivable from the FDIC was recorded in the statement of operations.

TABLE 13 - ACTIVITY OF FDIC INDEMNIFICATION ASSET

	Quarter Ended September 30,			Nine-Month Period Ended September 3				
		2015		2014		2015		2014
		(In th	ou	sands)				
FDIC indemnification asset:								
Balance at beginning of period	\$	22,704	\$	143,660	\$	97,378	\$	189,240
Shared-loss agreements reimbursements from the FDIC		-		(12,837)		(17,171)		(31,537)
Shared-loss agreements reimbursements expected from the FDIC		-		-		(20,917)		-
Increase in expected credit losses to be		-		1,597		2,503		5,159

Balance at end of period	\$ 22,895 \$	120,619 \$	22,895	120,619
Incurred expenses to be reimbursed under shared-loss agreements	1,406	4,258	(2,950)	8,937
FDIC indemnification asset expense	(1,215)	(16,059)	(35,948)	(51,180)
covered under shared-loss agreements, net				

TABLE 14 - ACTIVITY IN THE REMAINING FDIC INDEMNIFICATION ASSET DISCOUNT

	Qu	ıarter Ended	Septe	ember 30,		Nine-Month I Septem		
		2015		2014		2015		2014
		(In tho	usand	(In thousands)				
Balance at beginning of period	\$	9,957	\$	49,007	\$	21,682	\$	71,451
Amortization of negative discount		(1,215)		(14,462)		(35,967)		(49,583)
Impact of lower projected losses		2		2,079		23,029		14,756
Balance at end of period	\$	8,744	\$	36,624	\$	8,744	\$	36,624

TABLE 15 - LIABILITIES SUMMARY AND COMPOSITION

TABLE 13 EMBERTLES SCHMMANT AND COMITORN		Cantamban		
	'	September	D 21	
		30,	December 31,	<b>T</b> 7 •
		2015	2014	Variance
		2015	2014	%
		(Dolla	rs in thousand	S)
Deposits:	Φ.	<b>-</b> 0.2.110.4		
Non-interest bearing deposits	\$	792,110 \$	·	6.2%
NOW accounts		1,112,899	1,251,943	-11.1%
Savings and money market accounts		1,292,640	1,385,823	-6.7%
Certificates of deposit		1,518,266	1,539,324	-1.4%
Total deposits		4,715,915	4,922,660	-4.2%
Accrued interest payable		1,159	1,746	-33.6%
Total deposits and accrued interest payable		4,717,074	4,924,406	-4.2%
Borrowings:				
Securities sold under agreements to repurchase		1,000,664	980,087	2.1%
Advances from FHLB		332,936	334,331	-0.4%
Other term notes		1,734	4,004	-56.7%
Subordinated capital notes		102,371	101,584	0.8%
Total borrowings		1,437,705	1,420,006	1.2%
Total deposits and borrowings		6,154,779	6,344,412	-3.0%
Other Liabilities:				
Derivative liabilities		8,622	11,221	-23.2%
Acceptances outstanding		19,083	17,989	6.1%
Other liabilities		113,450	133,290	-14.9%
Total liabilities	\$	6,295,934 \$	6,506,912	-3.2%
Deposits portfolio composition percentages:				
Non-interest bearing deposits		16.8%	15.1%	
NOW accounts		23.6%	25.4%	
Savings and money market accounts		27.4%	28.2%	
Certificates of deposit		32.2%	31.3%	
•		100.0%	100.0%	
Borrowings portfolio composition percentages:				
Securities sold under agreements to repurchase		69.6%	69.0%	
Advances from FHLB		23.2%	23.5%	
Other term notes		0.1%	0.3%	
Subordinated capital notes		7.1%	7.2%	
		100.0%	100.0%	
Securities sold under agreements to repurchase (excluding accrued interest)				
Amount outstanding at period-end	\$	998,532 \$	977,816	
Daily average outstanding balance	\$	1,031,316 \$		
Maximum outstanding balance at any month-end	\$	1,166,445 \$		
	Ψ	,,··• Ψ	-,2 ., 207	
129				

#### **Liabilities and Funding Sources**

As shown in Table 15 above, at September 30, 2015, the Company's total liabilities were \$6.296 billion, 3.2% less than the \$6.507 billion reported at December 31, 2014. Deposits and borrowings, the Company's funding sources, amounted to \$6.155 billion at September 30, 2015 versus \$6.344 billion at December 31, 2014, a 3.0% decrease.

At September 30, 2015, deposits represented 77% and borrowings represented 23% of interest-bearing liabilities. At September 30, 2015, deposits, the largest category of the Company's interest-bearing liabilities, were \$4.717 billion, a decrease of 4.2% from \$4.924 billion at December 31, 2014. Demand and savings deposits decreased 5.5% to \$3.198 billion, brokered deposits increased 5.5% to \$653.1 million and time deposits declined 6.0% to \$669.5 million as part of our efforts to reduce the cost of deposits, which averaged 0.66% at December 31, 2014 compared to 0.57% at September 30, 2015.

