OFG BANCORP
Form 10-K
March 10, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

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

For the Fiscal Year Ended December 31, 2016

or

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

For the Transition Period from to to .

Commission File No. 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

Securities Registered Pursuant to Section 12(b) of the Act:

Common Stock ($1.00 par value per share)

7.125% Noncumulative Monthly Income Preferred Stock, Series A ($25.00 liquidation preference per share)

7.0% Noncumulative Monthly Income Preferred Stock, Series B ($25.00 liquidation preference per share)

8.75% Noncumulative Convertible Perpetual Preferred Stock, Series C ($1,000.00 liquidation preference per share)

7.125% Noncumulative Perpetual Preferred Stock, Series D ($25.00 liquidation preference per share)

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

Indicate by check mark if disclosure of delinquent filings pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer .	Accelerated filer	Non-accelerated filer (Do not check if a smaller reporting company)	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

The aggregate market value of the common stock held by non-affiliates of OFG Bancorp (the "Company") was approximately $364.5 million as of June 30, 2016 based upon 44,913,719 shares outstanding and the reported closing price of $8.30 on the New York Stock Exchange on that date.

As of February 28, 2017, the Company had 43,914,844 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's definitive proxy statement relating to the 2017 annual meeting of shareholders are incorporated herein by reference in response to Items 10 through 14 of Part III, except for certain information set forth herein under Item 12.

OFG Bancorp

FORM 10-K

For the Year Ended December 31, 2016

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FORWARD-LOOKING STATEMENTS

The information included in this annual report on Form 10-K 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 expr and future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may," or similar expressions are generally intended to identify forward-looking statements.

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

- additional credit defaults or a restructuring by the Commonwealth of Puerto Rico or any of its agencies, municipalities or instrumentalities;
- possible legislative, tax or regulatory changes;
- the rate of growth in the economy and employment levels, as well as general business and economic conditions;
- the relative strength or weakness of the consumer and commercial credit sectors and of the real estate market in

Puerto Rico;

- competition in the financial services industry;
- the fiscal and monetary policies of the federal government and its agencies;
- changes in interest rates, as well as the magnitude of such changes;
- changes in federal bank regulatory and supervisory policies, including required levels of capital;
- the impact of the industry regulations on the Company's businesses, business practices and cost of operations;
- the performance of the securities markets; and
- additional Federal Deposit Insurance Corporation ("FDIC") assessments.

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 annual report on Form 10-K 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. ***BUSINESS***

General

The Company is a publicly-owned financial holding company incorporated on June 14, 1996 under the laws of the Commonwealth of Puerto Rico, providing a full range of banking and financial services through its subsidiaries. The Company is subject to the provisions of the U.S. Bank Holding Company Act of 1956, as amended, (the “BHC Act”) and accordingly, subject to the supervision and regulation of the Board of Governors of the Federal Reserve System (the “Federal Reserve Board”).

The Company provides comprehensive banking and financial services to its clients through a complete range of banking and financial solutions, including commercial, consumer, auto, and mortgage lending; checking and savings accounts; financial planning, insurance, financial services, and investment brokerage; and corporate and individual trust and retirement services. The Company operates through three major business segments: Banking, Wealth Management, and Treasury, differentiating the Oriental brand through customer segmentation and innovative solutions, primarily in Puerto Rico. The Company provides these services 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, LLC (“Oriental Insurance”), and a retirement plan administrator, Oriental Pension Consultants, Inc. (“OPC”). All of our subsidiaries are based in San Juan, Puerto Rico, except for OPC which is based in Boca Raton, Florida. The Company has 48 branches in Puerto Rico. 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 strategy involves:

- Expanding its ability to attract deposits and build relationships with customers by refining service delivery and providing innovative banking technologies for day-to-day customer transactions, and achieving sustainable levels of differentiation in the market;

- Focusing on greater growth in commercial, consumer and mortgage lending, trust and financial services and insurance products;

- Improving operating efficiencies, and continuing to maintain effective asset-liability management;

- Implementing a broad ranging effort to instill in employees and make customers aware of the Company's determination to effectively serve and advise its customer base in a responsive and professional manner; and

- Matching its portfolio of investment securities with the related funding to achieve favorable spreads, and primarily investing in U.S. government-sponsored agency obligations.

Together with a highly experienced group of senior and mid-level executives and the benefits from the acquisitions of Eurobank Puerto Rico and the Puerto Rico operations of Banco Bilbao Vizcaya Argentaria, S.A. ("BBVA"), this strategy has resulted in sustained growth in the Company's deposit-taking activities, commercial, consumer and mortgage lending and financial service activities, allowing the Company to distinguish itself in a highly competitive industry. The Company is not immune from general and local financial and economic conditions. Past experience is not necessarily indicative of future performance, but given market uncertainties and on a reasonable time horizon of three to five years, this strategy is expected to maintain its steady progress towards the Company's long-term goal.

On December 18, 2012, the Company purchased from BBVA, all of the outstanding common stock of each of (i) BBVAPR Holding Corporation ("BBVAPR Holding"), the sole shareholder of Banco Bilbao Vizcaya Argentaria Puerto Rico ("BBVAPR Bank"), a Puerto Rico chartered commercial bank, and BBVA Seguros, Inc. ("BBVA Seguros"), a subsidiary offering insurance services, and (ii) BBVA Securities of Puerto Rico, Inc. ("BBVA Securities"), a registered broker-dealer. This transaction is referred to as the "BBVAPR Acquisition" and BBVAPR Holding, BBVAPR Bank, BBVA Seguros and BBVA Securities are collectively referred to as the "BBVAPR Companies" or "BBVAPR."

The Company’s principal funding sources are branch deposits, securities sold under agreements to repurchase, Federal Home Loan Bank (“FHLB”) advances, wholesale deposits, and subordinated capital notes. Through its branch network, Oriental Bank offers personal non-interest and interest-bearing checking accounts, savings accounts, certificates of deposit, individual retirement accounts (“IRAs”) and commercial non-interest bearing checking accounts. The FDIC insures the Bank’s deposit accounts up to applicable limits. Management makes retail deposit pricing decisions periodically, adjusting the rates paid on retail deposits in response to general market conditions and local competition. Pricing decisions take into account the rates being offered by other local banks, the London Interbank Offered Rate (“LIBOR”), and mainland U.S. market interest rates.

Segment Disclosure

The Company has three 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 organizational structure, nature of 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 annual goals involving different financial parameters such as net income, interest rate spread, loan production, and fees generated.

For detailed information regarding the performance of the Company’s operating segments, please refer to Note 26 in the Company’s accompanying consolidated financial statements.

Banking Activities

The Bank, the Company’s main subsidiary, is a full-service Puerto Rico commercial bank with its main office located in San Juan, Puerto Rico. The Bank has 48 branches throughout Puerto Rico and was incorporated in October 1964 as a federal mutual savings and loan association. It became a federal mutual savings bank in July 1983 and converted to a federal stock savings bank in April 1987. Its conversion from a federally-chartered savings bank to a commercial bank chartered under the banking law of the Commonwealth of Puerto Rico, on June 30, 1994, allowed the Bank to more effectively pursue opportunities in its market and obtain more flexibility in its businesses. As a Puerto Rico-chartered commercial bank, it is subject to examination by the FDIC and the Office of the Commissioner of Financial Institutions of Puerto Rico (the “OCFI”). The Bank offers banking services such as commercial, consumer, and mortgage lending, savings and time deposit products, financial planning, and corporate and individual trust services, and capitalizes on its retail banking network to provide commercial and mortgage lending products to its clients. The Bank operates two international banking entities (“IBE”) pursuant to the International Banking Center Regulatory Act of Puerto Rico, as amended (the “IBE Act”), one is a unit operating within the Bank, named Oriental Overseas (the “IBE Unit”), and the other is a wholly-owned subsidiary of the Bank, named Oriental International Bank, Inc. (the “IBE Subsidiary”). The IBE Unit and IBE Subsidiary offer the Bank certain Puerto Rico tax advantages, and their services are limited under Puerto Rico law to persons and assets/liabilities located outside of Puerto Rico.

Banking activities include the Bank's branches and mortgage banking activities with traditional retail banking products such as deposits, commercial loans, consumer loans and mortgage loans. The Bank's significant lending activities are with consumers located in Puerto Rico. The Bank's lending transactions include a diversified number of industries and activities, all of which are encompassed within four main categories: commercial, consumer, mortgage and auto.

The Company's mortgage banking activities are conducted through a division of the Bank. The mortgage banking activities include the origination of mortgage loans for the Bank's own portfolio, and the sale of loans directly into the secondary market or the securitization of conforming loans into mortgage-backed securities. The Bank originates Federal Housing Administration ("FHA") insured mortgages, Veterans Administration ("VA") guaranteed mortgages, and Rural Housing Service ("RHS") guaranteed loans that are primarily securitized for issuance of Government National Mortgage Association ("GNMA") mortgage-backed securities which can be resold to individual or institutional investors in the secondary market. Conventional loans that meet the underwriting requirements for sale or exchange under standard Federal National Mortgage Association (the "FNMA") or the Federal Home Loan Mortgage Corporation (the "FHLMC") programs are referred to as conforming mortgage loans and are also securitized for issuance of FNMA or FHLMC mortgage-backed securities. The Bank is an approved seller of FNMA, as well as FHLMC, mortgage loans for issuance of FNMA and FHLMC mortgage-backed securities. The Bank is also an approved issuer of GNMA mortgage-backed securities. The Company outsources the servicing of the residential mortgage loan portfolio acquired in the BBVA Acquisition and services the GNMA, FNMA, and FHLMC pools that issues, and the rest of its residential mortgage loan portfolio.

Loan Underwriting

Auto loans: The Company provides financing for the purchase of new or used motor vehicles. These loans are granted mainly through dealers authorized and approved by the auto credit department committee of the Company. The auto credit department has the specialized structure and resources to provide the service required for this product according to market demands and trends. The auto loan credit policy establishes specific guidance and parameters for the underwriting and origination processes. Underwriting procedures, lending limits, interest rate approval, insurance coverage, and automobile brand restrictions are some parameters and internal controls implemented to ensure the quality and profitability of the auto loan portfolio. The credit scoring system is a fundamental part of the decision process.

Consumer loans: Consumer loans include personal loans, credit cards, lines of credit and other loans made by banks to individual borrowers. All loan originations must be underwritten in accordance with the Company's underwriting criteria, and include an assessment of each borrower's personal financial condition, including verification of income, assets, Fair Isaac Corporation ("FICO") score, and credit reports.

Residential mortgage loans: All loan originations, regardless of whether originated through the Company's retail banking network or purchased from third parties, must be underwritten in accordance with the Company's underwriting criteria, including loan-to-value ratios, borrower income qualifications, debt ratios and credit history, investor requirements, and title insurance and property appraisal requirements. The Company's mortgage underwriting standards comply with the relevant guidelines set forth by the Department of Housing and Urban Development ("HUD"), VA, FNMA, FHLMC, federal and Puerto Rico banking regulatory authorities, as applicable. The Company's underwriting personnel, while operating within the Company's loan offices, make underwriting decisions independent of the Company's mortgage loan origination personnel.

Commercial loans: Commercial loans include lines of credit and term facilities to finance business operations and to provide working capital for specific purposes, such as to finance the purchase of assets, equipment or inventory. Since a borrower's cash flow from operations is generally the primary source of repayment, the Company's analysis of the credit risk focuses heavily on the borrower's debt-repayment capacity. Commercial term loans generally have terms from one to five years, may be collateralized by the asset being acquired, real estate, or other available assets, and bear interest rates that float with the prime rate, LIBOR or another established index, or are fixed for the term of the loan. Lines of credit are extended to businesses based on an analysis of the financial strength and integrity of the borrowers and are generally secured primarily by real estate, accounts receivables or inventory, and have a maturity of one year or less. Such lines of credit bear an interest rate that floats with a base rate, the prime rate, LIBOR, or another established index.

Wealth Management Activities

Wealth management activities are generated by such businesses as securities brokerage, trust services, retirement planning, insurance, pension administration, and other financial services.

Oriental Financial Services is a Puerto Rico corporation and the Company's subsidiary engaged in securities brokerage activities in accordance with the Company's strategy of providing fully integrated financial solutions, covering various investment alternatives such as tax-advantaged fixed income securities, mutual funds, stocks, and bonds to retail and institutional clients. It also offers separately-managed accounts and mutual fund asset allocation programs sponsored by unaffiliated professional asset managers. These services are designed to meet each client's specific needs and preferences, including transaction-based pricing and asset-based fee pricing. It has managed and participated in public offerings and private placements of debt and equity securities in Puerto Rico and has engaged in municipal securities business with the Commonwealth of Puerto Rico and its instrumentalities, municipalities, and public corporations. Oriental Financial Services, a member of FINRA and the Securities Investor Protection Corporation, is a registered securities broker-dealer pursuant to Section 15(b) of the Securities Exchange Act of 1934. The broker-dealer does not carry customer accounts and is, accordingly, exempt from the Customer Protection Rule (SEC Rule 15c3-3) pursuant to subsection (k)(2)(ii) of such rule. It clears securities transactions through Pershing LLC, a clearing agent that carries the accounts of its customers on a "fully disclosed" basis.

Oriental Insurance is a Puerto Rico limited liability company and the Company's subsidiary engaged in insurance agency services. It was established by the Company to take advantage of the cross-marketing opportunities provided by financial modernization legislation. Oriental Insurance currently earns commissions by acting as a licensed insurance agent in connection with the issuance of insurance policies by unaffiliated insurance companies and continues to cross market its services to the Company's existing customer base.

OPC, a Florida corporation, is the Company's subsidiary engaged in the administration of retirement plans in the U.S., Puerto Rico, and the Caribbean.

Corporate and individual trust services are carried by the Bank's trust division.

Treasury Activities

Treasury activities encompass all of the Company's treasury-related functions. The Company's investment portfolio consists of mortgage-backed securities, obligations of U.S. government-sponsored agencies, Puerto Rico government and agency obligations and money market instruments. Agency mortgage-backed securities, the largest component of the investment portfolio, consist principally of pools of residential mortgage loans that are made to consumers and then resold in the form of pass-through certificates in the secondary market, the payment of interest and principal of which is guaranteed by GNMA, FNMA or FHLMC.

Market Area and Competition

The main geographic business and service area of the Company is in Puerto Rico, where the banking market is highly competitive. Puerto Rico banks are subject to the same federal laws, regulations and supervision that apply to similar institutions in the United States of America. The Company also competes with brokerage firms with retail operations, credit unions, savings and loan cooperatives, small loan companies, insurance agencies, and mortgage banks in Puerto Rico. The Company encounters intense competition in attracting and retaining deposits and in its consumer and commercial lending activities. Management believes that the Company has been able to compete effectively for deposits and loans by offering a variety of transaction account products and loans with competitive terms, by emphasizing the quality of its service, by pricing its products at competitive interest rates, by offering convenient branch locations, and by offering financial planning and financial services at most of its branch locations. The phase-out consolidation of three failed Puerto Rico banks in 2010 and the failure of another Puerto Rico bank in 2015 has created an environment for more rational loan and deposit pricing. The Company's ability to originate loans depends primarily on the services that it provides to its borrowers, in making prompt credit decisions, and on the rates and fees that it charges.

Regulation and Supervision

General

The Company is a financial holding company subject to supervision and regulation by the Federal Reserve Board under the BHC Act, as amended by the Gramm-Leach-Bliley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “ Dodd-Frank Act”). The qualification requirements and the process for a bank holding company that elects to be treated as a financial holding company requires that a bank holding company and all of the subsidiary banks controlled by it at the time of election must be and remain at all times “well capitalized” and “well managed.”

The Company elected to be treated as a financial holding company as permitted by the Gramm-Leach-Bliley Act. Under the Gramm-Leach-Bliley Act, if the Company fails to meet the requirements for being a financial holding company and is unable to correct such deficiencies within certain prescribed time periods, the Federal Reserve Board could require the Company to divest control of its depository institution subsidiary or alternatively cease conducting activities that are not permissible for bank holding companies that are not financial holding companies.

Financial holding companies may engage, directly or indirectly, in any activity that is determined to be (i) financial in nature or incidental to such financial activity, or (ii) complementary to a financial activity provided it does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally. The Gramm-Leach-Bliley Act specifically provides that the following activities have been determined to be “financial in nature”: (a) lending, trust and other banking activities; (b) insurance activities; (c) financial, investment or economic advisory services; (d) securitization of assets; (e) securities underwriting and dealing; (f) existing bank holding company domestic activities; (g) existing bank holding company foreign activities; and (h) merchant banking activities. A financial holding company may generally commence any activity, or acquire any company, that is financial in nature without prior approval of the Federal Reserve Board. As provided by the Dodd-Frank Act, a financial holding company may not acquire a company, without prior Federal Reserve Board approval, in a transaction in which the total consolidated assets to be acquired by the financial holding company exceed $10 billion.

In addition, the Gramm-Leach-Bliley Act specifically gives the Federal Reserve Board the authority, by regulation or order, to expand the list of financial or incidental activities, but requires consultation with the U.S. Treasury Department and gives the Federal Reserve Board authority to allow a financial holding company to engage in any activity that is complementary to a financial activity and does not pose a substantial risk to the safety and soundness of depository institutions or the financial system.

The Company is required to file with the Federal Reserve Board and the SEC periodic reports and other information concerning its own business operations and those of its subsidiaries. In addition, Federal Reserve Board approval must also be obtained before a bank holding company acquires all or substantially all of the assets of another bank or merges or consolidates with another bank holding company. The Federal Reserve Board also has the authority to issue cease and desist orders against bank holding companies and their non-bank subsidiaries.

The Bank is regulated by various agencies in the United States and the Commonwealth of Puerto Rico. Its main regulators are the OCFI and the FDIC. The Bank is subject to extensive regulation and examination by the OCFI and the FDIC, and is subject to the Federal Reserve Board’s regulation of transactions between the Bank and its affiliates. The federal and Puerto Rico laws and regulations which are applicable to the Bank regulate, among other things, the scope of its business, its investments, its reserves against deposits, the timing of the availability of deposited funds, and the nature and amount of and collateral for certain loans. In addition to the impact of such regulations, commercial banks are affected significantly by the actions of the Federal Reserve Board as it attempts to control the money supply and credit availability in order to control inflation in the economy.

The Company’s mortgage banking business is subject to the rules and regulations of FHA, VA, RHS, FNMA, FHLMC, HUD and GNMA with respect to the origination, processing and selling of mortgage loans and the sale of mortgage-backed securities. Those rules and regulations, among other things, prohibit discrimination and establish underwriting guidelines which include provisions for inspections and appraisal reports, require credit reports on prospective borrowers and fix maximum loan amounts, and, with respect to VA loans, fix maximum interest rates. Mortgage origination activities are subject to, among others, the Equal Credit Opportunity Act, the Truth-in-Lending Act, the Real Estate Settlement Procedures Act and the regulations promulgated thereunder which, among other things, prohibit discrimination and require the disclosure of certain basic information to mortgagors concerning credit terms and settlement costs. The Company is also subject to regulation by the OCFI with respect to, among other things, licensing requirements and maximum origination fees on certain types of mortgage loan products.

The Company and its subsidiaries are subject to the rules and regulations of certain other regulatory agencies. Oriental Financial Services, as a registered broker-dealer, is subject to the supervision, examination and regulation of FINRA, the SEC, and the OCFI in matters relating to the conduct of its securities business, including record keeping and reporting requirements, supervision and licensing of employees, and obligations to customers.

Oriental Insurance is subject to the supervision, examination and regulation of the Office of the Commissioner of Insurance of Puerto Rico in matters relating to insurance sales, including but not limited to, licensing of employees, sales practices, charging of commissions and reporting requirements.