Borrowings consist mainly of repurchase agreements, FHLB-NY advances and subordinated capital notes. At September 30, 2015, borrowings amounted to \$1.438 billion, representing an increase of 1.2% when compared with the \$1.420 billion reported at December 31, 2014. Repurchase agreements at September 30, 2015 increased \$20.6 million to \$1.001 billion from \$980.1 million at December 31, 2014, as the Company entered into new one-month short-term repurchase agreements.

As a member of the FHLB-NY, the Bank can obtain advances from the FHLB-NY secured by the FHLB-NY stock owned by the Bank as well as by certain of the Bank's mortgage loans and investment securities. Advances from the FHLB-NY amounted to \$332.9 million at September 30, 2015 and \$334.3 million at December 31, 2014. These advances mature from October 2015 through 2020.

#### Stockholders' Equity

At September 30, 2015, the Company's total stockholders' equity was \$907.9 million, a 3.6% decrease when compared to \$942.2 million at December 31, 2014. This decline in stockholders' equity reflects decreases in retained earnings of \$25.2 million and in accumulated comprehensive income of \$1.6 million and an increase in treasury stock of \$8.3 million, which in turn reflects the net loss, dividends declared for the nine-month period, and treasury share repurchases. Book value per share was \$16.91 at September 30, 2015 compared to \$17.40 at December 31, 2014.

From December 31, 2014 to September 30, 2015, tangible common equity to total assets decreased to 8.99% from 9.14%, Tier 1 Leverage Capital Ratio increased to 10.93% from 10.61%, Tier 1 Risk-Based Capital Ratio decreased to 15.67% from 16.02%, and Total Risk-Based Capital Ratio decreased to 16.96% from 17.57%. Common Equity Tier 1

Capital Ratio under the new capital rules was 12.05% as of September 30, 2015.

#### **New Capital Rules to Implement Basel III Capital Requirements**

In July 2013, the Board of Governors of the Federal Reserve System (the "Board"), the Office of the Comptroller of the Currency (the "OCC") and the FDIC (together with the Board and the OCC, the "Agencies") approved new rules ("New Capital Rules") to establish a revised comprehensive regulatory capital framework for all U.S. banking organizations. The New Capital Rules generally implement the Basel Committee on Banking Supervision's (the "Basel Committee") December 2010 final capital framework referred to as "Basel III" for strengthening international capital standards. The New Capital Rules substantially revise the risk-based capital requirements applicable to bank holding companies and their depository institution subsidiaries, including the Company and the Bank, as compared to the current U.S. general risk-based capital rules. The New Capital Rules revise the definitions and the components of regulatory capital, as well as address other issues affecting the numerator in banking institutions' regulatory capital ratios. The New Capital Rules also address asset risk weights and other matters affecting the denominator in banking institutions' regulatory capital ratios and replace the existing general risk-weighting approach, which was derived from the Basel Committee's 1988 "Basel I" capital accords, with a more risk-sensitive approach based, in part, on the "standardized approach" in the Basel Committee's 2004 "Basel II" capital accords. In addition, the New Capital Rules implement certain provisions of Dodd-Frank Act, including the requirements of Section 939A to remove references to credit ratings from the federal agencies' rules. The New Capital Rules became effective for the Company and the Bank on January 1, 2015, subject to phase-in periods for certain of their components and other provisions. Among other matters, the New Capital Rules: (i) introduce a new capital measure called "Common Equity Tier 1" ("CET1") and related regulatory capital ratio of CET1 to risk-weighted assets; (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting certain revised requirements; (iii) mandate that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expand the scope of the deductions from and adjustments to capital as compared to existing regulations. Under the New Capital Rules, for most banking organizations, including the Company, the most common form of Additional Tier 1 capital is noncumulative perpetual preferred stock and the most common

form of Tier 2 capital is subordinated notes and a portion of the allocation for loan and lease losses, in each case, subject to the New Capital Rules' specific requirements.

Pursuant to the New Capital Rules, the minimum capital ratios as of January 1, 2015 are as follows:

- 4.5% CET1 to risk-weighted assets;
- 6.0% Tier 1 capital (that is, CET1 *plus* Additional Tier 1 capital) to risk-weighted assets;
- 8.0% Total capital (that is, Tier 1 capital *plus* Tier 2 capital) to risk-weighted assets; and
- 4% Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the "leverage ratio").

The New Capital Rules also introduce a new 2.5% "capital conservation buffer", composed entirely of CET1, on top of the three minimum risk-weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall. Thus, when fully phased-in on January 1, 2019, the Company and the Bank will be required to maintain an additional capital conservation buffer of 2.5% of CET1, effectively resulting in minimum ratios of (i) CET1 to risk-weighted assets of at least 7%, (ii) Tier 1 capital to risk-weighted assets of at least 8.5%, and (iii) Total capital to risk-weighted assets of at least 10.5%.

The New Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such items, in the aggregate, exceed 15% of CET1.

In addition (as noted above), under the current general risk-based capital rules, the effects of AOCI items included in shareholders' equity (for example, mark-to-market adjustments to the value of securities held in the available for sale portfolio) under U.S. GAAP are reversed for the purposes of determining regulatory capital ratios. Pursuant to the New Capital Rules, the effects of certain AOCI items are not excluded; however, non-advanced approach banking organizations may make a one-time permanent election to continue to exclude these items. The Company and the Bank made the election to continue to exclude these items in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of their securities portfolio, concurrently with the first filing of the Company's and Oriental Bank's periodic regulatory reports in the beginning of 2015. The New Capital Rules also preclude certain hybrid securities, such as trust preferred securities, from inclusion in bank holding companies' Tier 1 capital, subject to phase-out, in the case of bank holding companies that had \$15 billion or more in total consolidated assets as of December 31, 2009. Therefore, the Company is permitted to continue to include its existing trust preferred securities as Tier 1 capital.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased-in over a 4-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer will begin on January 1, 2016 at the 0.625% level and increase by 0.625% on each subsequent January 1, until it reaches 2.5% on January 1, 2019.

With respect to the Bank, the New Capital Rules revise the "prompt corrective action" ("PCA") regulations adopted pursuant to Section 38 of the Federal Deposit Insurance Act by: (i) introducing a CET1 ratio requirement at each PCA category (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to the current 6%); and (iii) eliminating the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3% leverage ratio and still be adequately capitalized. The New Capital Rules do not change the total risk-based capital requirement for any PCA category.

The New Capital Rules prescribe a new standardized approach for risk weightings that expand the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a larger and more risk-sensitive number of categories, depending on the nature of the assets, and resulting in higher risk weights for a variety of asset classes.

The following are the consolidated capital ratios of the Company under the New Capital Rules at September 30, 2015 and December 31, 2014:

TABLE 16 — CAPITAL, DIVIDENDS AND STOCK DATA

		September 30, 2015	D	ecember 31, 2014	Variance %
		(Dollars in tho	usand	s, except per sha	re data)
Capital data:					
Stockholders' equity	\$	907,888	\$	942,197	-3.6%
Regulatory Capital Ratios data:					
Common equity tier 1 capital ratio		12.05%		N/A	N/A
Minimum common equity tier 1 capital ratio required		4.50%		N/A	N/A
Actual common equity tier 1 capital	\$	601,788		N/A	N/A
Minimum common equity tier 1 capital required	\$ \$ \$	224,783		N/A	N/A
Excess over regulatory requirement	\$	377,005		N/A	N/A
Risk-weighted assets	\$	4,995,187		N/A	N/A
Tier 1 risk-based capital ratio		15.67%		16.02%	-2.2%
Minimum tier 1 risk-based capital ratio required		6.00%		4.00%	
Actual tier 1 risk-based capital	\$	782,560	\$	776,525	0.8%
Minimum tier 1 risk-based capital required	\$	299,711	\$	193,886	54.6%
Excess over regulatory requirement	\$ \$	482,849	\$	582,639	-17.1%
Risk-weighted assets	\$	4,995,187	\$	4,847,150	3.1%
Total risk-based capital ratio		16.96%		17.57%	-3.5%
Minimum total risk-based capital ratio required		8.00%		8.00%	
Actual total risk-based capital	\$	847,167	\$	851,437	-0.5%
Minimum total risk-based capital required	\$ \$	399,615	\$	387,772	3.1%
Excess over regulatory requirement	\$	447,552	\$	463,665	-3.5%
Risk-weighted assets	\$	4,995,187	\$	4,847,150	3.1%
Leverage capital ratio		10.93%		10.61%	3.0%
Minimum leverage capital ratio required		4.00%		4.00%	
Actual tier 1 capital	\$	782,560	\$	776,525	0.8%
Minimum tier 1 capital required	\$	286,493	\$	292,738	-2.1%
Excess over regulatory requirement	\$	496,067	\$	483,787	2.5%
Tangible common equity to total assets		8.99%		9.14%	-1.6%
Tangible common equity to risk-weighted assets		12.97%		14.04%	-7.6%
Total equity to total assets		12.60%		12.65%	-0.4%
Total equity to risk-weighted assets		18.18%		19.44%	-6.5%
Stock data:					
Outstanding common shares		43,867,909		44,613,615	-1.7%
Book value per common share	\$	16.91	\$	17.40	-2.8%
Tangible book value per common share	\$	14.76		15.25	-3.2%
Market price at end of period	\$	8.73	\$ \$	16.65	-47.6%
Market capitalization at end of period	\$	382,967	\$	742,817	-48.4%
100					