Dodd-Frank Wall Street Reform and Consumer Protection Act

The Dodd-Frank Act implements a variety of far-reaching changes and has been described as the most sweeping reform of the financial services industry since the 1930's. It has a broad impact on the financial services industry, including significant regulatory and compliance changes, such as: (i) enhanced resolution authority of troubled and failing banks and their holding companies; (ii) enhanced lending limits strengthening the existing limits on a depository institution's credit exposure to one borrower; (iii) increased capital and liquidity requirements; (iv) increased regulatory examination fees; (v) changes to assessments to be paid to the FDIC for federal deposit insurance; (vi) prohibiting bank holding companies, such as the Company, from including in regulatory Tier 1 capital future issuances of trust preferred securities or other hybrid debt and equity securities; and (vii) numerous other provisions designed to improve supervision and oversight of, and strengthening safety and soundness for, the financial services sector. Additionally, the Dodd-Frank Act establishes a new framework for systemic risk oversight within the financial system to be distributed among new and existing federal regulatory agencies, including the Financial Stability Oversight Council, the Federal Reserve Board, the Office of the Comptroller of the Currency and the FDIC. Further, the Dodd-Frank Act addresses many corporate governance and executive compensation matters that affect most U.S. publicly traded companies, including the Company. A few provisions of the Dodd-Frank Act became effective immediately, while various provisions have become effective in stages. Many of the requirements called for in the Dodd-Frank Act have been implemented over time and most are subject to implementing regulations.

The Dodd-Frank Act also created a new consumer financial services regulator, the Bureau of Consumer Financial Protection (the "CFPB"), which assumed most of the consumer financial services regulatory responsibilities previously exercised by federal banking regulators and other agencies. The CFPB's primary functions include the supervision of "covered persons" (broadly defined to include any person offering or providing a consumer financial product or service and any affiliated service provider) for compliance with federal consumer financial laws. It has primary authority to enforce the federal consumer financial laws, as well as exclusive authority to require reports and conduct examinations for compliance with such laws, in the case of any insured depository institution with total assets of more than $10 billion and any affiliate thereof. The CFPB also has broad powers to prescribe rules applicable to a covered person or service provider in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service.

Holding Company Structure

The Bank is subject to restrictions under federal laws that limit the transfer of funds to its affiliates (including the Company), whether in the form of loans, other extensions of credit, investments or asset purchases, among others. Such transfers are limited to 10% of the transferring institution's capital stock and surplus with respect to any affiliate (including the Company), and, with respect to all affiliates, to an aggregate of 20% of the transferring institution's capital stock and surplus. Furthermore, such loans and extensions of credit are required to be secured in specified amounts, carried out on an arm's length basis, and consistent with safe and sound banking practices.

Under the Dodd-Frank Act, a bank holding company, such as the Company, must serve as a source of financial strength for any subsidiary depository institution. The term "source of financial strength" is defined as the ability of a company to provide financial assistance to its insured depository institution subsidiaries in the event of financial distress at such subsidiaries. This support may be required at times when, absent such requirement, the bank holding company might not otherwise provide such support. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain capital of a subsidiary bank will be assumed by the bankruptcy trustee and be entitled to a priority of payment. In addition, any capital loans by a bank holding company to any of its subsidiary banks are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. The Bank is currently the only depository institution subsidiary of the Company.

Since the Company is a financial holding company, its right to participate in the assets of any subsidiary upon the latter's liquidation or reorganization will be subject to the prior claims of the subsidiary's creditors (including depositors in the case of the Bank) except to the extent that the Company is a creditor with recognized claims against the subsidiary.

Dividend Restrictions

The principal source of funds for the Company is the dividends from the Bank. The ability of the Bank to pay dividends on its common stock is restricted by the Puerto Rico Banking Act of 1933, as amended (the "Banking Act"), the Federal Deposit Insurance Act, as amended (the "FDIA"), and the FDIC regulations. In general terms, the Banking Act provides that when the expenditures of a bank are greater than its receipts, the excess of expenditures over receipts shall be charged against the undistributed profits of the bank and the balance, if any, shall be charged against the required reserve fund of the bank. If there is no sufficient reserve fund to cover such balance in whole or in part, the outstanding amount shall be charged against the bank's capital account. The Banking Act provides that until said capital has been restored to its original amount and the reserve fund to 20% of the original capital, the bank may not declare any dividends. In general terms, the FDIA and the FDIC regulations restrict the payment of dividends when a bank is undercapitalized, when a bank has failed to pay insurance assessments, or when there are safety and soundness concerns regarding a bank.

The payment of dividends by the Bank may also be affected by other regulatory requirements and policies, such as maintenance of adequate capital. If, in the opinion of the regulatory authority, a depository institution under its jurisdiction is engaged in, or is about to engage in, an unsafe or unsound practice (that, depending on the financial condition of the depository institution, could include the payment of dividends), such authority may require, after notice and hearing, that such depository institution cease and desist from such practice. The Federal Reserve Board has a policy statement that provides that an insured bank or bank holding company should not maintain its existing rate of cash dividends on common stock unless (i) the organization's net income available to common shareholders over the past year has been sufficient to fully fund the dividends and (ii) the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality, and overall financial condition. In addition, all insured depository institutions are subject to the capital-based limitations required by the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA").

Federal Home Loan Bank System

The FHLB system, of which the Bank is a member, consists of 12 regional FHLBs governed and regulated by the Federal Housing Finance Agency. The FHLB serves as a credit facility for member institutions within their assigned regions. They are funded primarily from proceeds derived from the sale of consolidated obligations of the FHLB system. They make loans (i.e., advances) to members in accordance with policies and procedures established by the FHLB and the boards of directors of each regional FHLB.

As a system member, the Bank is entitled to borrow from the FHLB of New York (the "FHLB-NY") and is required to invest in FHLB membership and activity-based stock. The Bank must purchase membership stock equal to the greater of $1,000 or 0.15% of certain mortgage-related assets held by the Bank. The Bank is also required to purchase activity-based stock equal to 4.50% of outstanding advances to the Bank by the FHLB. The Bank is in compliance with the membership and activity-based stock ownership requirements described above. All loans, advances and other extensions of credit made by the FHLB to the Bank are secured by a portion of the Bank's mortgage loan portfolio, certain other investments, and the capital stock of the FHLB held by the Bank. The Bank is required to maintain a minimum amount of qualifying collateral with a fair value of at least 110% of the outstanding advances.

Prompt Corrective Action Regulations

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

The new capital rules provide certain changes to the prompt corrective action regulations adopted by the agencies under Section 38 of the FDIA, as amended by FDICIA. These regulations are designed to place restrictions on U.S. insured depository institutions if their capital levels begin to show signs of weakness. The five capital categories established by the agencies under their prompt corrective action framework are: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized".

The new capital rules expand such categories by introducing a common equity tier 1 capital requirement for all depository institutions, revising the minimum risk-based capital ratios and, beginning in 2018, the proposed supplementary leverage requirement for advanced approaches banking organizations. The common equity tier 1 capital ratio is a new minimum requirement designed to ensure that banking organizations hold sufficient high-quality regulatory capital that is available to absorb losses on a going-concern basis. Under the new rules, an insured depository institution is:

(i) “well capitalized,” if it has a total risk-based capital ratio of 10% or more, a tier 1 risk-based capital ratio of 8% or more, a common equity tier 1 capital ratio of 6.5% or more, and a tier 1 leverage capital ratio of 5% or more, and is not subject to any written capital order or directive;

(ii) “adequately capitalized,” if it has a total risk-based capital ratio of 8% or more, a tier 1 risk-based capital ratio of 6% or more, a common equity tier 1 capital ratio of 4.5% or more, and a tier 1 leverage capital ratio of 4% or more;

(iii) “undercapitalized,” if it has a total risk-based capital ratio that is less than 8%, a tier 1 risk-based ratio that is less than 6%, a common equity tier 1 capital ratio that is less than 4.5%, or a tier 1 leverage capital ratio that is less than 4%;

(iv) “significantly undercapitalized,” if it has a total risk-based capital ratio that is less than 6%, a tier 1 risk-based capital ratio that is less than 4%, a common equity tier 1 capital ratio that is less than 3%, or a tier 1 leverage capital ratio that is less than 3%; and

(v) “critically undercapitalized,” if it has a ratio of tangible equity (defined as tier 1 capital plus non-tier 1 perpetual preferred stock) to total assets that is equal to or less than 2%.

The new capital rules also include a policy statement by the agencies that all banking organizations should maintain capital commensurate with their risk profiles, which may entail holding capital significantly above the minimum requirements. They also provide a reservation of authority permitting examiners to require that such organizations hold additional regulatory capital.

FDICIA generally prohibits a depository institution from making any capital distribution (including payment of a dividend) or paying any management fees to its holding company if the depository institution would thereafter be undercapitalized. Undercapitalized depository institutions are subject to restrictions on borrowing from the Federal Reserve System. In addition, undercapitalized depository institutions are subject to growth limitations and are required to submit capital restoration plans. A depository institution's holding company must guarantee the capital plan, up to an amount equal to the lesser of 5% of the depository institution's assets at the time it becomes undercapitalized or the amount of the capital deficiency when the institution fails to comply with the plan. The federal banking agencies may not accept a capital plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution's capital. Significantly undercapitalized depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become adequately capitalized, requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. Critically undercapitalized depository institutions are subject to the appointment of a receiver or conservator.

FDIC Insurance Assessments

The Bank is subject to FDIC deposit insurance assessments. The Federal Deposit Insurance Reform Act of 2005 (the "Reform Act") merged the Bank Insurance Fund ("BIF") and the Savings Association Insurance Fund ("SAIF") into a single Deposit Insurance Fund, and increased the maximum amount of the insurance coverage for certain retirement accounts, and possible "inflation adjustments" in the maximum amount of coverage available with respect to other insured accounts. In addition, it granted a one-time initial assessment credit (of approximately $4.7 billion) to recognize institutions' past contributions to the fund. As a result of the merger of the BIF and the SAIF, all insured institutions are subject to the same assessment rate schedule.

The Dodd-Frank Act contains several important deposit insurance reforms, including the following: (i) the maximum deposit insurance amount was permanently increased to $250,000; (ii) the deposit insurance assessment is now based on the insured depository institution's average consolidated assets minus its average tangible equity, rather than on its deposit base; (iii) the minimum reserve ratio for the Deposit Insurance Fund was raised from 1.15% to 1.35% of estimated insured deposits by September 30, 2020; (iv) the FDIC is required to "offset the effect" of increased assessments on insured depository institutions with total consolidated assets of less than $10 billion; (v) the FDIC is no longer required to pay dividends if the Deposit Insurance Fund's reserve ratio is greater than the minimum ratio; and (vi) the FDIC temporarily insured the full amount of qualifying "noninterest-bearing transaction accounts" until December 31, 2012. As defined in the Dodd-Frank Act, a "noninterest-bearing transaction account" is a deposit or account maintained at a depository institution with respect to which interest is neither accrued nor paid, on which the depositor or account holder is permitted to make withdrawals by negotiable or transferrable instrument, payment orders of withdrawals, telephone or other electronic media transfers, or other similar items for the purpose of making payments or transfers to third parties or others, and on which the insured depository institution does not reserve the right to require advance notice of an intended withdrawal.

The FDIC amended its regulations under the FDIA, as amended by the Dodd-Frank Act, to modify the definition of a depository institution's insurance assessment base; to revise the deposit insurance assessment rate schedules in light of the new assessment base and altered adjustments; to implement the dividend provisions of the Dodd-Frank Act; and to revise the large insured depository institution assessment system to better differentiate for risk and better take into account losses from large institution failures that the FDIC may incur. Since the new assessment base under the

Dodd-Frank Act is larger than the current assessment base, the new assessment rates adopted by the FDIC are lower than the former rates.

In 2016, the FDIC adopted two new rules to require large institutions to bear the burden of raising the reserve ratio from 1.15% to 1.35% and amended the pricing for small institutions after the reserve ratio reaches 1.15%. Once the reserve ratio reaches 1.38%, small institutions will receive credits to offset their contribution to raising the reserve ratio above 1.35%. Effective June 30, 2016, the reserve ratio reached 1.15%, and assessment collections decreased for small institutions like the Bank.

Brokered Deposits

FDIC regulations adopted under the FDIA govern the receipt of brokered deposits by banks. Well capitalized institutions are not subject to limitations on brokered deposits, while adequately capitalized institutions are able to accept, renew or rollover brokered deposits only with a waiver from the FDIC and subject to certain restrictions on the interest paid on such deposits. Undercapitalized institutions are not permitted to accept brokered deposits. As of December 31, 2016, the Bank is a well capitalized institution and is therefore not subject to these limitations on brokered deposits.

Regulatory Capital Requirements

Under the Dodd-Frank Act, federal banking regulators are required to establish minimum leverage and risk-based capital requirements, on a consolidated basis, for insured institutions, depository institution holding companies, and non-bank financial companies supervised by the Federal Reserve Board. The minimum leverage and risk-based capital requirements are to be determined based on the minimum ratios established for insured depository institutions under prompt corrective action regulations. In effect, such provision of the Dodd-Frank Act, which is commonly known as the Collins Amendment, applies to bank holding companies the same leverage and risk-based capital requirements that apply to insured depository institutions. Because the capital requirements must be the same for insured depository institutions and their holding companies, the Collins Amendment generally excludes certain debt or equity instruments, such as cumulative perpetual preferred stock and trust preferred securities, from Tier 1 Capital, subject to a three-year phase-out from Tier 1 qualification for such instruments issued before May 19, 2010, with the phase-out commencing on January 1, 2014 for advanced approaches banking organizations and January 1, 2015 for other bank holding companies with consolidated assets of $15 billion or more as of December 31, 2009. However, such instruments issued before May 19, 2010 by a bank holding company, such as the Company, with a total consolidated assets of less than $15 billion as of December 31, 2009, are not affected by the Collins Amendments, are "grandfathered" under the new capital rules, and may continue to be included in tier 1 Capital as a restricted core capital element.

The new capital rules adopted by the federal banking agencies revise the agencies' risk-based and leverage capital requirements for banking organizations, and consolidate three separate notices of proposed rulemaking that the OCC, Federal Reserve Board and FDIC published in the Federal Register on August 30, 2012, with selected changes. In particular, and consistent with the framework of the Basel Committee on Banking Supervision in "Basel III: A Global Regulatory Framework for More Resilient Banks and Banking Systems," the new capital rules include a minimum ratio of common equity tier 1 capital to risk-weighted assets of 4.5% and a common equity tier 1 capital conservation buffer of 2.5% of risk-weighted assets that apply to all banking organizations. The rules also raise the minimum ratio of tier 1 capital to risk-weighted assets from 4% to 6% and include a minimum leverage ratio of 4% for all banking organizations. In addition, for the largest, most internationally active banking organizations, the rules include a new minimum supplementary leverage ratio that takes into account off-balance sheet exposures. The rules incorporate these new requirements into the agencies' prompt corrective action framework. In addition, the rules establish limits on a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a specified amount of common equity tier 1 capital in addition to the amount necessary to meet its minimum risk-based capital requirements. Further, the rules amend the methodologies for determining risk-weighted assets for all banking organizations; introduce disclosure requirements that would apply to top-tier banking organizations domiciled in the United States with $50 billion or more in total assets; and adopt changes to the agencies' regulatory capital requirements that meet the requirements of Section 171 and Section 939A of the Dodd-Frank Act. These rules also codify the agencies' current capital rules, which have previously resided in various appendices to their respective regulations, into a harmonized integrated regulatory framework.

Failure to meet the capital guidelines could subject an institution to a variety of enforcement actions including the termination of deposit insurance by the FDIC and to certain restrictions on its business. At December 31, 2016, the Company was in compliance with all applicable capital requirements. For more information, please refer to the accompanying consolidated financial statements.

Safety and Soundness Standards

Section 39 of the FDIA, as amended by FDICIA, requires each federal banking agency to prescribe for all insured depository institutions standards relating to internal control, information systems, and internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, and such other operational and managerial standards as the agency deems appropriate. In addition, each federal banking agency also is required to adopt for all insured depository institutions standards relating to asset quality, earnings and stock valuation that the agency determines to be appropriate. Finally, each federal banking agency is required to prescribe standards for the employment contracts and other compensation arrangements of executive officers, employees, directors and principal stockholders of insured depository institutions that would prohibit compensation, benefits and other arrangements that are excessive or that could lead to a material financial loss for the institution. If an institution fails to meet any of the standards described above, it will be required to submit to the appropriate federal banking agency a plan specifying the steps that will be taken to cure the deficiency. If the institution fails to submit an acceptable plan or fails to implement the plan, the appropriate federal banking agency will require the institution to correct the deficiency and, until it is corrected, may impose other restrictions on the institution, including any of the restrictions applicable under the prompt corrective action provisions of FDICIA.

The FDIC and the other federal banking agencies have adopted Interagency Guidelines Establishing Standards for Safety and Soundness that, among other things, set forth standards relating to internal controls, information systems and internal audit systems, loan documentation, credit, underwriting, interest rate exposure, asset growth and employee compensation.

Activities and Investments of Insured State-Chartered Banks

Section 24 of the FDIA, as amended by FDICIA, generally limits the activities and equity investments of FDIC-insured, state-chartered banks to those that are permissible for national banks. Under FDIC regulations of equity investments, an insured state bank generally may not directly or indirectly acquire or retain any equity investment of a type, or in an amount, that is not permissible for a national bank. An insured state bank, such as the Bank, is not prohibited from, among other things, (i) acquiring or retaining a majority interest in a subsidiary engaged in permissible activities, (ii) investing as a limited partner in a partnership, or as a non-controlling interest holder of a limited liability company, the sole purpose of which is direct or indirect investment in the acquisition, rehabilitation or new construction of a qualified housing project, provided that such investments may not exceed 2% of the bank's total assets, (iii) acquiring up to 10% of the voting stock of a company that solely provides or reinsures directors', trustees' and officers' liability insurance coverage or bankers' blanket bond group insurance coverage for insured depository institutions, and (iv) acquiring or retaining the voting stock of an insured depository institution if certain requirements are met, including that it is owned exclusively by other banks. Under the FDIC regulations governing the activities and investments of insured state banks which further implemented Section 24 of the FDIA, as amended by FDICIA, an insured state-chartered bank may not, directly, or indirectly through a subsidiary, engage as "principal" in any activity that is not permissible for a national bank unless the FDIC has determined that such activities would pose no risk to the Deposit Insurance Fund and the bank is in compliance with applicable regulatory capital requirements.

Transactions with Affiliates and Related Parties

Transactions between the Bank and any of its affiliates are governed by sections 23A and 23B of the Federal Reserve Act. These sections are important statutory provisions designed to protect a depository institution from transferring to its affiliates the subsidy arising from the institution's access to the Federal safety net. An affiliate of a bank is any company or entity that controls, is controlled by, or is under common control with the bank, including investment funds for which the bank or any of its affiliates is an investment advisor. Generally, sections 23A and 23B (i) limit the extent to which a bank or its subsidiaries may engage in "covered transactions" with any one affiliate to an amount equal to 10% of the bank's capital stock and surplus, and limit such transactions with all affiliates to an amount equal to 20% of such capital stock and surplus, and (ii) require that all such transactions be on terms that are consistent with safe and sound banking practices. The term "covered transactions" includes the making of loans, purchase of or investment in securities issued by the affiliate, purchase of assets, acceptance of securities issued by the affiliate as collateral for a loan or extension of credit, issuance of guarantees and other similar types of transactions. The Dodd-Frank Act expanded the scope of transactions treated as "covered transactions" to include credit exposure to an affiliate on derivatives transactions, credit exposure resulting from a securities borrowing or lending transaction, or derivative transaction, and acceptances of affiliate-issued debt obligations as collateral for a loan or extension of credit. Most loans by a bank to any of its affiliates must be secured by collateral in amounts ranging from 100% to 130% of the loan amount, depending on the nature of the collateral. In addition, any covered transaction by a bank with an affiliate and any sale of assets or provision of services to an affiliate must be on terms that are substantially the same, or at least as favorable to the bank, as those prevailing at the time for comparable transactions with nonaffiliated companies. Regulation W of the Federal Reserve Board comprehensively implements sections 23A and 23B. The regulation unified and updated staff interpretations issued over the years prior to its adoption, incorporated several interpretative proposals (such as to clarify when transactions with an unrelated third party will be attributed to an affiliate), and addressed issues arising as a result of the expanded scope of non-banking activities engaged in by banks and bank holding companies and authorized for financial holding companies under the Gramm-Leach-Bliley Act.

Sections 22(g) and 22(h) of the Federal Reserve Act place restrictions on loans by a bank to executive officers, directors, and principal shareholders. Regulation O of the Federal Reserve Board implements these provisions. Under Section 22(h) and Regulation O, loans to a director, an executive officer and to greater-than-10% shareholders of a bank and certain of their related interests ("insiders"), and insiders of its affiliates, may not exceed, together with all other outstanding loans to such person and its related interests, the bank's single borrower limit (generally equal to 15% of the institution's unimpaired capital and surplus). Section 22(h) and Regulation O also require that loans to insiders and to insiders of affiliates be made on terms substantially the same as offered in comparable transactions to other persons, unless the loans are made pursuant to a benefit or compensation program that (i) is widely available to employees of the bank and (ii) does not give preference to insiders over other employees of the bank. Section 22(h) and Regulation O also require prior board of directors' approval for certain loans, and the aggregate amount of extensions of credit by a bank to all insiders cannot exceed the institution's unimpaired capital and surplus. Furthermore, Section 22(g) and Regulation O place additional restrictions on loans to executive officers.

Community Reinvestment Act

Under the Community Reinvestment Act ("CRA"), a financial institution has a continuing and affirmative obligation, consistent with its safe and sound operation, to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires federal examiners, in connection with the examination of a financial institution, to assess the institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications by such institution. The CRA also requires all institutions to make public disclosure of their CRA ratings. The Company has a Compliance Department that oversees the planning of products and services offered to the community, especially those aimed to serve low and moderate income communities.

USA Patriot Act

Under Title III of the USA Patriot Act, also known as the International Money Laundering Abatement and Anti-Terrorism Financing Act of 2001, all financial institutions, including the Company, Oriental Financial Services, and the Bank, are required in general to identify their customers, adopt formal and comprehensive anti-money laundering programs, scrutinize or prohibit altogether certain transactions of special concern, and be prepared to respond to inquiries from U.S. law enforcement agencies concerning their customers and their transactions.

The U.S. Treasury Department (the "US Treasury") has issued a number of regulations implementing the USA Patriot Act that apply certain of its requirements to financial institutions. The regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing.

Failure of a financial institution to comply with the USA Patriot Act's requirements could have serious legal consequences for the institution. The Company and its subsidiaries, including the Bank, have adopted policies, procedures and controls to address compliance with the USA Patriot Act under existing regulations, and will continue to revise and update their policies, procedures and controls to reflect changes required by the USA Patriot Act and the US Treasury's regulations.

Privacy Policies

Under the Gramm-Leach-Bliley Act, all financial institutions are required to adopt privacy policies, restrict the sharing of nonpublic customer data with nonaffiliated parties at the customer's request, and establish procedures and practices to protect customer data from unauthorized access. The Company and its subsidiaries have established policies and procedures to assure the Company's compliance with all privacy provisions of the Gramm-Leach-Bliley Act.

Sarbanes-Oxley Act

The Sarbanes-Oxley Act of 2002 ("SOX") implemented a range of corporate governance and accounting measures to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of disclosures under federal securities laws. In addition, SOX established membership requirements and responsibilities for the audit committee, imposed restrictions on the relationship between the Company and external auditors, imposed additional responsibilities for the external financial statements on the chief executive officer and the chief financial officer, expanded the disclosure requirements for corporate insiders, required management to evaluate its disclosure controls and procedures and its internal control over financial reporting, and required the auditors to issue a report on the internal control over financial reporting.

The Company has included in this annual report on Form 10-K management's assessment regarding the effectiveness of the Company's internal control over financial reporting. The internal control report includes a statement of management's responsibility for establishing and maintaining adequate internal control over financial reporting for the Company; management's assessment as to the effectiveness of the Company's internal control over financial reporting based on management's evaluation as of year-end; and the framework used by management as criteria for evaluating the effectiveness of the Company's internal control over financial reporting. As of December 31, 2016 the Company's management concluded that its internal control over financial reporting was effective.

Puerto Rico Banking Act

As a Puerto Rico-chartered commercial bank, the Bank is subject to regulation and supervision by the OCFI under the Banking Act, which contains provisions governing the incorporation and organization of the Bank, rights and responsibilities of directors, officers and stockholders, as well as the corporate powers, savings, lending, capital and investment requirements and other aspects of the Bank and its affairs. In addition, the OCFI is given extensive rulemaking power and administrative discretion under the Banking Act. The OCFI generally examines the Bank at least once every year.

The Banking Act requires that a minimum of 10% of the Bank's net income 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 December 31, 2016 and 2015, legal surplus amounted to $76.3 million and $70.4 million, respectively. The amount transferred to the legal surplus account is not available for the payment of dividends to shareholders.

The Banking Act also provides that when the expenditures of a bank are greater than the receipts, the excess of the former over the latter must be charged against the undistributed profits of the bank, and the balance, if any, must be charged against the reserve fund. If there is no reserve fund sufficient to cover such balance in whole or in part, the outstanding amount must be charged against the capital account and no dividend may be declared until said capital has been restored to its original amount and the reserve fund to 20% of the original capital.

The Banking Act further requires every bank to maintain a legal reserve which cannot be less than 20% of its demand liabilities, except government deposits (federal, commonwealth and municipal), which are secured by actual collateral.

The Banking Act also requires change of control filings. When any person or entity will own, directly or indirectly, upon consummation of a transfer, 5% or more of the outstanding voting capital stock of a bank, the acquiring parties must inform the OCFI of the details not less than 60 days prior to the date said transfer is to be consummated. The transfer will require the approval of the OCFI if it results in a change of control of the bank. Under the Banking Act, a change of control is presumed if an acquirer who did not own more than 5% of the voting capital stock before the transfer exceeds such percentage after the transfer.

The Banking Act permits Puerto Rico commercial banks to make loans to any one person, firm, partnership or corporation, up to an aggregate amount of 15% of the sum of: (i) the bank's paid-in capital; (ii) the bank's reserve fund; (iii) 50% of the bank's retained earnings, subject to certain limitations; and (iv) any other components that the OCFI may determine from time to time. If such loans are secured by collateral worth at least 25% more than the amount of the loan, the aggregate maximum amount will include 33.33% of 50% of the bank's retained earnings. Such restrictions under the Banking Act on the amount of loans to a single borrower do not apply to loans: (i) to the government of the United States or the government of the Commonwealth of Puerto Rico, or any of their respective agencies, instrumentalities or municipalities, or (ii) that are wholly secured by bonds, securities and other evidence of indebtedness of the government of the United States or of the Commonwealth of Puerto Rico or by bonds, not in default, of municipalities or instrumentalities of the Commonwealth of Puerto Rico.

The Puerto Rico Finance Board is composed of the Commissioner of Financial Institutions of Puerto Rico; the Presidents of the Government Development Bank for Puerto Rico, the Economic Development Bank for Puerto Rico and the Planning Board; the Puerto Rico Secretaries of Commerce and Economic Development, Treasury and Consumer Affairs; the Commissioner of Insurance; and the President of the Public Corporation for Insurance and Supervision of Puerto Rico Credit Unions. It has the authority to regulate the maximum interest rates and finance charges that may be charged on loans to individuals and unincorporated businesses in the Commonwealth. The current regulations of the Puerto Rico Finance Board provide that the applicable interest rate on loans to individuals and unincorporated businesses is to be determined by free competition. The Puerto Rico Finance Board also has the authority to regulate maximum finance charges on retail installment sales contracts and for credit card purchases. There is presently no maximum rate for retail installment sales contracts and for credit card purchases.

Puerto Rico Internal Revenue Code

On July 2014, the Governor signed into law Act No. 77-2014, known as “Ley de Ajustes al Sistema Contributivo” (Act of Adjustments to the Tax System). The main purpose of this legislation is to increase government collections in order to alleviate the structural budget deficit. Its most relevant provisions, as applicable to the Company, and effective for transactions held after June 30, 2014, are as follows: (1) the capital tax rate was increased from 15% to 20% and (2) for an asset to be considered long term capital asset, the holding period must be over a year, which before was defined with a holding period of over six months.

On May 29, 2015 the Governor signed Act No. 72 of 2015. The most relevant provisions of the Act No. 72, 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 their 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.

Other amendments to the Puerto Rico Internal Revenue Code applicable during 2015 were the increase of the Sales and Use Tax (SUT) from 7% to 11.5% which began on July 1st, 2015 and a special SUT to business to business transactions of 4%, which began on October 1st, 2015. These were implemented as a transitional phase to the enacted Value Added Tax (VAT) of 10.5%, placed on April 1st, 2016, along with a Municipal SUT of 1% on certain taxable items.

International Banking Center Regulatory Act of Puerto Rico

The business and operations of the Bank's IBE Unit and IBE Subsidiary are subject to supervision and regulation by the OCFI. Under the IBE Act, no sale, encumbrance, assignment, merger, exchange or transfer of shares, interest or participation in the capital of an IBE may be initiated without the prior approval of the OCFI if by such transaction a person would acquire, directly or indirectly, control of 10% or more of any class of stock, interest or participation in the capital of the IBE. The IBE Act and the regulations issued thereunder by the OCFI (the "IBE Regulations") limit the business activities that may be carried out by an IBE. Such activities are limited in part to persons and assets/liabilities located outside of Puerto Rico. The IBE Act provides further that every IBE must have not less than $300 thousand of unencumbered assets or acceptable financial guarantees.

Pursuant to the IBE Act and the IBE Regulations, the Bank's IBE Unit and IBE Subsidiary have to maintain books and records of all their transactions in the ordinary course of business. They are also required to submit quarterly and annual reports of their financial condition and results of operations to the OCFI, including annual audited financial statements.

The IBE Act empowers the OCFI to revoke or suspend, after notice and hearing, a license issued thereunder if, among other things, the IBE fails to comply with the IBE Act, the IBE Regulations or the terms of its license, or if the OCFI finds that the business or affairs of the IBE are conducted in a manner that is not consistent with the public interest.

In 2012, the IBE Act was superseded by a new law that, among other things, prohibits new license applications to organize and operate an IBE. Any such newly organized entity (now called an "international financial entity") must be licensed under the new law, and such entity (as opposed to existing IBEs organized under the IBE Act, including the Bank's IBE Unit and IBE Subsidiary, which are "grandfathered") will generally be subject to a 4% Puerto Rico income tax rate.

Volcker Rule

The so-called "Volcker Rule" adopted by the federal banking regulatory agencies under Section 619 of the Dodd-Frank Act generally prohibits insured depository institutions and their affiliates from (i) engaging in short-term proprietary trading of securities, derivatives, commodities futures and options on these instruments for their own account; and (ii) owning, sponsoring or having certain relationships with hedge funds or private equity funds. However, it exempts certain activities, including market making, underwriting, hedging, trading in government and municipal obligations, and organizing and offering a hedge fund or private equity fund, among others. A banking entity that engages in any such covered activity (i.e., proprietary trading or investment activities in hedge funds or private equity funds) is generally required to establish an internal compliance program reasonably designed to ensure and monitor compliance with the Volcker Rule.

Employees

At December 31, 2016, the Company had 1,416 employees. None of its employees is represented by a collective bargaining group. The Company considers its employee relations to be good.

Internet Access to Reports

The Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any and all amendments to such reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, are available free of charge on or through the "SEC filings" link of the Company's internet website at www.ofgbancorp.com, as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC.

The Company's corporate governance principles and guidelines, code of business conduct and ethics, and the charters of its audit committee, compensation committee, risk and compliance committee, and corporate governance and nominating committee are available free of charge on the Company's website at www.ofgbancorp.com under the corporate governance link. The Company's code of business conduct and ethics applies to its directors, officers, employees and agents, including its principal executive, financial and accounting officers.

ITEM 1A. *RISK FACTORS*

In addition to other information set forth in this report, you should carefully consider the following risk factors, as updated by other filings the Company makes with the SEC under the Securities Exchange Act of 1934. Additional risks and uncertainties not presently known to us at this time or that the Company currently deems immaterial may also adversely affect the Company's business, financial condition or results of operations.

ECONOMIC AND MARKET CONDITIONS RISK

Most of our business is conducted in Puerto Rico, which in recent years has been experiencing a deep economic recession, a downturn in the real estate market, and a government fiscal and liquidity crisis.

Our loan and deposit activities are directly affected by economic conditions within Puerto Rico. Because a significant portion of our credit risk exposure on our loan portfolio, which is the largest component of our interest-earning assets, is concentrated in Puerto Rico, our profitability and financial condition may be adversely affected by an extended economic recession, adverse political, fiscal 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 our loans and loan servicing portfolio.

The Puerto Rico economy has been in a recession since 2006, and the Commonwealth government currently faces a severe fiscal and liquidity crisis as a result of many years of significant budget deficits, among other factors. Puerto Rico also faces high unemployment, unprecedented population decline, and high levels of government debt and pension obligations. In anticipation of a widespread default on the Puerto Rico government's debt, the United States federal government enacted the Puerto Rico Oversight, Management, and Economic Stability Act to create a Fiscal Oversight Board with broad powers over the Puerto Rico government's finances, to create a legal process to restructure the Puerto Rico government's debts, and to temporarily stay the enforcement of debts.

Economic activity is expected to be constrained as a result of anticipated severe austerity measures and continued increasing migration trends. A further deterioration in local economic conditions or in the financial condition of an industry on which the local market depends could adversely affect factors such as unemployment rates and real estate vacancy and values. This could result in, among other things, a reduction of creditworthy borrowers seeking loans, an increase in loan delinquencies, defaults and foreclosures, an increase in classified and non-accrual loans, a decrease in the value of collateral for loans, and a decrease in core deposits. Any of these factors could materially impact our business.

For a discussion of the impact of the economy on our loan portfolios, see "—A continuing decline in the real estate market would likely result in an increase in delinquencies, defaults and foreclosures and in a reduction in loan origination activity, which would adversely affect our financial results."

Changes in interest rates could reduce the Company's net interest income

Market risk refers to the probability of variations in the net interest income or the fair value of assets and liabilities due to changes in interest rates, currency exchange rates or equity prices.

Changes in interest rates are one of the principal market risks affecting us. Our earnings are dependent to a large degree on net interest income, which is the difference between the interest rates earned on interest-earning assets, such as loans and investment securities, and the interest rates paid on interest-bearing liabilities, such as deposits and borrowings. Depending on the duration and repricing characteristics of the assets, liabilities and off-balance sheet items, changes in interest rates could either increase or decrease the level of net interest income. For any given period, the pricing structure of the assets and liabilities is matched when an equal amount of such assets and liabilities mature or reprice in that period. Like all financial institutions, our financial position is affected by fluctuations in interest rates. Volatility in interest rates can also result in the flow of funds away from financial institutions. We may suffer losses or experience lower spreads than anticipated if we are not effective in managing our interest rate risk.

CREDIT RISK

We are exposed to credit risk in connection with our loans to certain municipalities of Puerto Rico, and the restructuring of the government could adversely affect the value of such loans.

At December 31, 2016, we had approximately $197.9 million of credit exposure to five Puerto Rico municipalities. This credit exposure consists of collateralized loans or obligations that have special additional property tax revenues pledged for their repayment.

The Puerto Rico government faces a number of severe economic and fiscal challenges that are expected to require a significant restructuring of the government as well as severe austerity measures to close the significant deficit.

If the government restructuring affects the ability of the municipalities to pay their obligations to us as they become due, or under certain other circumstances, we may be required to adversely classify such loans and increase the provision for loan losses in connection therewith. Such provision may significantly impact our earnings.

Heightened credit risk could require us to increase our provision for credit losses, which could have a material adverse effect on our results of operations and financial condition.

Making loans is an essential element of our business, and there is a risk that the loans will not be repaid. This default risk is affected by a number of factors, including:

- the duration of the loan;
- credit risks of a particular borrower;
- changes in economic or industry conditions; and
- in the case of a collateralized loan, risks resulting from uncertainties about the future value of the collateral.

Our customers might not repay their loans according to the original terms, and the collateral securing the payment of those loans might be insufficient to pay any remaining loan balance. Hence, we may experience significant loan losses, which could have a materially adverse effect on our operating results. We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. In determining the amount of the allowance for loan losses, we rely on loan quality reviews, past loss experience, and an evaluation of economic conditions, among other factors. If our assumptions prove to be incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, resulting in additions to the allowance. Material additions to the allowance would materially decrease our net income.

Our emphasis on the origination of business and retail loans is one of the more significant factors in evaluating our allowance for loan losses. As we continue to increase the amount of these loans, additional or increased provisions for credit losses may be necessary and as a result would decrease our earnings.

We strive to maintain an appropriate allowance for loan and lease losses to provide for probable losses inherent in the loan portfolio. We periodically determine the amount of the allowance based on consideration of several factors such as default frequency, internal risk ratings, expected future cash collections, loss recovery rates and general economic factors, among others. Our methodology for measuring the adequacy of the allowance relies on several key elements, which include a specific allowance for identified problem loans and a general systematic allowance.

We believe our allowance for loan and lease losses is currently sufficient given the constant monitoring of the risk inherent in the loan portfolio. However, there is no precise method of predicting loan losses and therefore we always face the risk that charge-offs in future periods will exceed the allowance for loan and lease losses and that additional increases in the allowance for loan and lease losses will be required. In addition, the FDIC as well as the OCFI may require us to establish additional reserves. Additions to the allowance for loan and lease losses would result in a decrease of net earnings and capital, and could hinder our ability to pay dividends.

Given the severe economic conditions in Puerto Rico, we may continue to experience increased credit costs or need to take greater than anticipated markdowns and make greater than anticipated provisions to increase the allowances for loan losses that could adversely affect our financial condition and results of operations in the future.

Bank regulators periodically review our allowance for loan losses and may require us to increase our provision for credit losses or loan charge-offs. Any increase in our allowance for loan losses or loan charge-offs as required by these regulatory authorities could have a materially adverse effect on our results of operations and/or financial condition.

We are subject to default and other risks in connection with mortgage loan originations.

From the time that we fund the mortgage loans originated to the time that they are sold, we are generally at risk for any mortgage loan defaults. Once we sell the mortgage loans, the risk of loss from mortgage loan defaults and foreclosures passes to the purchaser or insurer of the mortgage loans. However, in the ordinary course of business, we make representations and warranties to the purchasers and insurers of mortgage loans relating to the validity of such loans. If there is a breach of any of these representations or warranties, we may be required to repurchase the mortgage loan and bear any subsequent loss on the mortgage loan. We also may be required to repurchase mortgage loans in the event that there was improper underwriting or fraud or in the event that the loans become delinquent shortly after they are originated. For the year ended December 31, 2016, we repurchased $4.2 million of loans from GNMA and FNMA. Any such repurchases in the future may negatively impact our liquidity and operating results. Termination of our ability to sell mortgage products to the U.S government-sponsored entities would have a material adverse effect on our results of operations and financial condition. In addition, we may be required to indemnify certain purchasers and others against losses they incur in the event of breaches of representations and warranties and in various other circumstances, including securities fraud claims, and the amount of such losses could exceed the purchase amount of the related loans. Consequently, we may be exposed to credit risk associated with sold loans. In addition, we incur higher liquidity risk with respect to mortgage loans not eligible to be purchased or insured by FNMA, GNMA or FHLMC, due to a lack of secondary market in which to sell these loans.