The following table presents a reconciliation of the Company's total stockholders' equity to tangible common equity and total assets to tangible assets at September 30, 2015 and December 31, 2014:

Sentember 30

December 31

	2015		2014		
		2015	2014		
		(In thousands	s, except sh	are or per	
		share	informatio	on)	
Total stockholders' equity	\$	907,888	\$	942,197	
Preferred stock		(176,000)		(176,000)	
Preferred stock issuance costs		10,130		10,130	
Goodwill		(86,069)		(86,069)	
Core deposit intangible		(5,586)		(6,463)	
Customer relationship intangible		(2,728)		(3,280)	
Total tangible common equity	\$	647,635	\$	680,515	
Total assets		7,203,822		7,449,109	
Goodwill		(86,069)		(86,069)	
Core deposit intangible		(5,586)		(6,463)	
Customer relationship intangible		(2,728)		(3,280)	
Total tangible assets	\$	7,109,439	\$	7,353,297	
Tangible common equity to tangible assets		9.11%		9.25%	
Common shares outstanding at end of period		43,867,909		44,613,615	
Tangible book value per common share	\$	14.76	\$	15.25	

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

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. To mitigate these limitations, the Company has procedures in place to calculate these measures using the appropriate GAAP or regulatory components. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools and should not be considered in isolation or as a substitute for analyses of results as reported under GAAP.

The following table presents the Company's capital adequacy information under the New Capital Rules:

	September 30 2015 (Dollars in thousands)				
Risk-based capital:	Φ.	604 <b>=</b> 00			
Common equity tier 1 capital	\$	601,788			
Additional tier 1 capital		180,772			
Tier 1 capital		782,560			
Additional Tier 2 capital		64,707			
Total risk-based capital	\$	847,267			
Risk-weighted assets:					
Balance sheet items	\$	4,841,454			
Off-balance sheet items		153,733			
Total risk-weighted assets	\$	4,995,187			
Ratios:					
Common equity tier 1 capital (minimum required - 4.5%)		12.05%			
Tier 1 capital (minimum required - 6%)		15.67%			
Total capital (minimum required - 8%)		16.96%			
Leverage ratio		10.93%			
Equity to assets		12.60%			
Tangible common equity to assets		8.99%			

The Bank is considered "well capitalized" under the regulatory framework for prompt corrective action. The table below shows the Bank's regulatory capital ratios at September 30, 2015 and December 31, 2014:

	Sep	otember 30 2015	De	cember 31 2014	Variance %
		(Dollars in thousands)			
Oriental Bank Regulatory Capital Ratios:		`		,	
Common Equity Tier 1 Capital to Risk-Weighted Ass	ets	14.99%		N/A	N/A
Actual common equity tier 1 capital	\$	746,921		N/A	N/A
Minimum capital requirement (4.5%)	\$	224,256		N/A	N/A
Minimum to be well capitalized (6.5%)	\$	323,925		N/A	N/A
Tier 1 Capital to Risk-Weighted Assets		14.99%		15.45%	-3.0%
Actual tier 1 risk-based capital	\$	746,921	\$	746,524	0.1%
Minimum capital requirement (6%)	\$	299,008	\$	193,222	54.7%
Minimum to be well capitalized (8%)	\$	398,677	\$	289,833	37.6%
Total Capital to Risk-Weighted Assets		16.28%		16.99%	-4.2%
Actual total risk-based capital	\$	811,297	\$	820,884	-1.2%
Minimum capital requirement (8%)	\$	398,677	\$	386,444	3.2%
Minimum to be well capitalized (10%)	\$	498,346	\$	483,055	3.2%
Total Tier 1 Capital to Average Total Assets		10.50%		10.26%	2.4%

Actual tier 1 capital	\$ 746,921	\$ 746,177	0.1%
Minimum capital requirement (4%)	\$ 284,481	\$ 290,879	-2.2%
Minimum to be well capitalized (5%)	\$ 355,601	\$ 363,599	-2.2%

The Company's common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "OFG." At September 30, 2015 and December 31, 2014, the Company's market capitalization for its outstanding common stock was \$383.0 million (\$8.73 per share) and \$742.8 million (\$16.65 per share), respectively.