We have established reserves in our consolidated financial statements for potential losses that are considered to be both probable and reasonably estimable related to the mortgage loans sold by us. The adequacy of the reserve and the ultimate amount of losses incurred will depend on, among other things, the actual future mortgage loan performance, the actual level of future repurchase and indemnification requests, the actual success rate of claimants, developments in litigation related to us and the industry, actual recoveries on the collateral and macroeconomic conditions (including unemployment levels and housing prices). Due to uncertainties relating to these factors, there can be no assurance that our reserves will be adequate or that the total amount of losses incurred will not have a material adverse effect upon our financial condition or results of operations. For additional information related to our allowance for loan and lease losses, see “Note 6—Allowance for Loan and Lease Losses” to our consolidated financial statements included in this annual report on Form 10-K.

A continuing decline in the real estate market would likely result in an increase in delinquencies, defaults and foreclosures and in a reduction in loan origination activity, which would adversely affect our financial results.

The residential mortgage loan origination business has historically been cyclical, enjoying periods of strong growth and profitability followed by periods of lower volumes and industry-wide losses. The market for residential mortgage loan originations in Puerto Rico is currently in decline, and this trend could also reduce the level of mortgage loans that we may originate in the future and may adversely impact our business. During periods of rising interest rates, refinancing originations for many mortgage products tend to decrease as the economic incentives for borrowers to refinance their existing mortgage loans are reduced. In addition, the residential mortgage loan origination business is impacted by home values. A significant trend of decreasing values in several housing segments in Puerto Rico has also been noted. There is a risk that a reduction in housing values could negatively impact our loss levels on the mortgage loan portfolio because the value of the homes underlying the loans is a primary source of repayment in the event of foreclosure.

The decline in Puerto Rico’s economy has had an adverse effect in the credit quality of our loan portfolios. Among other things, during the ongoing recession, we have experienced an increase in the level of non-performing assets and loan loss provision, which adversely affected our profitability. Although the delinquency rates have decreased recently, they may increase if the recession continues or worsen. If there is another decline in economic activity, additional increases in the allowance for loan and lease losses could be necessary with further adverse effects on our profitability.

Any sustained period of increased delinquencies, foreclosures or losses could harm our ability to sell loans, the price received on the sale of such loans, and the value of the mortgage loan portfolio, all of which could have a negative impact on our results of operations and financial condition. In addition, any material decline in real estate values would weaken our collateral loan-to-value ratios and increase the possibility of loss if a borrower defaults. For a discussion of the impact of the Puerto Rico economy on our business operations, see “Most of our business is conducted in Puerto Rico, which is experiencing a deep economic recession, downturn in the real estate market, and a government fiscal and liquidity crisis.”

OPERATIONS AND BUSINESS RISK

Non-Compliance with USA Patriot Act, Bank Secrecy Act, or other laws and regulations could result in fines or sanctions.

Financial institutions are required under the USA Patriot Act and Bank Secrecy Acts to develop programs to prevent financial institutions from being used for money-laundering and terrorist activities. Financial institutions are obligated to file suspicious activity reports with the U.S. Treasury Department's Office of Financial Crimes Enforcement Network if such activities are detected. These rules also require financial institutions to establish procedures for identifying and verifying the identity of customers seeking to open new financial accounts. We have developed a compliance program reasonably designed to ensure compliance with such laws and regulations. Failure or the inability to comply with these regulations could result in enforcement actions, fines or penalties, curtailment of expansion opportunities, intervention or sanctions by regulators, costly litigation, or expensive additional controls and systems.

We are subject to security and operational risk related to our use of technology, including the risk of cyber-attack or cyber theft.

Our operations rely on the secure processing, transmission and storage of confidential information in our computer systems and networks regarding our customers and their accounts. To provide these products and services, we use information systems and infrastructure that we and third party service providers operate. As a financial institution, we also are subject to and examined for compliance with an array of data protection laws, regulations and guidance, as well as to our own internal privacy and information security policies and programs.

Such incidents may include unauthorized access to our digital systems for purposes of misappropriation of assets, gaining access to sensitive information, corrupting data, or causing operational disruption. Although our information technology structure continue to be subject to cyber attacks, we have not experience a breach of cyber-security. Such an event could compromise our confidential information as well as that of our customers and third parties with whom we interact with and may result in negative consequences.

While we have policies and procedures designated to prevent or limit the effect of the possible security breach of our information systems, if unauthorized persons were somehow to get access to confidential or proprietary information in our possession or to our proprietary information, it could result in significant legal and financial exposure, damage to our reputation or a loss of confidence in the security of our systems that could adversely affect our business. Though we have insurance against some cyber-risks and attacks, it may not be sufficient to offset the impact of a material loss event.

We rely on third parties to provide services and systems essential to the operation of our business, and any failure, interruption or termination of such services or systems could have a material adverse affect on our financial condition and results of operations.

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

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

Our risk management policies, procedures and systems may be inadequate to mitigate all risks inherent in our various businesses.

A comprehensive risk management function is essential to the financial and operational success of our business. The types of risk we monitor and seek to manage include, but are not limited to, operational risk, technological and organizational risk, market risk, fiduciary risk, legal and compliance risk, liquidity risk and credit risk. We have adopted various policies, procedures and systems to monitor and manage these risks. There can be no assurance that those policies, procedures and systems are adequate to identify and mitigate all risks inherent in our various businesses. Our businesses and the markets in which we operate are also continuously evolving. If we fail to fully understand the implications of changes in our business or the financial markets and to adequately or timely enhance the risk framework to address those changes, we could incur losses. In addition, in a difficult or less liquid market environment, our risk management strategies may not be effective because other market participants may be attempting to use the same or similar strategies to deal with the challenging market conditions. In such circumstances, it may be difficult for us to reduce our risk positions due to the activity of such other market participants.

LIQUIDITY RISK

Our business could be adversely affected if we cannot maintain access to stable funding sources.

Our business requires continuous access to various funding sources. We are able to fund our operations through deposits as well as through advances from the FHLB-NY and FRB-NY; however, our business is significantly dependent upon other wholesale funding sources, such as repurchase agreements and brokered deposits, which consisted of approximately 23% of our total interest-bearing liabilities as of December 31, 2016.

Brokered deposits are typically sold through an intermediary to small retail investors. Our 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, our credit rating and the relative interest rates that we are 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.

We expect to have continued access to credit from the foregoing sources of funds. However, 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 us, the availability and cost of funding sources could be adversely affected. In that event, our cost of funds may increase, thereby reducing the net interest income, or we may need to dispose of a portion of the investment portfolio, which, depending upon market conditions, could result in realizing a loss or experiencing other adverse accounting consequences upon the dispositions. The interest rates that we pay on our securities are also influenced by, among other things, applicable credit ratings from recognized rating agencies. A downgrade to any of these credit ratings could affect our ability to access the capital markets, increase our borrowing costs and have a negative impact on our results of operations. Our 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 us or market related events. In the event that such sources of funds are reduced or eliminated and we are not able to replace them on a cost-effective basis, we may be forced to curtail or cease our loan origination business and treasury activities, which would have a material adverse effect on our operations and financial condition.

Our ability to receive dividends from our subsidiaries could affect our liquidity and ability to pay dividends.

We are a separate and distinct legal entity from our subsidiaries. Dividends to us from our subsidiaries have represented a major source of funds for us to pay dividends on our common and preferred stock, make payments on corporate debt securities and meet other obligations. There are various U.S. federal and Puerto Rico law limitations on the extent to which Oriental Bank, our main subsidiary, can finance or otherwise supply funds to us through dividends and loans. These limitations include minimum regulatory capital requirements, U.S. federal and Puerto Rico banking law requirements concerning the payment of dividends out of net profits or surplus, Sections 23A and 23B of the Federal Reserve Act of 1913 and Regulation W of the Federal Reserve Board governing transactions between an insured depository institution and its affiliates, as well as general federal regulatory oversight to prevent unsafe or unsound practices. Further, under the new capital rules adopted by the federal banking regulatory agencies, a banking organization will need to hold a capital conservation buffer (composed of common equity tier 1 capital) greater than 2.5% of total risk-weighted assets to avoid limitations on capital distributions and discretionary bonus payments. Compliance with the capital conservation buffer is determined as of the end of the calendar quarter prior to any such capital distribution or discretionary bonus payment, and is subject to a three-year transition period beginning in 2016.

If our subsidiaries' earnings are not sufficient to make dividend payments while maintaining adequate capital levels, our liquidity may be affected, and we may not be able to make dividend payments to our holders of common and preferred stock or payments on outstanding corporate debt securities or meet other obligations, each of which could have a material adverse impact on our results of operations, financial position or perception of financial health.

In addition, our right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to the prior claims of the subsidiary's creditors.

COMPETITIVE AND STRATEGIC RISK

Competition with other financial institutions could adversely affect our profitability.

We face substantial competition in originating loans and in attracting deposits and assets to manage. The competition in originating loans and attracting assets comes principally from other U.S., Puerto Rico and foreign banks, investment advisors, securities broker-dealers, mortgage banking companies, consumer finance companies, credit unions, insurance companies, and other institutional lenders and purchasers of loans. We will encounter greater competition as we expand our operations. Increased competition may require us to increase the rates paid on deposits or lower the rates charged on loans which could adversely affect our profitability.

We operate in a highly regulated environment and may be adversely affected by changes in federal and local laws and regulations.

Our operations are subject to extensive regulation by federal and local governmental authorities and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of our operations. Because our business is highly regulated, the laws, rules and regulations applicable to us are subject to regular modification and change. For example, the Dodd-Frank Act has a broad impact on the financial services industry, including significant regulatory and compliance changes, as discussed under the subheading "Dodd-Frank Wall Street Reform and Consumer Protection Act" in Item 1of this annual report. The changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage ratio requirements or otherwise adversely affect our business.

We may be required to invest significant management attention and resources to evaluate and make necessary changes in order to comply with new statutory and regulatory requirements. Failure to comply with the new requirements may negatively impact our results of operations and financial condition. While we cannot predict what effect any presently contemplated or future changes in the laws or regulations or their interpretations would have on us, these changes could be materially adverse to our investors.

Competition in attracting talented people could adversely affect our operations.

We depend on our ability to attract and retain key personnel and we rely heavily on our management team. The inability to recruit and retain key personnel or the unexpected loss of key managers may adversely affect our operations. Our success to date has been influenced strongly by the ability to attract and retain senior management experienced in banking and financial services. Retention of senior managers and appropriate succession planning will continue to be critical to the successful implementation of our strategies.

Reputational risk and social factors may impact our results.

Our ability to originate loans and to attract deposits and assets is highly dependent upon the perceptions of consumer, commercial and funding markets of our business practices and our financial health. Negative public opinion could result from actual or alleged conduct in any number of activities or circumstances, including lending practices, regulatory compliance, inadequate protection of customer information, or sales and marketing, and from actions taken by regulators in response to such conduct. Adverse perceptions regarding us could lead to difficulties in originating loans and generating and maintaining accounts as well as in financing them.

In addition, a variety of social factors may cause changes in borrowing activity, including credit card use, payment patterns and the rate of defaults by account holders and borrowers. If consumers develop or maintain negative attitudes about incurring debt, or if consumption trends decline, our business and financial results will be negatively affected.

ACCOUNTING AND TAX RISK

Changes in accounting standards issued by the Financial Accounting Standards Board ("FASB") or other standard-setting bodies may adversely affect our financial statements.

Our financial statements are subject to the application of GAAP, which are periodically revised and/or expanded. Accordingly, from time to time we are required to adopt new or revised accounting standards issued by FASB. Market conditions have prompted accounting standard setters to promulgate new guidance which further interprets or seeks to revise accounting pronouncements related to financial instruments, structures or transactions as well as to issue new standards expanding disclosures. See "Note 1—Summary of Significant Accounting Policies" to our consolidated financial statements included herein for a discussion of any accounting developments that have been issued but not yet implemented. An assessment of proposed standards is not provided as such proposals are subject to change through the exposure process and, therefore, the effects on our consolidated financial statements cannot be meaningfully assessed. It is possible that future accounting standards that we are required to adopt could change the current accounting treatment that applies to the consolidated financial statements and that such changes could have a material effect on our financial condition and results of operations.

Our goodwill and other intangible assets could be determined to be impaired in the future and could decrease the Company's earnings.

We are required to test our goodwill, core deposit and customer relationship intangible assets for impairment on a periodic basis. The impairment testing process considers a variety of factors, including the current market price of our common shares, the estimated net present value of our assets and liabilities, and information concerning the terminal valuation of similarly situated insured depository institutions. If an impairment determination is made in a future reporting period, our earnings and the book value of these intangible assets will be reduced by the amount of the impairment. If an impairment loss is recorded, it will have little or no impact on the tangible book value of our common shares or our regulatory capital levels, but such an impairment loss could significantly restrict the Company's ability to make dividend payments without prior regulatory approval.

Based on our annual goodwill impairment test, we determined that no impairment charges were necessary. As of December 31, 2016, we had on our consolidated balance sheet $86.1 million of goodwill in connection with the BBVAPR Acquisition and the FDIC-assisted Eurobank acquisition, $4.3 million of core deposit intangible in connection with the FDIC-assisted Eurobank acquisition and the BBVAPR Acquisition, and $1.9 million of customer relationship intangible in connection with the BBVAPR Acquisition. There can be no assurance that future evaluations of such goodwill or intangibles will not result in any impairment charges. Among other factors, further declines in our common stock as a result of macroeconomic conditions and the general weakness of the Puerto Rico economy, could lead to an impairment of such assets. If such assets become impaired, it could have a negative impact on our results of operations.

Legislative and other measures that may be taken by Puerto Rico governmental authorities could materially increase our tax burden or otherwise adversely affect our financial condition, results of operations or cash flows.

In an effort to address the Commonwealth's ongoing fiscal problems, the Government has enacted tax reform in the past and is expected to do so in the future. In 2014, the Government of Puerto Rico approved an amendment to the Internal Revenue Code, which, among other things, changed the income tax rate for capital gains from 15% to 20%. In addition, in May 2015, the Government approved an increase in the state sales and use tax rate, effective July 1, 2015, from 6% to 10.5% (the municipal sales and use tax remained at a 1% rate), expanded the sales and use tax to certain business-to-business services that were previously exempt, and provided for a transition to a value-added tax that became effective on June 1, 2016. Legislative changes, particularly changes in tax laws, could adversely impact our results of operations.

We operate the IBE Unit and IBE Subsidiary pursuant to the IBE Act that provide us with significant tax advantages. An IBE has the benefits of exemptions from Puerto Rico income taxes on interest earned on, or gain realized from the sale of, non-Puerto Rico assets, including U.S. government obligations and certain mortgage-backed securities. This exemption has allowed us to have effective tax rates significantly below the maximum statutory tax rates. In the past, the Legislature of Puerto Rico has considered proposals to curb the tax benefits afforded to IBEs. In 2012, a new Puerto Rico law was enacted in this area. Although it did not repeal the IBE Act, the new law does not allow new license applications under the IBE Act to organize and operate an IBE. Any newly organized entity (now called an “international financial entity”) must be licensed under the new law and such entity (as opposed to existing IBEs organized under the IBE Act, including the Bank’s IBE Unit and IBE Subsidiary, which are “grandfathered”) will generally be subject to a 4% Puerto Rico income tax rate. In the event other legislation is passed in Puerto Rico to eliminate or modify the tax exemption enjoyed by IBEs, the consequences could have a materially adverse impact on us, including increasing the tax burden or otherwise adversely affecting our financial condition, results of operations or cash flows.

ITEM 1B. ***UNRESOLVED STAFF COMMENTS***

None.

ITEM 2. ***PROPERTIES***

The Company owns a fifteen-story office building located at 254 Muñoz Rivera Avenue, San Juan Puerto Rico, known as Oriental Center. The Company operates a full service branch at the plaza level and our centralized units and subsidiaries occupy approximately 64% of the office floor space. Approximately 29% of the office space is leased to outside tenants and 7% is available for lease.

The Bank owns ten branch premises and leases thirty eight branch commercial offices throughout Puerto Rico. The Bank's management believes that each of its facilities is well maintained and suitable for its purpose and can readily obtain appropriate additional space as may be required at competitive rates by extending expiring leases or finding alternative space.

At December 31, 2016, the aggregate future rental commitments under the terms of the leases, exclusive of taxes, insurance and maintenance expenses payable by the Company, was $38.7 million.

The Company's investment in premises and equipment, exclusive of leasehold improvements at December 31, 2016, was $110.2 million, gross of accumulated depreciation.

ITEM 3. ***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 4. ***MINE SAFETY DISCLOSURE***

Not applicable.

PART II

ITEM 5. ***MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***

The Company’s common stock is traded on the New York Stock Exchange (“NYSE”) under the symbol “OFG”. Information concerning the range of high and low sales prices for the Company’s common stock for each quarter in the years ended December 31, 2016 and 2015, as well as cash dividends declared for such periods is set forth under the sub-heading “Stockholders’ Equity” in the “Analysis of Financial Condition” caption in the Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”).

Information concerning legal or regulatory restrictions on the payment of dividends by the Company and the Bank is contained under the sub-heading “Dividend Restrictions” in Item 1 of this report.

As of December 31, 2016, the Company had approximately 3,662 holders of record of its common stock, including all directors and officers of the Company, and beneficial owners whose shares are held in “street” name by securities broker-dealers or other nominees.

Stock Performance Graph

The graph below compares the percentage change in the Company's cumulative total stockholder return during the measurement period with the cumulative total return, assuming reinvestment of dividends, of the Russell 2000 Index and the SNL Bank Index.

The cumulative total stockholder return was obtained by dividing the sum of (i) the cumulative amount of dividends per share, assuming dividend reinvestment, for the measurement period beginning December 31, 2011, and (ii) the difference between the share price at the beginning and the end of the measurement period, by the share price at the beginning of the measurement period.

Comparison of 5 Year Cumulative Total Return

Assumes Initial Investment of $100

Index	**12/31/2011**	**12/31/2012**	**12/31/2013**	**12/31/2014**	**12/31/2015**	**12/31/2016**
OFG Bancorp	100.00	112.55	148.47	145.47	66.03	121.33
Russell 2000	100.00	116.35	161.52	169.43	161.95	196.45

SNL Bank	100.00	134.95	185.28	207.12	210.65	266.16

ITEM 6. ***SELECTED FINANCIAL DATA***

The following selected financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" under Item 7 and "Financial Statements and Supplementary Data" under Item 8 of this report.