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

		Pri	ce		ash dend
	H	igh		Low	share
2015					
September 30, 2015	\$	10.20	\$	6.63	\$ 0.10
June 30, 2015	\$	17.04	\$	10.67	\$ 0.10
March 31, 2015	\$	17.70	\$	14.88	\$ 0.10
2014					
December 31, 2014	\$	16.76	\$	14.35	\$ 0.10
September 30, 2014	\$	18.89	\$	14.92	\$ 0.08
June 30, 2014	\$	18.88	\$	16.38	\$ 0.08
March 31, 2014	\$	17.54	\$	14.30	\$ 0.08
2013					
December 31, 2013	\$	17.34	\$	14.74	\$ 0.08
September 30, 2013	\$	18.97	\$	16.13	\$ 0.06
June 30, 2013	\$	18.11	\$	14.26	\$ 0.06
March 31, 2013	\$	15.83	\$	13.85	\$ 0.06

Under the Company's current stock repurchase program it is authorized to purchase in the open market up to \$70 million of its outstanding shares of common stock, of which approximately \$7.7 million of authority remains. The shares of common stock repurchased are to be held by the Company as treasury shares. During the nine-month period ended September 30, 2015 the Company purchased 803,985 shares under this program for a total of \$8.9 million, at an average price of \$11.10 per share. There were no repurchases during the nine-month period ended September 30, 2014.

The number of shares that may yet be purchased under the \$70 million program is estimated at 885,550 and was calculated by dividing the remaining balance of \$7.7 million by \$8.73 (closing price of the Company common stock at September 30, 2015). The Company did not purchase any shares of its common stock other than through its publicly announced stock repurchase program during the nine-month periods ended September 30, 2015 and 2014.

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

#### **Background**

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

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

#### **Market Risk**

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

#### **Interest Rate Risk**

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

In executing its responsibilities, ALCO examines current and expected conditions in global financial markets, competition and prevailing rates in the local deposit market, liquidity, unrealized gains and losses in securities, recent or proposed changes to the investment portfolio, alternative funding sources and their costs, hedging and the possible purchase of derivatives such as swaps, and any tax or regulatory issues which may be pertinent to these areas.

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

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

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

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

These simulations are complex, and use many assumptions that are intended to reflect the general behavior of the Company over the period in question. There can be no assurance that actual events will match these assumptions in all cases. For this reason, the results of these simulations are only approximations of the true sensitivity of net interest income to changes in market interest rates. The following table presents the results of the simulations at September 30, 2015 for the most likely scenario, assuming a one-year time horizon:

	Net Interest Income Risk (one year projection)						
		<b>Static Balance Sheet</b>			<b>Growing Simulation</b>		
		Amount	unt Percent		Amount	Percent	
	Change		Change		Change	Change	
Change in interest rate		(Dollars in thousands)					
+ 200 Basis points	\$	15,948	5.99%	\$	15,825	5.84%	
+ 100 Basis points	\$	15,205	5.71%	\$	15,150	5.59%	
- 50 Basis points	\$	(821)	-0.31%	\$	(943)	-0.35%	

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

Future net interest income could be affected by the Company's investments in callable securities, prepayment risk related to mortgage loans and mortgage-backed securities, and any structured repurchase agreements and advances from the FHLB-NY in which it may enter into from time to time. As part of the strategy to limit the interest rate risk and reduce the re-pricing gaps of the Company's assets and liabilities, the Company has executed certain transactions which include extending the maturity and the re-pricing frequency of the liabilities to longer terms reducing the amounts of its structured repurchase agreements and entering into hedge-designated swaps to hedge the variability of future interest cash flows of forecasted wholesale borrowings that only consist of advances from the FHLB-NY as of September 30, 2015.

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

decrease.

Derivative instruments that are used as part of the Company's interest risk management strategy include interest rate swaps, forward-settlement swaps, futures contracts, and option contracts that have indices related to the pricing of specific balance sheet assets and liabilities. Interest rate swaps generally involve the exchange of fixed and variable-rate interest payments between two parties based on a common notional principal amount and maturity date. Interest rate futures generally involve exchanged-traded contracts to buy or sell U.S. Treasury bonds and notes in the future at specified prices. Interest rate options represent contracts that allow the holder of the option to (i) receive cash or (ii) purchase, sell, or enter into a financial instrument at a specified price within a specified period. Some purchased option contracts give the Company the right to enter into interest rate swaps and cap and floor agreements with the writer of the option. In addition, the Company enters into certain transactions that contain embedded derivatives. When the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract, it is bifurcated and carried at fair value. Please refer to Note 8 to the accompanying unaudited consolidated financial statements for further information concerning the Company's derivative activities.

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

<u>Interest rate swaps</u> — The Company entered into hedge-designated swaps to hedge the variability of future interest cash flows of forecasted wholesale borrowings attributable to changes in the one-month LIBOR rate. Once the forecasted wholesale borrowings transactions occurred, the interest rate swap effectively fixes the Company's interest payments on an amount of forecasted interest expense attributable to the one-month LIBOR rate corresponding to the swap notional stated rate. A derivative liability of \$6.4 million (notional amount of \$263.3 million) was recognized at September 30, 2015 related to the valuation of these swaps.