OFG Bancorp
SELECTED FINANCIAL DATA
YEARS ENDED DECEMBER 31, 2016, 2015, 2014, 2013, AND 2012

	Year Ended December 31,				
	2016	**2015**	**2014**	**2013**	**2012**
EARNINGS DATA:	(In thousands, except per share data)				
Interest income	$ 356,592	$ 406,568	$ 485,257	$ 493,632	$ 260,808
Interest expense	57,165	69,196	76,782	83,960	103,518
Net interest income	**299,427**	**337,372**	**408,475**	**409,672**	**157,290**
Provision for loan and lease losses	65,076	161,501	60,640	72,894	23,681
Net interest income after provision for loan and leases losess	**234,351**	**175,871**	**347,835**	**336,778**	**133,609**
Non-interest income	66,819	52,472	17,323	17,095	26,057
Non-interest expenses	215,990	248,401	242,725	264,136	131,810
Income (loss) before taxes	**85,180**	**(20,058)**	**122,433**	**89,737**	**27,856**
Income tax (benefit) expense	25,994	(17,554)	37,252	(8,709)	3,301
Net income (loss)	**59,186**	**(2,504)**	**85,181**	**98,446**	**24,555**
Less: dividends on preferred stock	(13,862)	(13,862)	(13,862)	(13,862)	(9,939)
Income (loss) available to common shareholders	**$ 45,324**	**$ (16,366)**	**$ 71,319**	**$ 84,584**	**$ 14,616**
PER SHARE DATA:					
Basic	**$ 1.03**	**$ (0.37)**	**$ 1.58**	**$ 1.85**	**$ 0.35**
Diluted	**$ 1.03**	**$ (0.37)**	**$ 1.50**	**$ 1.73**	**$ 0.35**
Average common shares outstanding	**43,913**	**51,455**	**45,024**	**45,706**	**41,626**
Average common shares outstanding and equivalents	**51,088**	**44,231**	**52,326**	**53,033**	**45,304**
Book value per common share	**$ 17.18**	**$ 16.67**	**$ 17.40**	**$ 15.74**	**$ 15.31**
Tangible book value per common share	**$ 15.08**	**14.53**	**15.25**	**13.60**	**13.10**
Market price at end of period	**$ 13.10**	**7.32**	**16.65**	**17.34**	**13.35**
Cash dividends declared per common share	**$ 0.24**	**0.36**	**0.34**	**0.26**	**0.24**
Cash dividends declared on common shares	**$ 10,544**	**15,932**	**15,286**	**11,875**	**10,067**
PERFORMANCE RATIOS:					
Return on average assets (ROA)	**0.88%**	**-0.03%**	**1.10%**	**1.15%**	**0.37%**
Return on average tangible common stockholders' equity	**6.94%**	**-2.47%**	**10.91%**	**14.01%**	**2.32%**
Return on average common equity (ROE)	**6.08%**	**-2.16%**	**9.50%**	**12.03%**	**2.29%**
Equity-to-assets ratio	**14.16%**	**12.64%**	**12.65%**	**10.85%**	**9.38%**
Efficiency ratio	**57.82%**	**60.00%**	**49.90%**	**53.45%**	**64.05%**
Interest rate spread	**4.74%**	**4.95%**	**5.79%**	**5.46%**	**2.59%**

Interest rate margin	**4.82%**	**5.03%**	**5.84%**	**5.46%**	**2.67%**

	December 31,				
	2016	2015	2014	2013	2012
PERIOD END BALANCES AND CAPITAL RATIOS:	**(In thousands, except per share data)**				
Investments and loans					
Investment securities	$ 1,362,511	$ 1,615,872	$ 1,402,056	$ 1,614,809	$ 2,233,265
Loans and leases, net	4,147,692	4,434,213	4,826,646	5,019,419	5,157,637
Total investments and loans	**$ 5,510,203**	**$ 6,050,085**	**$ 6,228,702**	**$ 6,634,228**	**$ 7,390,902**
Deposits and borrowings					
Deposits	$ 4,664,487	$ 4,717,751	$ 4,924,406	$ 5,383,265	$ 5,690,579
Securities sold under agreements to repurchase	653,756	934,691	980,087	1,267,618	1,695,247
Other borrowings	141,598	436,843	439,919	439,816	791,417
Total deposits and borrowings	**$ 5,459,841**	**$ 6,089,285**	**$ 6,344,412**	**$ 7,090,699**	**$ 8,177,243**
Stockholders' equity					
Preferred stock	$ 176,000	$ 176,000	$ 176,000	$ 176,000	$ 176,000
Common stock	52,626	52,626	52,626	52,707	52,671
Additional paid-in capital	540,948	540,512	539,311	538,071	537,453
Legal surplus	76,293	70,435	70,435	61,957	52,143
Retained earnings	177,808	148,886	181,184	133,629	70,734
Treasury stock, at cost	(104,860)	(105,379)	(97,070)	(80,642)	(81,275)
Accumulated other comprehensive income	1,596	13,997	19,711	3,191	55,880
Total stockholders' equity	**$ 920,411**	**$ 897,077**	**$ 942,197**	**$ 884,913**	**$ 863,606**
Per share data					
Book value per common share	**$ 17.18**	**$ 16.67**	**$ 17.40**	**$ 15.74**	**$ 15.31**
Tangible book value per common share	**$ 15.08**	**$ 14.53**	**$ 15.25**	**$ 13.60**	**$ 13.10**
Market price at end of period	**$ 13.10**	**$ 7.32**	**$ 16.65**	**$ 17.34**	**$ 13.35**
Capital ratios					
Leverage capital	**12.99%**	**11.18%**	**10.61%**	**9.06%**	**6.55%**
Tier 1 common equity to risk-weighted assets	**N/A**	**N/A**	**11.88%**	**10.46%**	**8.76%**
Common equity Tier 1 capital ratio	**14.05%**	**12.14%**	**N/A**	**N/A**	**N/A**
Tier 1 risk-based capital	**18.35%**	**15.99%**	**16.02%**	**14.38%**	**13.18%**
Total risk-based capital	**19.62%**	**17.29%**	**17.57%**	**16.16%**	**15.40%**
Financial assets managed					
Trust assets managed	$ 2,850,494	$ 2,691,423	$ 2,841,111	$ 2,796,923	$ 2,514,401
Broker-dealer assets gathered	2,350,718	2,374,709	2,622,001	2,493,324	2,722,197
Total assets managed	**$ 5,201,212**	**$ 5,066,132**	**$ 5,463,112**	**$ 5,290,247**	**$ 5,236,598**

The ratios shown below demonstrate the Company's ability to generate sufficient earnings to pay the fixed charges or expenses of its debt and preferred stock dividends. The Company's consolidated ratios of earnings to combined fixed charges and preferred stock dividends were computed by dividing earnings by combined fixed charges and preferred stock dividends, as specified below, using two different assumptions, one excluding interest on deposits and the second including interest on deposits:

	Year Ended Decemb			
	2016	**2015**	**2014**	**201**
Consolidated Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends				
Excluding interests on deposits	2.60x	(A)	2.81x	2.2
Including interests on deposits	1.97x	(A)	2.16x	1.7

(A) In 2015, earnings were not sufficient to cover preferred stock dividends, and the ratio was less than 1:1. The Company wou had to generate additional earnings of $34 million to achieve a ratio of 1:1 in 2015.

For purposes of computing these consolidated ratios, earnings represent income before income taxes plus fixed charges and amortization of capitalized interest, less interest capitalized. Fixed charges consist of interest expensed and capitalized, amortization of debt issuance costs, and the Company's estimate of the interest component of rental expense. The term "preferred stock dividends" is the amount of pre-tax earnings that is required to pay dividends on the Company's outstanding preferred stock. As of the dates presented above, the Company had noncumulative perpetual preferred stock issued and outstanding amounting to $176.0 million, as follows: (i) Series A amounting to $33.5 million or 1,340,000 shares at a $25 liquidation value; (ii) Series B amounting to $34.5 million or 1,380,000 shares at a $25 liquidation value; (iii) Series C amounting to $84.0 million or 84,000 shares at a $1,000 liquidation value; and (iv) Series D amounting to $24.0 million or 960,000 shares at a $25 liquidation value.

ITEM 7. ***MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2016

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The accounting and reporting policies followed by the Company conform with GAAP and general practices within the financial services industry. The Company's significant accounting policies are described in detail in Note 1 to the consolidated financial statements and should be read in conjunction with this section.

Critical accounting policies require management to make estimates and assumptions, which involve significant judgment about the effect of matters that are inherently uncertain and that involve a high degree of subjectivity. These estimates are made under facts and circumstances at a point in time and changes in those facts and circumstances could produce actual results that differ from those estimates. The following MD&A section is a summary of what management considers the Company's critical accounting policies.

Loans and Leases

Originated and Other Loans and Leases Held in Portfolio

Loans the Company originates and intends to hold in portfolio are stated at the principal amount outstanding, adjusted for unamortized deferred fees and costs which are amortized to interest income over the expected life of the loan using the interest method. The Company discontinues accrual of interest on originated loans after payments become more than 90 days past due or earlier if the Company does not expect the full collection of principal or interest. The delinquency status is based upon the contractual terms of the loans.

Loans for which the recognition of interest income has been discontinued are designated as non-accruing. Collections are accounted for on the cash method thereafter, until qualifying to return to accrual status. Such loans are not reinstated to accrual status until interest is received on a current basis and other factors indicative of doubtful collection cease to exist. The determination as to the ultimate collectability of the loan's balance may involve management's judgment in the evaluation of the borrower's financial condition and prospects for repayment.

The Company follows a systematic methodology to establish and evaluate the adequacy of the allowance for loan and lease losses to provide for inherent losses in the loan portfolio. This methodology includes the consideration of factors such as economic conditions, portfolio risk characteristics, prior loss experience, and results of periodic credit reviews of individual loans. The provision for loan and lease losses charged to current operations is based on such methodology. Loan and lease losses are charged and recoveries are credited to the allowance for loan and lease losses on originated and other loans.

Larger commercial loans that exhibit potential or observed credit weaknesses are subject to individual review and grading. Where appropriate, allowances are allocated to individual loans based on management’s estimate of the borrower’s ability to repay the loan given the availability of collateral, other sources of cash flow, and legal options available to the Company.

Included in the review of individual loans are those that are impaired. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan’s effective interest rate, or as a practical expedient, at the observable market price of the loan or the fair value of the collateral, if the loan is collateral dependent. Loans are individually evaluated for impairment, except large groups of small balance homogeneous loans that are collectively evaluated for impairment and loans that are recorded at fair value or at the lower of cost or fair value. The Company measures for impairment all commercial loans over $250 thousand (i) that are either over 90 days past due or adversely classified, or (ii) when deemed necessary by management and TDR's. The portfolios of mortgage loans, auto and leasing, and consumer loans are considered homogeneous and are evaluated collectively for impairment.

The Company uses a rating system to apply an overall allowance percentage to each originated and other loan portfolio segment based on historical credit losses adjusted for current conditions and trends. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over a determined look back period for each segment. The actual loss factor is adjusted by the appropriate loss emergence period as calculated for each portfolio. Then, the adjusted loss experience is supplemented with other qualitative factors based on the risks present for each portfolio segment. These qualitative factors include consideration of the following: the credit grading assigned to commercial loans; levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff, including the bank's loan review system as graded by regulatory agencies in their last examination; local economic trends and conditions; industry conditions; effects of external factors such as competition and regulatory requirements on the level of estimated credit losses in the current portfolio; and effects of changes in credit concentrations and collateral value. An additional impact from the historical loss experience is applied based on levels of delinquency, loan classification, FICO score and/or origination date, depending on the portfolio.

At origination, a determination is made whether a loan will be held in our portfolio or is intended for sale in the secondary market. Loans that will be held in the Company's portfolio are carried at amortized cost. Residential mortgage loans held for sale are recorded at the lower of the aggregate cost or market value ("LOCOM").

Acquired Loans and Leases

Loans that the Company acquire in acquisitions are recorded at fair value with no carryover of the related allowance for loan losses. Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest.

The Company has acquired loans in two separate acquisitions, the BBVAPR Acquisition in December 2012 and the FDIC-assisted Eurobank acquisition in April 2010. For each acquisition, the Company considered the following factors as indicators that an acquired loan had evidence of deterioration in credit quality and was therefore in the scope of ASC 310-30:

- Loans that were 90 days or more past due,

- Loans that had an internal risk rating of substandard or worse. Substandard is consistent with regulatory definitions and is defined as having a well-defined weakness that jeopardizes liquidation of the loan,

- Loans that were classified as nonaccrual by the acquired bank at the time of acquisition, and
- Loans that had been previously modified in a troubled debt restructuring.

Any acquired loans that were not individually in the scope of ASC 310-30 because they did not meet the criteria above were either (i) pooled into groups of similar loans based on the borrower type, loan purpose, and collateral type and accounted for under ASC 310-30 by analogy or (ii) accounted for under ASC 310-20 (Non-refundable fees and other costs).

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

Revolving credit facilities such as credit cards, retail and commercial lines of credit and floor plans which are specifically scoped out of ASC 310-30 are accounted for under the provisions of ASC 310-20. Also, performing auto loans with FICO scores over 660 acquired at a premium in the BBVAPR Acquisition are accounted for under this guidance. Auto loans with FICO scores below 660 were acquired at a discount and are accounted for under the provisions of ASC 310-30. The provisions of ASC 310-20 require that any differences between the contractually required loan payments 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 acquired in the BBVAPR Acquisition that were accounted for under the provisions of ASC 310-20 which had fully amortized their premium or discount, recorded at the date of acquisition, are removed from the acquired loan category. Loans accounted for under ASC 310-20 are placed on non-accrual status when past due in accordance with the Company's non-accruing policy and any accretion of discount is discontinued. These assets were recorded at estimated fair value on their acquisition date, incorporating an estimate of future expected cash flows. Such fair value includes a credit discount which accounts for expected loan losses over the estimated life of these loans. Management takes into consideration this credit discount when determining the necessary allowance for acquired loans that are accounted for under the provisions of ASC 310-20.

The allowance for loan and lease losses model for acquired loans accounted for under ASC 310-20 is the same as for the originated and other loan portfolio.

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

The Company performed a fair market valuation of each of the loan pools, and each pool was recorded at a discount. The Company determined that at least part of the discount on the acquired individual or pools of loans was attributable to credit quality by reference to the valuation model used to estimate the fair value of these pools of loans. The valuation model incorporated lifetime expected credit losses into the loans' fair valuation in consideration of factors such as evidence of credit deterioration since origination and the amounts of contractually required principal and interest that the Company did not expect to collect as of the acquisition date. Based on the guidance included in the December 18, 2009 letter from the AICPA Depository Institutions Panel to the Office of the Chief Accountant of the SEC, the Company has made an accounting policy election to apply ASC 310-30 by analogy to all of these acquired pools of loans as they all (i) were acquired in a business combination or asset purchase, (ii) resulted in recognition of a discount attributable, at least in part, to credit quality; and (iii) were not subsequently accounted for at fair value.

The excess of expected cash flows from acquired loans over the estimated fair value of acquired loans at acquisition is referred to as the accretable discount and is recognized into interest income over the remaining life of the acquired loans using the interest method. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable discount. The nonaccretable discount represents estimated future credit losses expected to be incurred over the life of the acquired loans. Subsequent decreases to the expected cash flows require the Company to evaluate the need for an addition to the allowance for loan losses. Subsequent improvements in expected cash flows result in the reversal of the associated allowance for loan losses, if any and the reversal of a corresponding amount of the nonaccretable discount which the Company then reclassifies as accretable discount that is recognized into interest income over the remaining life of the loan using the interest method. The Company's evaluation of the amount of future cash flows that it expects to collect takes into account actual credit performance of the acquired loans to date and the Company's best estimates for the expected lifetime credit performance of the loans using currently available information. Charge-offs of the principal amount on acquired loans would be first applied to the nonaccretable discount portion of the fair value adjustment.

In accordance with ASC 310-30, recognition of income is dependent on having a reasonable expectation about the timing and amount of cash flows expected to be collected. The Company performs such an evaluation on a quarterly basis on both its acquired loans individually accounted for under ASC 310-30 and those in pools accounted for under ASC 310-30 by analogy.

Cash flows for acquired loans individually accounted for under ASC 310-30 are estimated on a quarterly basis. Based on this evaluation, a determination is made as to whether or not the Company has a reasonable expectation about the timing and amount of cash flows. Such an expectation includes cash flows from normal customer repayment, collateral value, foreclosure or other collection efforts. Cash flows for acquired loans accounted for on a pooled basis under ASC 310-30 by analogy are also estimated on a quarterly basis. For residential real estate, home equity and other consumer loans, cash flow loss estimates are calculated based on a model that incorporates a projected probability of default and loss. For commercial loans, lifetime loss rates are assigned to each pool with consideration given for pool make-up, including risk rating profile. Lifetime loss rates are developed from internally generated historical loss data and are applied to each pool.

To the extent that the Company cannot reasonably estimate cash flows, interest income recognition is discontinued. The unit of account for loans in pools accounted for under ASC 310-30 by analogy is the pool of loans. Accordingly, as long as the Company can reasonably estimate cash flows for the pool as a whole, accretable yield on the pool is recognized and all individual loans within the pool - even those more than 90 days past due - would be considered to be accruing interest in the Company’s financial statement disclosures, regardless of whether or not the Company expects any principal or interest cash flows on an individual loan 90 days or more past due.

The Company writes-off the loan’s recorded investment and derecognizes the associated allowance for loan and lease losses for loans that exit the acquired pools.

Effective February 6, 2017, the Company and the FDIC agreed to terminate the loss and recovery sharing agreements in connection with a portfolio of loans acquired in an FDIC assisted transaction. As of December 31, 2016, these agreements continued in effect, and therefore, their terms and conditions are considered in the accounting of these loans referred to herein as “covered loans.” Because of the loss protection provided by the FDIC under these agreements, the risk of these covered loans are significantly different from other loans. Covered loans are accounted for under ASC 310-30. To the extent credit deterioration occurs after the date of acquisition, the Company increases both the allowance for loan and lease losses and the FDIC shared-loss indemnification asset for the expected reimbursement from the FDIC under the shared-loss agreement. As of December 31, 2016 and 2015, covered loans are no longer a material amount. Therefore, the Company changed its current and prior year disclosures to group together covered loans with other acquired loans.

Allowance for Loan and Lease Losses

The Company follows a systematic methodology to establish and evaluate the adequacy of the allowance for loan and lease losses to provide for inherent losses in its loan portfolio. This methodology includes the consideration of factors such as economic conditions, portfolio risk characteristics, prior loss experience, and results of periodic credit reviews of individual loans.

The loss factor used for the general reserve of these loans is established considering the Bank's historical loss experience adjusted for an estimated loss emergence period and the consideration of environmental factors. Environmental factors considered are: changes in non-performing loans; migration in classification; trends in charge offs; trends in volume of loans; changes in collateral values; changes in risk selections and underwriting standards, and other changes in lending policies, procedures and practices; experience, ability and depth of lending management and other relevant staff, including the Company’s loan review system; national and local economic trends and industry conditions; and effect of external factors such as competition and regulatory requirements on the level of estimated credit losses. The sum of the adjusted loss experience factors and the environmental factors will be the general valuation reserve (“GVA”) factor to be used for the determination of the allowance for loan and lease losses in each category.

As part of the Company’s continuous enhancement to the allowance for loan and lease losses methodology, during the year 2016 the following assumptions were reviewed:

- An assessment of the look-back period and historical loss factor was performed for all portfolio segments. The analysis was based on the trends observed and their relation with the economic cycle as of the period of the analysis. As a result of the assessment, the commercial portfolio look-back period was maintained at 36 months. Also, for the auto, leasing and consumer portfolios, a look-back period of 24 months was maintained. For the residential mortgages portfolio a 12-month look-back period was maintained as management concluded that, given the charge off evolution, a shorter period of losses is more representative of the recent trends and more accurate in predicting future losses

- During the third quarter of 2016, 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 their impact to our portfolio, taking into consideration the current evolution of the portfolios and expected impact, due to recent economic developments, changes in values of collateral and delinquencies, among others.

- During the third quarter of 2016 the loss realization period was revised to 2.10 years from 1.60 in 2015 for commercial real estate portfolio, other portfolios remained at one year.

This change in the allowance for loan and lease losses' loss realization period for the commercial portfolio is considered a change in accounting estimate as per ASC 250-10 provisions, where adjustments are made prospectively.

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

The Company determines the allowance for loan and lease losses by portfolio segments, which consist of mortgage loans, commercial loans, consumer loans, and auto and leasing, as follows:

Mortgage loans: These loans are divided into four classes: traditional mortgages, non-traditional mortgages, loans in loan modification programs and home equity secured personal loans. Traditional mortgage loans include loans secured by a dwelling, fixed coupons and regular amortization schedules. Non-traditional mortgages include loans with interest-first amortization schedules and loans with balloon considerations as part of their terms. Mortgages in loan modification programs are loans that are being serviced under such programs. Home equity loans are mainly equity lines of credit. The allowance factor on mortgage loans is impacted by the adjusted historical loss factors on the sub-segments and the environmental risk factors described above and by delinquency buckets. The traditional mortgage loan portfolio is further segregated by vintages and then by delinquency buckets.