In addition, the Company has certain derivative contracts, including interest rate swaps not designated as hedging instruments, which are utilized to convert certain variable rate loans to fixed-rate loans, and the mirror-images of these interest rate swaps in which the Company enters into to minimize its interest rate risk exposure that results from offering the derivatives to clients. These interest rate swaps are marked to market through earnings. At September 30, 2015, interest rate swaps offered to clients not designated as hedging instruments represented a derivative asset of \$2.1 million (notional amounts of \$16.3 million), and the mirror-image interest rate swaps in which the Company entered into represented a derivative liability of \$2.1 million (notional amounts of \$16.3 million).

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

At September 30, 2015, the fair value of the purchased options used to manage the exposure to the S&P 500 Index on stock-indexed certificates of deposit represented an asset of \$1.1 million (notional amounts of \$3.4 million) and the options sold to customers embedded in the certificates of deposit represented a liability of \$1.0 million (notional amount of \$3.2 million).

Wholesale borrowings — The Company uses interest rate swaps to hedge the variability of interest cash flows of certain advances from the FHLB-NY that are tied to a variable rate index. The interest rate swaps effectively fix the Company's interest payments on these borrowings. As of September 30, 2015, the Company had \$263.3 million in interest rate swaps at an average rate of 2.6% designated as cash flow hedges for \$263.3 million in advances from the FHLB-NY that reprice or are being rolled over on a monthly basis.

#### **Credit Risk**

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

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

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

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

#### **Liquidity Risk**

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

The Company's business requires continuous access to various funding sources. While the Company is able to fund its operations through deposits as well as through advances from the FHLB-NY and other alternative sources, the Company's business is dependent upon other external wholesale funding sources. Although the Company has selectively reduced its use of wholesale funding sources, such as repurchase agreements and brokered deposits, it is still dependent on wholesale funding sources. As of September 30, 2015, the Company had \$998.5 million in repurchase agreements, excluding accrued interests, and \$653.1 million in brokered deposits.

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

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

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

As of September 30, 2015, the Company had approximately \$526.2 million in unrestricted cash and cash equivalents, \$410.5 million in investment securities that are not pledged as collateral, \$600.4 million in borrowing capacity at the FHLB-NY and \$611.0 million in borrowing capacity at the Federal Reserve's discount window available to cover liquidity needs.

#### **Operational Risk**

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

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

The Company classifies operational risk into two major categories: business specific and corporate-wide affecting all business lines. For business specific risks, a risk assessment group works with the various business units to ensure consistency in policies, processes and assessments. With respect to corporate-wide risks, such as information security, business recovery, legal and compliance, the Company has specialized groups, such as Information Security, Enterprise Risk Management, Corporate Compliance, Information Technology, Legal and Operations. These groups assist the lines of business in the development and implementation of risk management practices specific to the needs of the business groups. All these matters are reviewed and discussed in the Information Technology Steering Committee, and the Executive Risk and Compliance Committee.

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

#### **Concentration Risk**

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

#### ITEM 4. CONTROLS AND PROCEDURES

#### **Disclosure Controls and Procedures**

As of the end of the period covered by this quarterly report on Form 10-Q, an evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based upon such evaluation, the CEO and the CFO have concluded that, as of the end of such period, the Company's disclosure controls and procedures provided reasonable assurance of effectiveness in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that

it files or submits under the Exchange Act. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company's periodic reports.

#### **Internal Control over Financial Reporting**

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2015, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

#### **PART - II OTHER INFORMATION**

#### ITEM 1. LEGAL PROCEEDINGS

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

#### ITEM 1A. RISK FACTORS

Except as set forth below, there have been no material changes to the risk factors previously disclosed in the Company's annual report on Form 10-K for the year ended December 31, 2014. In addition to other information set forth in this report, you should carefully consider the risk factors included in the Company's annual report on Form 10-K, as updated by this report or other filings the Company makes with the SEC under the Exchange Act. Additional risks and uncertainties not presently known to the Company at this time or that the Company currently deems immaterial may also adversely affect the Company's business, financial condition or results of operations.

We are exposed to credit and concentration risks in connection with our credit facilities to the government of Puerto Rico, including some of its public corporations, instrumentalities and municipalities, and any credit default on their debt obligations or a further deterioration of the Puerto Rico economy could adversely and materially affect our financial condition and results of operations.

The Commonwealth of Puerto Rico and its instrumentalities, municipalities and public corporations face severe economic and fiscal challenges that, either individually or in the aggregate, could adversely affect the Commonwealth's ability to fund or otherwise maintain all necessary government programs and services, and have already caused one of its public corporations, the Public Finance Corporation, to default on a payment due to its bondholders. Further, the Commonwealth's liquidity has been significantly reduced and it no longer has access to capital markets. In June 2015, the Governor issued a public announcement that the Commonwealth will be unable to pay its debts absent a restructuring. Moreover, the government has enacted legislation that casts significant doubt with respect to whether it will continue making debt payments throughout fiscal year 2016, including a budget that does not appropriate funds needed for debt service payments by certain public corporations and a law that allows the Puerto Rico Treasury Secretary to discontinue funding the debt service reserve for the Commonwealth's general obligation debt unless the Commonwealth or Government Development Bank for Puerto Rico obtain financing from the capital markets in the current fiscal year ending June 30, 2016.