Commercial loans: The commercial portfolio is segmented by business line (corporate, institutional, middle market, corporate retail, floor plan, and real estate) and by collateral type (secured by real estate and other commercial and industrial assets). The loss factor used for the GVA of these loans is established considering the Bank's past 36 month historical loss experience of each segment adjusted for the loss realization period and the consideration of environmental factors. The sum of the adjusted loss experience and the environmental factors is the GVA factor used for the determination of the allowance for loan and lease losses on each segment.

Consumer loans: The consumer portfolio consists of smaller retail loans such as retail credit cards, overdrafts, unsecured personal lines of credit, and personal unsecured loans. The allowance factor, consisting of the adjusted historical loss factor and the environmental risk factors, will be calculated for each sub-class of loans by delinquency bucket.

Auto and Leasing: The auto and leasing portfolio consists of financing for the purchase of new or used motor vehicles for private or public use. These loans are granted mainly through dealers authorized and approved by the auto department credit committee of the Bank. In addition, this segment includes personal loans guaranteed by vehicles in the form of lease financing. The allowance factor on the auto and leasing portfolio is impacted by the adjusted historical loss factor and the environmental risk factors. For the determination of the allowance factor, the portfolio is segmented by FICO score, which is updated on a quarterly basis and then by delinquency bucket.

The Company establishes its allowance for loan losses through a provision for credit losses based on our evaluation of the credit quality of the loan portfolio. This evaluation, which includes a review of loans on which full collectability may not be reasonably assured, considers, among other matters, the estimated fair value of the underlying collateral, economic conditions, historical net loan loss experience, and other factors that warrant recognition in determining our allowance for loan losses. The Company continues to monitor and modify the level of the allowance for loan losses to ensure it is adequate to cover losses inherent in our loan portfolio.

Our allowance for loan losses consists of the following elements: (i) specific valuation allowances based on probable losses on specifically identified impaired loans; and (ii) valuation allowances based on net historical loan loss experience for similar loans with similar inherent risk characteristics and performance trends, adjusted, as appropriate, for qualitative risk factors specific to respective loan types.

When current information and events indicate that it is probable that we will be unable to collect all amounts of principal and interest due under the original terms of a business or commercial real estate loan greater than $250 thousand, such loan will be classified as impaired. Additionally, all loans modified in a troubled debt restructuring ("TDR") are considered impaired. The need for specific valuation allowances are determined for impaired loans and recorded as necessary. For impaired loans, we consider the fair value of the underlying collateral, less estimated costs to sell, if the loan is collateral dependent, or we use the present value of estimated future cash flows in determining the estimates of impairment and any related allowance for loan losses for these loans. Confirmed losses are charged off immediately. Prior to a loan becoming impaired, we typically would obtain an appraisal through our internal loan grading process to use as the basis for the fair value of the underlying collateral.

Loan loss ratios and credit risk categories are updated at least quarterly and are applied in the context of GAAP and taking into consideration the importance of depository institutions having prudent, conservative, but not excessive loan allowances that fall within an acceptable range of estimated losses. While management uses current available information in estimating possible loan and lease losses, factors beyond the Company’s control, such as those affecting general economic conditions, may require future changes to the allowance.

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

For our acquired loans accounted for under ASC Subtopic 310-30, our allowance for loan losses is estimated based upon our expected cash flows for these loans. To the extent that we experience a deterioration in borrower credit quality resulting in a decrease in the net present value of our expected cash flows (which are used as a proxy to identify probable incurred losses) subsequent to the acquisition of the loans, an allowance for loan losses is established based on our estimate of future credit losses over the remaining life of the loans.

Acquired loans accounted for under ASC 310-30 are not considered non-performing and continue to have an accretable yield as long as there is a reasonable expectation about the timing and amount of cash flows expected to be collected. Also, loans charged-off against the non-accretable difference established in purchase accounting are not reported as charge-offs. Charge-offs on loans accounted under ASC Subtopic 310-30 are recorded only to the extent that losses exceed the non-accretable difference established with purchase accounting.

Covered loans are accounted for under ASC 310-30 and our policy is consistent with our policy for non-covered acquired loans. For covered loans, the portion of the loss reimbursable from the FDIC is recorded as an offset to the provision for credit losses and increases the FDIC shared-loss indemnification asset.

Financial Instruments

Certain financial instruments, including derivatives, trading securities and investment securities available-for-sale, are recorded at fair value and unrealized gains and losses are recorded in other comprehensive income or as part of non-interest income, as appropriate. Fair values are based on listed market prices, if available. If listed market prices are not available, fair value is determined based on other relevant factors, including price quotations for similar instruments. The fair values of certain derivative contracts are derived from pricing models that consider current market and contractual prices for the underlying financial instruments as well as time value and yield curve or volatility factors underlying the positions.

The Company determines the fair value of its financial instruments based on the fair value measurement framework, which establishes a fair value hierarchy that prioritizes the inputs of valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 — Level 1 assets and liabilities include equity securities that are traded in an active exchange market, as well as certain U.S. Treasury and other U.S. government agency securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include (i) mortgage-backed securities for which the fair value is estimated based on valuations obtained from third-party pricing services for identical or comparable assets, (ii) debt securities with quoted prices that are traded less frequently than exchange-traded instruments and (iii) derivative contracts and financial liabilities whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models for which the determination of fair value requires significant management judgment or estimation.

OVERVIEW OF FINANCIAL PERFORMANCE

OFG Bancorp generated consistent results in 2016 despite the challenging economic environment.

Fully diluted earnings per share (EPS) grew to $0.27 in the fourth quarter and to $1.03 for the year, a notable turnaround from prior periods. This was accomplished by growing interest income from originated loans and non-interest income, while reducing both interest and non-interest expenses.

In 2016, we introduced the Oriental Biz mobile app, adding mobile check capture for small business customers, and cardless cash, for making retail ATM withdrawals even faster.

Proactive credit servicing capabilities significantly improved asset quality, reducing the early and total delinquency rates, allowance for loan and lease losses, and the non-performing loan rate.

At the end of the year, our tangible book value per common share grew to $15.08.

Other highlights of 2016 are:

- Net income available to shareholders was $45.3 million, or $1.03 per share fully diluted, compared to a loss of $16.4 million, or ($0.37) per share, in 2015.
- 8.4% increase in interest income from originated loans to $199.2 million as average balances expanded to $3.1 billion, an increase of 5.4%, due to growth in higher yielding retail loans.
- 17.4% decrease in total interest expense to $57.2 million and a 32.0% decline in average borrowings.
- Sale of the Bank’s last major Puerto Rico government related loan, a participation in a Puerto Rico Electric Power Authority (PREPA) line of credit, eliminating $183.0 million of non-performing assets and requiring an additional provision of only $2.9 million during 2016.
- A $5.0 million recovery from a claim of losses suffered from an investment in a private label collateralized mortgage obligation.
- Capital continued to grow as tangible book value per common share expanded 3.8% to $15.08 and book value per common share grew 3.1% to $17.18.

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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 years ended 2016 and 2015:

TABLE 1 - YEAR-TO-DATE ANALYSIS OF NET INTEREST INCOME AND CHANGES DUE TO VOLUME/RATE
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	Interest		Average rate		Average balance	
	December 2016	December 2015	December 2016	December 2015	December 2016	December 2015
	(Dollars in thousands)					
A - TAX EQUIVALENT SPREAD						
Interest-earning assets	**$ 356,592**	**$ 406,568**	**5.74%**	**6.06%**	**$ 6,210,003**	**$ 6,704,995**
Tax equivalent adjustment	4,724	6,891	0.08%	0.10%	-	-
Interest-earning assets - tax equivalent	**361,316**	**413,459**	**5.82%**	**6.16%**	**6,210,003**	**6,704,995**
Interest-bearing liabilities	57,165	69,196	1.00%	1.11%	5,703,927	6,226,042
Tax equivalent net interest income / spread	**304,151**	**344,263**	**4.82%**	**5.05%**	**506,076**	**478,953**
Tax equivalent interest rate margin			**4.90%**	**5.13%**		
B - NORMAL SPREAD						
Interest-earning assets:						
Investments:						
Investment securities	32,109	37,596	2.39%	2.49%	1,345,926	1,508,819
Trading securities	37	70	11.04%	8.25%	335	848
Interest bearing cash and money market investments	2,501	1,280	0.52%	0.26%	484,586	491,051
Total investments	**34,647**	**38,946**	**1.89%**	**1.95%**	**1,830,847**	**2,000,718**
Non-acquired loans						
Mortgage	39,621	39,778	5.33%	5.16%	743,838	771,322
Commercial	63,186	60,931	4.56%	4.56%	1,385,421	1,336,510
Consumer	27,214	21,003	10.75%	10.35%	253,069	202,971
Auto and leasing	69,152	62,108	9.65%	9.86%	716,373	629,910
Total non-acquired loans	**199,173**	**183,820**	**6.43%**	**6.25%**	**3,098,701**	**2,940,713**
Acquired loans:						
Acquired BBVAPR						
Mortgage	32,833	34,842	5.60%	5.55%	586,100	628,340
Commercial	26,288	48,730	8.70%	10.65%	302,323	457,767
Consumer	12,136	13,187	18.09%	16.35%	67,082	80,666
Auto	21,016	34,633	11.34%	9.03%	185,280	383,583
Total acquired BBVAPR loans	**92,273**	**131,392**	**8.09%**	**8.47%**	**1,140,785**	**1,550,356**
Acquired Eurobank	**30,499**	**52,410**	**21.84%**	**24.58%**	**139,670**	**213,208**
Total loans	**321,945**	**367,622**	**7.35%**	**7.81%**	**4,379,156**	**4,704,277**
Total interest earning assets	**356,592**	**406,568**	**5.74%**	**6.06%**	**6,210,003**	**6,704,995**

	Interest		Average rate		Average balance	
	December 2016	December 2015	December 2016	December 2015	December 2016	December 2015
	(Dollars in thousands)					
Interest-bearing liabilities:						
Deposits:						
NOW Accounts	5,086	4,451	0.42%	0.38%	1,200,394	1,163,424
Savings and money market	5,441	6,504	0.49%	0.52%	1,114,931	1,256,909
Individual retirement accounts	1,914	2,482	0.71%	0.88%	267,969	281,197
Retail certificates of deposits	6,115	5,397	1.28%	1.32%	476,035	409,038
Total core deposits	18,556	18,834	0.61%	0.61%	3,059,329	3,110,568
Institutional deposits	2,553	2,790	1.00%	1.04%	255,227	268,678
Brokered deposits	7,450	4,900	1.20%	0.78%	619,569	624,210
Total wholesale deposits	10,003	7,690	1.14%	0.86%	874,796	892,888
	28,559	26,524	0.73%	0.66%	3,934,125	4,003,456
Non-interest bearing deposits	-	-	0.00%	0.00%	781,877	769,460
Deposits fair value premium amortization	(340)	(660)	0.00%	0.00%	-	-
Core deposit intangible amortization	1,034	1,170	0.00%	0.00%	-	-
Total deposits	**29,253**	**27,034**	0.62%	0.57%	**4,716,002**	**4,772,916**
Borrowings:						
Securities sold under agreements to repurchase	18,805	29,567	2.83%	2.92%	663,845	1,012,756
Advances from FHLB and other borrowings	6,186	9,072	2.60%	2.68%	238,366	338,299
Subordinated capital notes	2,921	3,523	3.41%	3.45%	85,714	102,071
Total borrowings	**27,912**	**42,162**	2.83%	2.90%	**987,925**	**1,453,126**
Total interest bearing liabilities	**57,165**	**69,196**	1.00%	1.11%	**5,703,927**	**6,226,042**
Net interest income / spread	**$ 299,427**	**$ 337,372**	**4.74%**	**4.95%**		
Interest rate margin			**4.82%**	**5.03%**		
Excess of average interest-earning assets over average interest-bearing liabilities					**$ 506,077**	**$ 478,953**
Average interest-earning assets to average interest-bearing liabilities ratio					**108.87%**	**107.69%**

C - CHANGES IN NET INTEREST INCOME DUE TO:

	Volume	Rate	Total
	(In thousands)		
Interest Income:			
Investments	$ (3,307)	$ (992)	$ (4,299)
Loans	(35,735)	(9,942)	(45,677)
Total interest income	**(39,042)**	**(10,934)**	**(49,976)**
Interest Expense:			
Deposits	(322)	2,541	2,219
Repurchase agreements	(10,186)	(576)	(10,762)
Other borrowings	(3,327)	(161)	(3,488)
Total interest expense	**(13,835)**	**1,804**	**(12,031)**
Net Interest Income	**$ (25,207)**	**$ (12,738)**	**$ (37,945)**

TABLE 1A - YEAR-TO-DATE ANALYSIS OF NET INTEREST INCOME AND CHANGES DUE TO VOLUME/RATE
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	Interest		Average rate		Average balance	
	December 2015	December 2014	December 2015	December 2014	December 2015	December 2014
	(Dollars in thousands)					
A - TAX EQUIVALENT SPREAD						
Interest-earning assets	**$ 406,568**	**$ 485,257**	**6.06%**	**6.94%**	**$ 6,704,995**	**$ 6,992,631**
Tax equivalent adjustment	6,891	50,793	0.10%	0.73%	-	-
Interest-earning assets - tax equivalent	**413,459**	**536,050**	**6.16%**	**7.67%**	**6,704,995**	**6,992,631**
Interest-bearing liabilities	69,196	76,782	1.11%	1.15%	6,226,372	6,663,591
Tax equivalent net interest income / spread	**344,263**	**459,268**	**5.05%**	**6.52%**	**478,623**	**329,040**
Tax equivalent interest rate margin			**5.13%**	**6.57%**		
B - NORMAL SPREAD						
Interest-earning assets:						
Investments:						
Investment securities	37,596	48,242	2.49%	3.33%	1,508,819	1,450,778
Trading securities	70	151	8.25%	8.67%	848	1,741
Interest bearing cash and money market investments	1,280	1,311	0.26%	0.23%	491,051	573,403
Total investments	**38,946**	**49,704**	**1.95%**	**2.45%**	**2,000,718**	**2,025,922**
Non-acquired loans						
Mortgage	39,778	40,978	5.16%	5.21%	771,322	786,607
Commercial	60,931	64,328	4.56%	5.41%	1,336,510	1,190,038
Consumer	21,003	15,367	10.35%	10.04%	202,971	153,067
Auto and leasing	62,108	51,971	9.86%	10.38%	629,910	500,720
Total non-acquired loans	**183,820**	**172,644**	**6.25%**	**6.56%**	**2,940,713**	**2,630,432**
Acquired loans:						
Acquired BBVAPR						
Mortgage	34,842	37,612	5.55%	5.46%	628,340	689,408
Commercial	48,730	73,403	10.65%	11.29%	457,767	649,936
Consumer	13,187	15,412	16.35%	13.70%	80,666	112,477
Auto	34,633	47,513	9.03%	8.62%	383,583	551,186
Total acquired BBVAPR loans	**131,392**	**173,940**	**8.47%**	**8.68%**	**1,550,356**	**2,003,007**
Acquired Eurobank	**52,410**	**88,969**	**24.58%**	**26.70%**	**213,208**	**333,270**
Total loans	**367,622**	**435,553**	**7.81%**	**8.77%**	**4,704,277**	**4,966,709**
Total interest earning assets	**406,568**	**485,257**	**6.06%**	**6.94%**	**6,704,995**	**6,992,631**

	Interest		Average rate		Average balance	
	December 2015	December 2014	December 2015	December 2014	December 2015	December 2014
			(Dollars in thousands)			
Interest-bearing liabilities:						
Deposits:						
NOW Accounts	$ 4,451	$ 8,001	0.38%	0.56%	$ 1,163,424	$ 1,417,272
Savings and money market	6,504	8,097	0.52%	0.69%	1,256,909	1,169,482
Individual retirement accounts	2,482	3,760	0.88%	1.15%	281,197	325,678
Retail certificates of deposits	5,397	6,852	1.32%	1.39%	409,038	491,485
Total core deposits	**18,834**	**26,710**	**0.61%**	**0.78%**	**3,110,568**	**3,403,917**
Institutional deposits	2,790	4,961	1.04%	1.42%	268,678	348,742
Brokered deposits	4,900	5,715	0.78%	0.82%	624,210	697,756
Total wholesale deposits	**7,690**	**10,676**	**0.86%**	**1.02%**	**892,888**	**1,046,498**
	26,524	**37,386**	**0.66%**	**0.84%**	**4,003,456**	**4,450,415**
Non-interest bearing deposits	-	-	0.00%	0.00%	769,790	$ 715,729
Deposits fair value premium amortization	(660)	(4,773)	0.00%	0.00%	-	-
Core deposit intangible amortization	1,170	1,341	0.00%	0.00%	-	-
Total deposits	**27,034**	**33,954**	**0.57%**	**0.66%**	**4,773,246**	**5,166,144**
Borrowings:						
Securities sold under agreements to repurchase	29,567	29,654	2.92%	2.85%	1,012,756	1,041,378
Advances from FHLB and other borrowings	9,072	9,185	2.68%	2.58%	338,299	355,322
Subordinated capital notes	3,523	3,989	3.45%	3.96%	102,071	100,747
Total borrowings	**42,162**	**42,828**	**2.90%**	**2.86%**	**1,453,126**	**1,497,447**
Total interest bearing liabilities	**69,196**	**76,782**	**1.11%**	**1.15%**	**6,226,372**	**6,663,591**
Net interest income / spread	**$ 337,372**	**$ 408,475**	**4.95%**	**5.79%**		
Interest rate margin			**5.03%**	**5.84%**		
Excess of average interest-earning assets over average interest-bearing liabilities					**$ 478,623**	**$ 329,040**
Average interest-earning assets to average interest-bearing liabilities ratio					**107.69%**	**104.94%**

C - CHANGES IN NET INTEREST INCOME DUE TO:

	Volume	Rate	Total
		(In thousands)	
Interest Income:			
Investments	$ (729)	$ (10,029)	$ (10,758)
Loans	(42,700)	(25,231)	(67,931)
Total interest income	(43,429)	(35,260)	(78,689)
Interest Expense:			
Deposits	(2,582)	(4,338)	(6,920)
Repurchase agreements	(815)	728	(87)
Other borrowings	(453)	(126)	(579)
Total interest expense	(3,850)	(3,736)	(7,586)
Net Interest Income	**$** (39,579)	**$** (31,524)	**$** (71,103)

Net Interest Income

Net interest income is a function of the difference between rates earned on the Company's interest-earning assets and rates paid on its interest-bearing liabilities (interest rate spread) and the relative amounts of its interest earning assets and interest-bearing liabilities (interest rate margin). The Company constantly monitors the composition and re-pricing of its assets and liabilities to maintain its net interest income at adequate levels.

Comparison for the years ended December 31, 2016 and 2015

Table 1 above shows the 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 years ended December 31, 2016 and 2015. Net interest income of $299.4 million decreased 11.2% compared with $337.4 million reported during the same period in 2015, reflecting decreases of 12.4% in interest income from loans and 11.0% in interest income from investments.

Interest rate spread decreased 21 basis points from 4.95% to 4.74%. This decrease is mainly due to the net effect of a 32 basis point decrease in the average yield of interest-earning assets from 6.06% to 5.74% and an 11 basis point decrease in average costs of interest-bearing liabilities from 1.11% to 1.00%.

Interest income decreased to $356.6 million from $406.6 million in the same period in 2015. Such decrease reflects decreases of $38.7 million and $11.2 million in the volume and interest rate, respectively, of interest-earning assets. Interest income from loans decreased 12.4% to $321.9 million, reflecting a decrease in volume and interest rate of $35.4 million and $10.2 million, respectively, primarily due to lower acquired loan balances, yields and cost recoveries. Our loan portfolio is transitioning as originated loans with lower yields grow at a slower pace than higher-yielding acquired loans decrease due to repayments and maturities. In addition, cost recoveries on acquired loans decreased to $7.5 million in 2016, from $22.8 million in 2015. Interest income from investments decreased 11.0% to $34.6 million, reflecting a decrease in volume and interest rate of $3.3 million and $992 thousand, respectively.

Originated loans interest income increased 8.4% to $199.2 million as average balances grew 5.4% and yields increased to 6.43%, mainly from higher yielding retail categories. Acquired BBVAPR loans interest income declined 29.8% to $92.3 million as average balances declined 26.1% and yields decreased 41 basis points to 8.06%. Acquired Eurobank loans interest income fell 41.8% to $30.5 million as average balances declined 34.5% and yields decreased 274 basis points to 21.84%.

The average balance of total interest-earning assets was $6.210 billion, a decrease of 7.3% from the same period in 2015. The decrease in average balance of interest-earning assets was mainly attributable to a decrease of 6.8% in average loans. The decrease in average loans is mostly related to the bulk 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 strategic decrease of government exposures, and the repayment and maturities of acquired loans. Also, the decrease reflects the sale of the PREPA line of credit, which amounted to $190.3 million at December 31, 2015, and was not accruing interests since the second quarter of 2015.

Interest expense decreased 17.4% to $57.2 million, primarily because of a $13.8 million decrease in the volume of interest-bearing liabilities, partially offset by an increase of $1.8 million in interest rate. The decrease in interest-bearing liabilities is mostly due to the decrease in repurchase agreements volume and rate of $10.2 million and $576 thousand, respectively, and the decrease in other borrowings volume and rate of $3.3 million and $161 thousand, respectively, which was partially offset by an increase in deposit interest rate of $2.5 million and a decrease in volume of $322 thousand. During the first quarter of 2016, the Company made a partial unwinding of a repurchase agreement amounting to $268.0 million, which carried a cost of 4.78%. In addition, during the third quarter of 2016, $227.0 million in short term FHLB advances were repaid at maturity. The cost of deposits slightly increased 5 basis point to 0.62%, compared to 0.57% for the same period in 2015. The cost of borrowings decreased 7 basis points to 2.83% from 2.90%.

Comparison of years ended December 31, 2015 and 2014

Net interest income of $337.4 million decreased 17.4% compared with $408.5 million reported in 2014, reflecting a decrease of 15.6% in interest income from loans and a decrease of 21.6% in interest income from investments.

Interest rate spread decreased 84 basis points from 5.79% to 4.95%. This decrease is mainly due to the net effect of a 88 basis points decrease in the average yield of interest-earning assets from 6.94% to 6.06%, reflecting reduction in high yielding loan portfolios including Puerto Rico government credit and acquired loan portfolio.

Interest income decreased to $406.6 million from $485.3 million in 2014. Such decrease reflects decreases of $43.4 million and $35.3 million in the volume and interest rate, respectively, of interest-earning assets. Interest income from loans decreased 15.6% to $367.6 million, reflecting a decrease in both, volume and interest rate of $42.7 million and $25.2 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. In addition, the decrease reflects a $9.7 million decrease in interest income from loans to PREPA, which was placed in non-accrual status at the end of the first quarter of 2015, and Puerto Rico Aqueducts and Sewer Authority ("PRASA"), which was paid off during the second quarter of 2015. Non-acquired loans interest income increased 6.5% to $183.8 million as average balances grew 11.8% and yield contracted 31 basis points to 6.25%. Acquired BBVAPR loans interest income fell 24.5% to $131.4 million as average balances declined 22.6% and yield decreased 21 basis points to 8.47%. Acquired Eurobank loans interest income fell 41.1% to $52.4 million as average balances declined 36.0% and yield decreased 212 basis points to 24.58%. Interest income from investments decreased 21.6% to $38.9 million, reflecting a decrease in interest rate and volume of $10.0 million and $729 thousand, 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 9.9% to $69.2 million, primarily because of a $3.9 million decrease in the volume of interest-bearing liabilities and a decrease of $3.7 million in interest rate. The decrease in interest-bearing liabilities is mostly due to the decrease of $2.6 million in deposits volume and $4.3 million in interest rate, a decrease of $815 thousand in repurchase agreements volume which was partially offset by an increase of $728 thousand in interest rate, and a decrease in other borrowings volume of $453 thousand and $126 thousand in interest rate. The cost of interest bearing deposits before fair value amortization and core deposit intangible amortization decreased 18 basis points to 0.66%, compared to 0.84% for 2014. The decrease in the cost of deposits was partially offset by an increase in the cost of borrowings, which increased 4 basis points to 2.90% from 2.86%.

The average balance of total interest-earning assets was $6.704 billion, a decrease of 4.1% from 2014. The decrease in average balance of interest-earning assets was mainly attributable to a decrease of 1.2% in average investments and a decrease of 5.3% in average loans.

TABLE 2 - NON-INTEREST INCOME SUMMARY

	Year Ended December 31,			
	2016	**2015**	**Variance**	**2014**
	(Dollars in thousands)			
Banking service revenue	$ 41,647	$ 41,466	0.4%	$ 40,712
Wealth management revenue	27,433	29,040	-5.5%	29,855
Mortgage banking activities	5,021	6,128	-18.1%	7,381
Total banking and financial service revenue	**74,101**	**76,634**	**-3.3%**	**77,948**
Total other-than-temporary impairment losses on investment securities	-	(4,662)	100.0%	-
Portion of loss recognized in other comprehensive income, before taxes	-	3,172	-100.0%	-
Net impairment losses recognized in earnings	-	(1,490)	100.0%	-

FDIC shared-loss expense, net	(13,581)	(42,808)	68.3%	(65,756)
Reimbursement from FDIC shared-loss coverage in sale of loans	-	20,000	-100.0%	-
Net gain (loss) on:				
Sale of securities available for sale	12,207	2,572	374.6%	4,366
Derivatives	(71)	(190)	62.6%	(608)
Early extinguishment of debt	(12,000)	-	-100.0%	-
Other non-interest income (loss)	6,163	(2,246)	374.4%	1,373
	(7,282)	(24,162)	69.9%	(60,625)
Total non-interest income, net	**$ 66,819**	**$ 52,472**	**27.3%**	**$ 17,323**

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 years ended December 31, 2016 and 2015

As shown in Table 2 above, the Company recorded non-interest income, net, in the amount of $66.8 million, compared to $52.5 million for the same period in 2015, an increase of 27.3%, or $14.3 million.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services increased slightly to $41.6 million from $41.5 million when compared to the same period in 2015. Electronic banking fees increased $831 thousand, which was partially offset by a decrease of $487 thousand in other fees and $160 thousand in deposit account fees.

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities, decreased 5.5% to $27.4 million, compared to $29.0 million for the same period in 2015. Such decrease reflects a reduction in some securities brokerage activities of $1.1 million, mainly from lower mutual fund and over-the-counter trading and bond sales, and a reduction in trust fees from the IRA portfolio of $550 thousand from a decrease in portfolio balance.

Income generated from mortgage banking activities decreased 18.1% to $5.0 million, compared to $6.1 million for the same period in 2015. Mortgage banking activities decreased mostly due to decreased sales, as a result of the Company retaining securitized GNMA pools.

During 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 Company determined that $1.5 million of the unrealized loss carried by these securities was attributed to estimated credit losses. These investment securities were sold during 2016.

During the third quarter of 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 and paid $20.0 million in loss share coverage with respect to the aggregate loss resulting from the bulk sale of covered non-performing commercial loans, as reflected in Table 2. The net FDIC shared-loss expense decreased to $13.6 million as compared to $42.8 million for the year ended December 31, 2015, primarily from the expiration of the FDIC commercial and non-single family loans loss share coverage at June 30, 2015.

During the first quarter of 2016, the Company capitalized on favorable market conditions to partially unwind a high-rate repurchase agreement amounting to $268.0 million at a cost of $12.0 million, included as a loss on early extinguishment of debt in the consolidated statements of operations. In addition, the Company sold $277.2 million in mortgage backed securities and $11.1 million in Puerto Rico government bonds. Resulting in net gain on sale of securities of $12.2 million. During 2015, the Company recorded a net gain on sale of securities of $2.6 million.

Other non-interest income increased $8.4 million, as the Company recovered $5.0 million during the third quarter of 2016 from a loss in 2009 related to a private label collateralized mortgage obligation. In addition, during the year ended December 31, 2015 the Company recognized a $2.7 million loss related to the mortgage servicing asset sold.

Comparison of years ended December 31, 2015 and 2014

The Company recorded non-interest income in the amount of $52.5 million, compared to $17.3 million for 2014, an increase of 202.9%, or $35.2 million, mostly from a $20.0 million reimbursement from the FDIC upon successful negotiation and termination of the commercial shared-loss coverage.

The net FDIC shared-loss expense decreased to $42.8 million as compared to $65.8 million for 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 $40.1 million from $62.3 million compared with 2014. The true-up payment obligation expense increased by $2.7 million as compared to $3.5 million for 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 and paid $20 million in loss share coverage with respect to the aggregate loss resulting from the bulk sale of covered non-performing commercial loans, as reflected in Table 2.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services, increased to $41.5 million, from $40.7 million for 2014. The increase is mainly driven by higher electronic banking fees of $2.4 million, partially offset by lower checking account fees of $1.4 million.

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities, decreased to $29.0 million from $29.9 million in 2014, mainly due to a decrease in mutual fund and over-the-counter trading of $680 thousand and lower bond sales of $294 thousand.

Income generated from mortgage banking activities decreased 17.0% to $6.1 million, compared to $7.4 million 2014. The decrease in mortgage banking activities was mostly due to decreased sales as a result of retaining securitized GNMA pools. The Company retained securitized GNMA pools totaling $54.5 million at a yield of 3.09% from its own originations during the second half of 2015.

During 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 Company determined that $1.5 million of the unrealized loss carried by these securities was attributed to estimated credit losses.

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 $190 thousand, compared to $608 thousand for 2014.

Other non-interest income declined $3.6 million, mainly related to the sale during the second quarter of 2015 of GNMA mortgage loan servicing rights for approximately $7.0 million. The Company recognized a loss of $2.7 million related to this transaction.

TABLE 3 - NON-INTEREST EXPENSES SUMMARY

	Year Ended December 31,			
	2016	2015	Variance %	2014
	(Dollars in thousands)			
Compensation and employee benefits	$ 76,934	$ 79,172	-2.8%	$ 85,283
Professional and service fees	14,935	16,217	-7.9%	15,996
Occupancy and equipment	30,966	34,186	-9.4%	34,710
Insurance	9,109	9,567	-4.8%	8,830
Electronic banking charges	20,707	21,893	-5.4%	19,081
Information technology expenses	7,116	5,648	26.0%	6,019
Advertising, business promotion, and strategic initiatives	5,485	6,452	-15.0%	7,014
Foreclosure, repossession and other real estate expenses	15,702	37,522	-58.2%	25,125
Loan servicing and clearing expenses	8,068	9,075	-11.1%	7,567
Taxes, other than payroll and income taxes	9,782	9,460	3.4%	14,409
Communication	2,715	3,086	-12.0%	3,430
Printing, postage, stationery and supplies	2,557	2,575	-0.7%	2,533
Director and investor relations	1,086	1,091	-0.5%	1,106
Other operating expenses	10,828	12,457	-13.1%	11,622
Total non-interest expenses	**$ 215,990**	**$ 248,401**	**-13.0%**	**$ 242,725**
Relevant ratios and data:				
Efficiency ratio	**57.82%**	**60.00%**		**49.90%**
Compensation and benefits to non-interest expense	**35.62%**	**31.87%**		**35.14%**
Compensation to average total assets owned	**1.15%**	**1.08%**		**1.10%**
Average number of employees	**1,446**	**1,496**		**1,567**
Average compensation per employee	**$ 53.2**	**$ 52.9**		**$ 54.4**
Average loans per average employee	**$ 3,031**	**$ 3,145**		**$ 3,170**

Non-Interest Expenses

Comparison of years ended December 31, 2016 and 2015

Non-interest expense for 2016 was $216.0 million, representing a decrease of 13.0% compared to $248.4 million in the previous year.

Foreclosure, repossession and other real estate expenses decreased 58.2% to $15.7 million, as compared to $37.5 million in the same period of the previous year, primarily as a result of the bulk sale of non-performing assets in the third quarter of 2015. The year ended December 31, 2015 included $9.1 million of other real estate owned and other mortgage properties markdowns, as part of 2015 de-risking efforts. Also, 2015 included a loss of $4.8 million on the sale of repossessed assets, contrasting with 2016 which included a gain of $1.6 million, mainly due to efficiencies in the selling process.

Occupancy and equipment expenses decreased 9.4% to $31.0 million reflecting a reduction in depreciation of leasehold improvements, rent expense, security equipment rent and maintenance, and building maintenance, as a consequence of the closing of seven branches during 2015.

Compensation and employee benefits decreased 2.8%, or $2.2 million, to $76.9 million, mostly due to the decrease in average employees. In addition, during year ended December 31, 2015, the Company offered a voluntary early retirement program for qualified employees and accumulated an additional compensation expense related to this program.

Professional and service fees decreased 7.9%, or $1.3 million, to $14.9 million, mostly due to lower legal expenses from strategic initiatives performed in 2015, lower collection services due to in-house collection efforts, and lower billings, consulting and outsourcing fees due to non-recurring expenses in 2015.

The decreases in the foregoing non-interest expenses were partially offset by increases in information technology.

Information technology expenses increased 26.0% to $7.1 million, as compared to $5.6 million in the same period of 2015, mainly due to an increase in data processing expenses.

The efficiency ratio improved to 57.82% from 60.00% for the same period in 2015. 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, FDIC shared-loss expense, losses on the early extinguishment of debt, other gains and losses, and other income that may be considered volatile in nature. Management believes that the exclusion of those items permits consistent comparability. Amounts presented as part of non-interest income that are excluded from efficiency ratio computation for the year ended December 31, 2016 and 2015 amounted to $7.3 million and $24.2 million, respectively.

Comparison of years December 31, 2015 and 2014

Non-interest expense for 2015 was $248.4 million, representing an increase of 2.3% compared to $242.7 million in the previous year.

Foreclosure, repossession and other real estate expenses increased 49.3% to $37.5 million, as compared to $25.1 million for the previous year, primarily reflecting an $8.5 million loss related to foreclosed estate sold as part of the bulk sale completed during the third quarter of 2015. In addition, there was a $5.1 million increase in commercial properties markdowns, as part of our ongoing and proactive de-risking efforts.

Electronic banking charges increased 14.7% to $21.9 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 19.9% to $9.1 million, mainly due to an increase of $764 thousand in servicing expenses and $807 thousand in the preparation for mortgage servicing migration to the Bank.

The increases in the foregoing non-interest expenses were partially offset by decreases in compensation and employee benefits and in taxes other than payroll and income taxes.

Compensation and employee benefits decreased 7.2% to $79.2 million from $85.3 million for 2014. The decrease is due mainly to lower salaries and lower benefits as a result of a headcount reduction from 1,567 to 1,496 mainly from the voluntary early retirement programs offered by the Company in December 2014 and during 2015 for qualified employees as a cost savings initiative.

Taxes, other than payroll and income taxes decreased by $4.9 million or 34.3%, mostly due to a decrease of $6.6 million in the local gross receipts tax that was repealed for taxable years commencing after December 31, 2014.

Efficiency ratio was 60.00% compared to 49.90% for 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 $24.2 million, compared to $53.7 million in 2014.

Provision for Loan and Lease Losses

Comparison of years ended December 31, 2016 and 2015

Provision for loan and lease losses decreased 59.7%, or $96.4 million, to $65.1 million. Based on an analysis of the credit quality and the composition of the Company's loan portfolio, management determined that the provision for the year was adequate to maintain the allowance for loan and lease losses at an appropriate level to provide for probable losses based upon an evaluation of known and inherent risks.

Provision for originated and other loan and lease losses decreased 54.6%, or $54.3 million, to $45.1 million from $99.3 million when compared with the same period in 2015. The provision was high in the 2015 period because the Company changed to non-accrual status the PREPA line of credit and recorded a $53.3 million provision for loan and lease losses related thereto. This decrease was partially offset by a $2.9 million provision related to the sale of the PREPA credit and another $2.9 million provision for a single commercial loan recorded during 2016.

Total charge-offs on originated and other loans increased 112.3% to $112.5 million, as compared to $53.0 million for the same period in 2015. Commercial charge-offs increased $56.9 million to $62.4 million as a result of a $56.2

million charge-off in connection with the sale of the PREPA credit in 2016. Consumer charge-offs increased $2.9 million to $11.6 million. Mortgage charge-offs increased $1.4 million to $6.8 million. Auto and leasing charge-offs decreased $1.6 million to $31.7 million. Total recoveries on originated and other loans decreased from $14.9 million to $14.1 million. Net charge-off rate increased 188 basis points to 3.18% due to the aforementioned sale of the PREPA credit.

Provision for acquired loan and lease losses decreased 67.8%, or $42.1 million, to $20.0 million from $62.2 million when compared with the same period in 2015. Provision for acquired BBVAPR loan and lease losses decreased $6.4 million to $17.8 million from $24.1 million, which included a provision of $5.2 million related to the sale of certain non-performing commercial loans during the third quarter of 2015. During the third quarter of 2016, the Company recognized a $4.4 million provision in connection with a loan to the Puerto Rico Housing Finance Authority (PRHFA). Provisions for acquired Eurobank loan and lease losses decreased $35.8 million from $38.0 million to $2.3 million. The provision was higher in 2015 because of a provision of $32.9 million related to the sale of certain non-performing commercial loans during the third quarter of 2015.

Comparison of years ended December 31, 2015 and 2014

Provision for loan and lease losses increased 166.3% or $100.9 million, to $161.5 million, reflecting a $38.1 million provision for loan and lease losses resulting from the bulk sale completed during the third quarter of 2015 and a $53.3 million provision related to the PREPA line of credit.

Based on an analysis of the credit quality and the composition of the Company's loan portfolio, management determined that the provision for 2015 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 loan and lease losses, excluding acquired loans, increased 216.1%, or $67.9 million, to $99.3 million from $31.4 million when compared with 2014. Such increase was primarily due to the classification of a $200 million participation in the PREPA line of credit on non-accrual status and the recognition of a $53.3 million provision for loan and lease losses on such credit facility during 2015.

Total charge-offs, excluding acquired loans, increased 35.0% to $53.0 million, as compared to $39.3 million for 2014. Commercial charge-offs increased $3.1 million to $5.5 million. Auto and leasing charge-offs increased $7.3 million to $33.4 million. Consumer charge-offs increased $2.9 million to $8.7 million.

Total recoveries, excluding acquired loans, increased from $10.2 million to $14.9 million. As a result, the recoveries to charge-offs ratio increased from 25.95% to 28.03%. Net credit losses increased $9.1 million to $38.1 million, representing 1.30% of average originated and other loans outstanding versus 1.11% for 2014.

Provision for acquired loan and lease losses increased 113.0%, or $33.0 million, to $62.2 million from $29.2 million when compared with 2014. Provision for acquired BBVAPR loan and lease losses increased 2.5% to $24.1 million, compared to $23.5 million for 2014. An additional provision of $5.2 million was recorded 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 $5.7 million to $38.0 million. Such increase reflects an additional provision of $32.9 million recorded as a result of the sale of a portfolio of non-performing commercial loans acquired in the Eurobank transaction with an unpaid principal balance of $197.1 million ($100.0 million carrying amount) during the third quarter of 2015.

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 years ended December 31, 2016 and 2015

Income tax expense was $26.0 million, compared to an income tax benefit of $17.6 million for the same period in 2015. The effective tax rate for 2016 was 30.5% compared to 87.52% for 2015 due to final year-end tax accounting.