If the government is unable to access the capital markets to place new debt or refinance its upcoming maturities, the government may have to continue implementing additional austerity measures, including reducing spending, imposing new taxes, and taking emergency or extraordinary actions, including a debt restructuring or a default or moratorium on debt-service payments, which would slow Puerto Rico's weak economy even further. The Commonwealth may also have to reduce or eliminate important government programs and services in order to attempt to balance its budget and comply with its debt obligations.

It is uncertain how Puerto Rico's business, political and social sectors would react to a significant reduction or elimination of such programs and services. It is also uncertain whether Puerto Rico's government, including some of its municipalities, instrumentalities and public corporations, will be able to continue to service their debts as they become due. Any further deterioration of economic or fiscal conditions in Puerto Rico could adversely and materially affect the value of our credit facilities to the government of Puerto Rico and our investment portfolio of Puerto Rico government bonds.

On February 5, 2015, Dr. Anne O. Krueger, Dr. Ranjit S. Teja and Dr. Andrew Wolfe (the "Former IMF economists"), each of whom has previously occupied senior executive positions at the International Monetary Fund ("IMF"), were engaged to analyze the Commonwealth's economic and financial stability and growth prospects. Their final report was delivered to the Governor of Puerto Rico on June 28, 2015 and was made public on that date. The report from the Former IMF economists (the "Krueger Report") states that Puerto Rico faces an acute crisis in the face of faltering economic activity, fiscal solvency and debt sustainability, and institutional credibility.

At September 30, 2015, we had approximately \$418.5 million of outstanding credit facilities to the government of Puerto Rico, including its instrumentalities, municipalities and public corporations. We do not have any credit facilities to the Public Finance Corporation. A substantial portion of our credit exposure to Puerto Rico's government consists of collateralized loans or obligations that have a specific source of income or revenues identified for their repayment. Approximately \$203 million of these loans are general obligation debt of municipalities secured by *ad valorem* taxation, without limitation as to rate or amount, on all taxable property within the issuing municipalities. The good faith, credit and unlimited taxing power of each issuing municipality are pledged for the payment of its general obligation debt.

In addition, at September 30, 2015, we had approximately \$215.6 million of credit facilities to agencies and public corporations of the Commonwealth, including:

- PREPA with an outstanding balance of \$193.9 million; and
- The Puerto Rico Housing Finance Authority with an outstanding balance of \$20.9 million to be repaid from abandoned or unclaimed funds at financial institutions that revert to the government under a Puerto Rico escheat law.

The outstanding balance of credit facilities to public corporations decreased during the second and third quarters as a result of repayments in full by the Puerto Rico Aqueduct and Sewer Authority of a \$75 million loan and the Puerto Rico State Insurance Fund Corporation of \$78 million.

Our banking subsidiary, Oriental Bank, is part of a four bank syndicate providing a \$550 million revolving line of credit to finance the purchase of fuel for PREPA's day-to-day power generation activities. Our participation in the line of credit has an unpaid principal balance of \$193.9 million as of September 30, 2015. We, as part of the bank syndicate, entered into a forbearance agreement with PREPA, which was extended several times until the execution of a Restructuring Support Agreement on November 5, 2015 with PREPA and certain other creditors. The Restructuring Support Agreement provides for the restructuring of the fuel line of credit subject to the accomplishment of several milestones, including some milestones that depend on the actions of third parties to the agreement, such as the negotiation of agreements with other creditors and legislative action. The Company anticipates that the restructuring, if successfully completed, will permit the bank to place the credit in accrual and reverse the specific reserve. There can be no assurance that milestones set forth in the Restructuring Support Agreement necessary for the completion of the restructuring of PREPA's line of credit will be achieved. As previously disclosed, we have classified our credit facility to PREPA as substandard and on non-accrual status. We also took a \$24 million provision for loan and lease losses against such credit during the first quarter of 2015.

PREPA's enabling act provides for local receivership upon request to any Puerto Rico court of competent jurisdiction in the event of a default in debt-service payments or other obligations in connection with PREPA's bonds. The receiver so appointed would be empowered, directly or through its agents and attorneys, to take possession of the undertakings, income and revenues pledged to the payment of the bonds in default; to have, hold, use, operate, manage and control the same; and to exercise all of PREPA's rights and powers with respect to such undertakings. However, any such receiver would not have the power to sell, assign, mortgage or otherwise dispose of PREPA's assets, and its powers would be limited to the operation and maintenance of such undertakings and the collection and application of the income and revenues therefrom. These provisions have not been tested in the courts, and it is not clear if and how they would apply in connection with other debts and obligations of PREPA upon an event of default.

In June 2014, Puerto Rico enacted the Puerto Rico Public Corporation Debt Enforcement and Recovery Act (the "Recovery Act"), which established procedures for the adjustment of debts of certain public corporations of the Commonwealth, which, as Puerto Rico governmental instrumentalities, are not currently eligible for federal bankruptcy relief under any chapter of the U.S. Bankruptcy Code. The Recovery Act states in its preamble that it further promotes the government's public policy of no longer providing financial support to such public corporations, such as PREPA and PRASA, and promoting their economic independence. In February 2015, the U.S. District Court for the District of Puerto Rico held that the Recovery Act is preempted by the U.S. Bankruptcy Code and is therefore void pursuant to the Supremacy Clause of the United States Constitution. It also permanently enjoined the Commonwealth from enforcing the Recovery Act. Such decision was confirmed by the U.S. Circuit Court of Appeals for the First Circuit on July 6, 2015. However, the Commonwealth has filed an appeal before the U.S. Supreme Court.

On February 11, 2015, Puerto Rico's non-voting representative to the U.S. House of Representatives introduced a bill (H.R. 870) that would empower the government of Puerto Rico to authorize its municipalities and public corporations to restructure their debts under Chapter 9 of the U.S. Bankruptcy Code. On July 15, 2015, an identical companion bill (S. 1774) was filed by 12 senators in the U.S. Senate. It is unclear if and when any of these bills will be approved and, if approved, whether they will have retroactive effect for debts that are currently outstanding.

If the Bank's Puerto Rico government debtors are unable to pay their obligations as they become due, or under certain other circumstances, including, for example, a debt restructuring or a moratorium on debt-service payments by such debtors, we may be required to adversely classify additional credit facilities to such Puerto Rico government debtors and provision for additional losses in connection therewith. Any such additional adverse classification or provision may significantly affect our financial condition and regulatory capital ratios.

#### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITES AND USE OF PROCEEDS

On June 29, 2011, the Company announced the approval by the Board of Directors of a stock repurchase program to purchase an additional \$70 million of the Company's common stock in the open market.

Any shares of common stock repurchased are held by the Company as treasury shares. The Company records treasury stock purchases under the cost method whereby the entire cost of the acquired stock is recorded as treasury stock. During the quarter ended September 30, 2015, the Company purchased 500,000 additional shares under this program for a total of \$4.7 million, at an average price of \$9.39 per share.

The following table presents the shares repurchased for each month during the quarter ended September 30, 2015, excluding the months ended August 31, 2015 and September 30, 2015, during which no shares were purchased as part of the stock repurchase program:

<u>Period</u>	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced programs	Maximum approximate dollar value of shares that may yet be purchased under the programs (In thousands)
July 1-30, 2015	500,000 \$	9.39	500,000	<b>\$</b> 7,547
Quarter ended September 30, 2015	500,000 \$	9.39	500,000	\$ 7,547

The number of shares that may yet be purchased under the current \$70 million program is estimated at 864,530 and was calculated by dividing the remaining balance of \$7.5 million by \$8.73 (closing price of the Company's common stock at September 30, 2015). The Company did not purchase any shares of its common stock other than through its publicly announced stock repurchase program during the quarter ended September 30, 2015.

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.	
ITEM 4.	MINE SAFETY DISCLOSURES
Not applica	able.
ITEM 5.	OTHER INFORMATION
N.	
None.	
143	

### ITEM 6. EXHIBITS

<u>Exhil</u>	oit No. Description of Document:
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Finan of Co Conso	The following materials from OFG Bancorp's Quarterly Report on Form 10-Q for the quarter ended September 015, formatted in XBRL (eXtensible Business Reporting Language): (i) Unaudited Consolidated Statements of cial Condition, (ii) Unaudited Consolidated Statements of Operations, (iii) Unaudited Consolidated Statements mprehensive Income, (iv) Unaudited Consolidated Statements of Changes in Stockholders' Equity, (v) Unaudited blidated Statements of Cash Flows, and (vi) Notes to Unaudited Consolidated Financial Statements.
144	

#### **Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### **OFG Bancorp**

(Registrant)

By: /s/ José Rafael Fernández Date: November 6, 2015

José Rafael Fernández

President and Chief Executive Officer

By: /s/ Ganesh Kumar Date: November 6, 2015

Ganesh Kumar

Executive Vice President and Chief Financial

Officer

By: /s/ Maritza Arizmendi Date: November 6, 2015

Maritza Arizmendi Senior Vice President and Chief Accounting Officer