Comparison of years ended December 31, 2015 and 2014

Income tax expense decreased $54.8 million to a benefit of $17.6 million, compared to $37.3 million for 2014. The decrease in income tax expense reflects the decrease in the net income before income taxes of $142.5 million to a loss of $20.1 million in 2015, compared to net income before income taxes of $122.4 million in 2014.

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 2016, 2015 and 2014.

	Year Ended December 31, 2016					
	Banking	Wealth Management	Treasury	Total Major Segments	Eliminations	Consolidated Total
	(In thousands)					
Interest income	$ 321,868	$ 65	$ 34,659	$ 356,592	$ -	$ **356,592**
Interest expense	(27,838)	-	(29,327)	(57,165)	-	**(57,165)**
Net interest income	294,030	65	5,332	299,427	**-**	**299,427**
Provision for loan and lease losses	(65,076)	-	-	(65,076)	-	**(65,076)**
Non-interest income	35,587	26,788	4,444	66,819	-	**66,819**
Non-interest expenses	(193,156)	(17,443)	(5,391)	(215,990)	-	**(215,990)**
Intersegment revenue	1,521	-	883	2,404	(2,404)	-
Intersegment expenses	(883)	(1,108)	(413)	(2,404)	2,404	-
Income (loss) before income taxes	**$ 72,023**	**$ 8,302**	**4,855**	**$ 85,180**	**$ -**	**$ 85,180**
Total assets	**$ 5,584,866**	**$ 23,315**	**$ 1,837,514**	**$ 7,445,695**	**$ (943,871)**	**$ 6,501,824**

	Year Ended December 31, 2015					
	Banking	Wealth Management	Treasury	Total Major Segments	Eliminations	Consolidated Total
	(In thousands)					
Interest income	$ 367,620	$ 95	$ 38,853	$ 406,568	$ -	$ **406,568**
Interest expense	(28,425)	-	(40,771)	(69,196)	-	**(69,196)**
Net interest income	339,195	95	(1,918)	337,372	-	**337,372**
Provision for loan and lease losses	(161,501)	-	-	(161,501)	-	**(161,501)**
Non-interest income	23,900	28,288	284	52,472	-	**52,472**
Non-interest expenses	(219,415)	(22,564)	(6,422)	(248,401)	-	**(248,401)**
Intersegment revenue	1,427	-	948	2,375	(2,375)	-
Intersegment expenses	(948)	(1,027)	(400)	(2,375)	2,375	-

(Loss) income before income taxes	**$**	**(17,342)**	**$**	**4,792**		**(7,508)**	**$**	**(20,058)**	**$**	**-**	**$**	**(20,058)**
Total assets	**$**	**5,867,874**	**$**	**22,349**	**$**	**2,126,921**	**$**	**8,017,144**	**$**	**(917,995)**	**$**	**7,099,149**

	Banking	Wealth Management	Treasury	Total Major Segments	Eliminations	Consolidated Total
	Year Ended December 31, 2014					
	(In thousands)					
Interest income	$ 435,580	$ 174	$ 49,503	$ 485,257	$ -	$ **485,257**
Interest expense	(34,721)	-	(42,061)	(76,782)	-	**(76,782)**
Net interest income	400,859	174	7,442	408,475	-	**408,475**
Provision for loan and lease losses	(60,640)	-	-	(60,640)	-	**(60,640)**
Non-interest income (loss)	(13,389)	28,525	2,187	17,323	-	**17,323**
Non-interest expenses	(213,935)	(21,748)	(7,042)	(242,725)	-	**(242,725)**
Intersegment revenue	1,410	-	327	1,737	(1,737)	-
Intersegment expenses	(327)	(1,089)	(321)	(1,737)	1,737	-
Income before income taxes	**$ 113,978**	**$ 5,862**	**$ 2,593**	**$ 122,433**	**$ -**	**$ 122,433**
Total assets	**$ 6,454,015**	**$ 21,644**	**$ 1,940,504**	**$ 8,416,163**	**(967,054)**	**$ 7,449,109**

Comparison of years ended December 31, 2016 and 2015

Banking

Net interest income of the Company’s Banking segment decreased $45.2 million for 2016, or 13.3%, as a result of a decrease in interest income from loans of $45.7 million, or 12.4%, to $321.9 million. Such decrease reflects decreases in volume and interest rate of $35.4 million and $10.2 million, respectively, primarily due to lower acquired loan balances from repayments and maturities, and a decrease in cost recoveries on acquired loans to $7.5 million in 2016 from $22.8 million in 2015.

Originated loans interest income increased 8.4% to $199.2 million as average balances grew 5.4% and yields increased to 6.43%, mainly from higher yielding retail categories. Acquired BBVAPR loans interest income declined 29.8% to $92.3 million as average balances declined 26.1% and yields decreased 41 basis points to 8.06%. Acquired Eurobank loans interest income fell 41.8% to $30.5 million as average balances declined 34.5% and yields decreased 274 basis points to 21.84%.

Provision for loan and lease losses decreased 59.7%, or $96.4 million, to $65.1 million. Provision for originated and other loan and lease losses decreased 54.6%, or $54.3 million, to $45.1 million from $99.3 million when compared with the same period in 2015. The provision was higher in the 2015 period because the Company changed to non-accrual status the PREPA line of credit and recorded a $53.3 million provision for loan and lease losses related thereto. This decrease was partially offset by a $2.9 million provision related to the sale of the PREPA credit and another $2.9 million provision for a single commercial loan recorded during 2016.

Provision for acquired loan and lease losses decreased 67.8%, or $42.1 million, to $20.0 million from $62.2 million when compared with the same period in 2015. Provision for acquired BBVAPR loan and lease losses decreased $6.4 million to $17.8 million from $24.1 million, which included a provision of $5.2 million related to the sale of certain non-performing commercial loans during the third quarter of 2015. During the third quarter of 2016 the Company recognized a $4.4 million provision in connection with a loan to the PRHFA. Provisions for acquired Eurobank loan and lease losses decreased $35.8 million from $38.0 million to $2.3 million. The provision was higher in 2015 because of a provision of $32.9 million related to the sale of certain non-performing commercial loans during the third quarter of 2015.

Non-interest income, net, is affected by the level of mortgage banking activities and 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.

During 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 and paid $20.0 million in loss share coverage with respect to the aggregate loss resulting from the bulk sale of covered non-performing commercial loans, as reflected in Table 2. The net FDIC shared-loss expense decreased to $13.6 million as compared to $42.8 million for the year ended December 31, 2015, primarily from the expiration of the FDIC commercial and non-single family loans loss share coverage at June 30, 2015.

Non-interest expense of $193.2 million decreased 12.0%, or $26.3 million, when compared to the same period in 2015, primarily reflecting a decrease in foreclosure, repossession and other real estate expenses of $21.8 million to $15.7 million, as compared to $37.5 million in the same period for the previous year, primarily as a result of the bulk sale of non-performing assets in the third quarter of 2015. The year ended December 31, 2015 included a $9.1 million increase in other real estate owned and other mortgage properties markdowns, as part of 2015 de-risking efforts. Also, the year ended December 31, 2015 included a loss of $4.8 million on the sale of repossessed assets, contrasting with 2016 which included a gain of $1.6 million, mainly due to efficiencies in the selling process.

Wealth Management

Wealth management revenue, which consists of commissions and fees from fiduciary activities, and securities brokerage and insurance activities, decreased 5.3% to $26.8 million, compared to $28.3 million for the same period in 2015. Such decrease reflects a reduction in some securities brokerage activities and a reduction in fees from the IRA portfolio.

Non-interest expenses decreased by 22.7% to $17.4 million, mainly due to a payment of $2.1 million required by the broker-dealer's regulator during 2015 and a reduction in compensation expense from lower commissions as a result of lower brokerage activity.

Treasury

Treasury income before taxes, which consists of the Company's asset/liability management activities, such as purchase and sale of investment securities, interest rate risk management, derivatives, and borrowings, increased to $4.9 million, compared to a loss of $7.5 million in the same period in 2015.

Net interest income increased $7.3 million to $5.3 million, mainly from a reduction in interest expenses. Interest income from investments decreased 11.0% to $34.6 million, reflecting a decrease in volume and interest rate of $3.3 million and $992 thousand, respectively. Decreases in both, interest income and expenses were affected by a partial unwinding of a high-rate repurchase agreement amounting to $268.0 million, which carried a cost of 4.78%, and the sale of $272.1 million of mortgage backed securities and $11.1 million of Puerto Rico government bonds during the first quarter of 2016. Also, during the third quarter of 2016, $227.0 million of short term FHLB advances were repaid at maturity.

Non--interest income increased from $284 thousand to $4.4 million, as the Company recovered $5.0 million in 2016 from a loss related to a private label collateralized mortgage obligation.

Comparison of years ended December 31, 2015 and 2014

Banking

Net interest income of the Company’s Banking segment decreased $61.7 million for 2015, or 15.4%, reflecting a decrease of 15.6% in interest income from loans. Interest income from loans decreased 15.6% to $367.6 million, reflecting a decrease in both, volume and interest rate of $42.7 million and $25.2 million, respectively. Such decrease reflects lower acquired loan balances and yields mainly related to the bulk sale of non-performing acquired commercial loans and foreclosed real estate at the end of the third quarter of 2015 and also normal repayments and maturities. In addition, the decrease reflects a $9.7 million decrease in interest income from a loan to PREPA, which was placed in non-accrual status during the first quarter of 2015, and a loan to PRASA, which was paid off during the second quarter of 2015.

Provision for loan and lease losses increased 166.3%, or $100.9 million, to $161.5 million, reflecting a $38.1 million provision for loan and lease losses resulting from the bulk sale of non-performing acquired commercial loans and foreclosed real estate completed during 2015. In addition, during 2015, the Company recorded an additional provision for loan and lease losses of $53.3 million related to its participation in the line of credit to PREPA.

The net FDIC shared-loss expense decreased to $42.8 million as compared to $65.8 million for 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 at the end of the second quarter of 2015. 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 and paid $20 million in loss share coverage with respect to the aggregate loss resulting from the sale of covered non-performing commercial loans.

Banking service revenue, which consists primarily of fees generated by deposit accounts, electronic banking services, and customer services, increased to $41.5 million, from $40.7 million for 2014. The increase is mainly driven by higher electronic banking fees of $2.4 million, partially offset by lower checking account fees of $1.4 million.

Income generated from mortgage banking activities decreased 17.0% to $6.1 million, compared to $7.4 million 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 $54.5 million at a yield of 3.09% from its own loan originations during the second half of 2015.

Non-interest expense of $219.4 million increased 2.6% when compared to 2014. The increase in non-interest expense primarily reflects an $8.5 million loss related to the sale of foreclosed real estate, mostly from the Eurobank Acquisition, as part of the bulk sale during 2015. In addition, there was a $5.1 million increase in commercial properties markdowns, as part of our ongoing de-risking efforts. Also, electronic banking charges increased 14.7%, 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 decreased slightly to $28.3 million, compared to $28.5 million in 2014.

Non-interest expenses increased by 3.8% to $22.6 million from $21.7 million, mainly due to a $2.1 million payment in 2015 consisting of restitution to certain clients of our broker-dealer subsidiary as required by FINRA.

Treasury

The investment portfolio of $1.616 billion at December 31, 2015 increased 15.3% compared to $1.402 billion at December 31, 2014. This was mainly the result of $617.6 million purchases, $101.3 million sales, and $277.3 million principal paydowns of available-for-sale and held-to-maturity investment securities during 2015. Interest income from investments decreased 21.6% to $38.9 million, reflecting a decrease in interest rate of $10.0 million. Such decrease in interest income from investments reflects higher premium amortization on existing securities.

ANALYSIS OF FINANCIAL CONDITION

Assets Owned

At December 31, 2016, the Company's total assets amounted to $6.502 billion representing a decrease of 8.4% when compared to $7.099 billion at December 31, 2015. This reduction is mainly due to a decrease in the loan portfolio and in the investment portfolio of $286.5 million and $ $253.4 million, respectively.

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 December 31, 2016, the Company's loan portfolio decreased $286.5 million from $4.434 billion at December 31, 2015 to $4.148 billion, primarily due to the sale of the PREPA line of credit during 2016, which had an unpaid principal balance of $190.3 million and an allowance for loan and lease losses of $53.3 million at December 31, 2015. In addition, this decrease was also due to a decrease in acquired loan balances. Our loan portfolio is transitioning as originated loans grow at a slower pace than acquired loans decrease, due to repayments and maturities. At December 31, 2016, the originated loan portfolio decreased $10.4 million, mainly from the aforementioned sale of PREPA, partially offset by an increase of $98.5 million in our retail loan portfolios. The acquired BBVAPR loan portfolio decreased $262.8 million, or 20.7%, and the acquired Eurobank loan portfolio decreased $12.2 million, or 8.3%, from December 31, 2015.

The investment portfolio decreased $253.4 million from $1.616 billion at December 31, 2015 to $1.363 billion at December 31, 2016, reflecting decreases in investment securities available-for-sale portfolio by $223.1 million and in investment securities held-to-maturity portfolio by $20.3 million. Investment securities available-for-sale portfolio decreased primarily because of the sale of $277.2 million in mortgage backed securities and $11.1 million in Puerto Rico government bonds during the first half of 2016. Investment securities held-to-maturity portfolio decreased $20.3 million to $599.9 million reflecting the maturity of $25.0 million US Treasury securities during the fourth quarter of 2016.

At December 31, 2016, loans represented 75% of total interest-earning assets while investments represented 25%, compared to 73% and 27%, respectively, at December 31, 2015.

Financial Assets Managed

The Company's financial assets 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 individual retirement accounts ("IRA"s) 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 December 31, 2016, total assets managed by the Company's trust division and OPC amounted to $2.850 billion, compared to $2.691 billion at December 31, 2015. 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 December 31, 2016, total assets gathered by Oriental Financial Services from its customer investment accounts increased to $2.351 billion, compared to $2.375 billion at December 31, 2015. Changes in trust and broker-dealer related assets primarily reflect changes in portfolio balances and differences in market values.

Goodwill

Goodwill recorded in connection with the BBVAPR Acquisition and the FDIC-assisted Eurobank acquisition is not amortized to expense, but is tested at least annually for impairment. A quantitative annual impairment test is not required if, based on a qualitative analysis, the Company determines that the existence of events and circumstances indicate that it is more likely than not that goodwill is not impaired. The Company completes its annual goodwill impairment test as of October 31 of each year. The Company tests for impairment by first allocating its goodwill and other assets and liabilities, as necessary, to defined reporting units. A fair value is then determined for each reporting unit. If the fair values of the reporting units exceed their book values, no write-down of the recorded goodwill is necessary. If the fair values are less than the book values, an additional valuation procedure is necessary to assess the proper carrying value of the goodwill.

Reporting unit valuation is inherently subjective, with a number of factors based on assumptions and management judgments or estimates. Actual values may differ significantly from such estimates. Among these are future growth rates for the reporting units, selection of comparable market transactions, discount rates and earnings capitalization rates. Changes in assumptions and results due to economic conditions, industry factors, and reporting unit performance and cash flow projections could result in different assessments of the fair values of reporting units and could result in impairment charges. If an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount, an interim impairment test is required.

Relevant events and circumstances for evaluating whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount may include macroeconomic conditions (such as a further deterioration of the Puerto Rico economy or the liquidity for Puerto Rico securities or loans secured by assets in Puerto Rico), adverse changes in legal factors or in the business climate, adverse actions by a regulator, unanticipated competition, the loss of key employees, or similar events. The Company’s loan portfolio, which is the largest component of its interest-earning assets, is concentrated in Puerto Rico and is directly affected by adverse local economic and fiscal conditions. Such conditions have generally affected the market demand for non-conforming loans secured by assets in Puerto Rico and, therefore, affect the valuation of the Company’s assets.

As of December 31, 2016, the Company had $86.1 million of goodwill allocated as follows: $84.1 million to the Banking unit and $2.0 million to the Wealth Management unit. During the last quarter of 2016, based on its annual goodwill impairment test, the Company determined that the Banking unit failed step one of the two-step impairment test and that the Wealth Management unit passed such step. As a result of step one, the Banking unit’s adjusted net book value exceeded its fair value by approximately $140.7 million, or 15%. Accordingly, the Company proceeded to perform step two of the analysis. Based on the results of step two, the Company determined that the carrying value of the goodwill allocated to the Banking unit was not impaired as of the valuation date. For additional details related to such goodwill impairment test, please refer to "Goodwill and Intangible Assets" under Note 1 of the accompanying consolidated financial statements.

TABLE 4 - ASSETS SUMMARY AND COMPOSITION

	December 31, 2016	December 31, 2015	Variance %
	(Dollars in thousands)		
Investments:			
FNMA and FHLMC certificates	$ 1,025,370	$ 1,354,802	-24.3%
Obligations of US government-sponsored agencies	3,884	5,093	-23.7%
US Treasury securities	49,054	25,032	96.0%
CMOs issued by US government-sponsored agencies	101,831	135,073	-24.6%
GNMA certificates	165,235	58,495	182.5%
Puerto Rico government and public instrumentalities	4,073	13,731	-70.3%
FHLB stock	10,793	20,783	-48.1%
Other debt securities	1,921	2,572	-25.3%
Other investments	350	291	20.3%
Total investments	**1,362,511**	**1,615,872**	**-15.7%**
Loans	**4,147,692**	**4,434,213**	**-6.5%**
Total investments and loans	**5,510,203**	**6,050,085**	**-8.9%**
Other assets:			
Cash and due from banks (including restricted cash)	507,863	535,359	-5.1%
Money market investments	5,606	4,699	19.3%
FDIC indemnification asset	14,411	22,599	-36.2%
Foreclosed real estate	47,520	58,176	-18.3%
Accrued interest receivable	20,227	20,637	-2.0%
Deferred tax asset, net	124,200	145,901	-14.9%
Premises and equipment, net	70,407	74,590	-5.6%
Servicing assets	9,858	7,455	32.2%
Derivative assets	1,330	3,025	-56.0%
Goodwill	86,069	86,069	0.0%
Other assets and customers' liability on acceptances	104,130	90,554	15.0%
Total other assets	**991,621**	**1,049,064**	**-5.5%**
Total assets	**$ 6,501,824**	**$ 7,099,149**	**-8.4%**
Investments portfolio composition:			
FNMA and FHLMC certificates	75.2%	83.9%	
Obligations of US government-sponsored agencies	0.3%	0.3%	
US Treasury securities	3.6%	1.5%	
CMOs issued by US government-sponsored agencies	7.5%	8.4%	
GNMA certificates	12.1%	3.6%	
Puerto Rico government and public instrumentalities	0.3%	0.8%	
FHLB stock	0.8%	1.3%	
Other debt securities and other investments	0.2%	0.2%	
	100.0%	**100.0%**	

TABLE 5 — LOANS RECEIVABLE COMPOSITION

	December 31,	
	2016	201
	(In thousands)	
Originated and other loans and leases held for investment:		
Mortgage	$ 721,494	$ 757
Commercial	1,277,866	1,441
Consumer	290,515	242
Auto and leasing	756,395	669
	3,046,270	**3,111**
Allowance for loan and lease losses on originated and other loans and leases	(59,300)	(112
	2,986,970	**2,998**
Deferred loan costs, net	5,766	4
Total originated and other loans loans held for investment, net	**2,992,736**	**3,003**
Acquired loans:		
Acquired BBVAPR loans:		
Accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)		
Commercial	5,562	7
Consumer	32,862	38
Auto	53,026	106
	91,450	**152**
Allowance for loan and lease losses on acquired BBVAPR loans accounted for under ASC 310-20 (b)	(4,300)	(5
	87,150	**147**
Accounted for under ASC 310-30 (Loans acquired with deteriorated credit quality, including those by analogy)		
Mortgage	569,253	608
Commercial	222,856	287
Construction	69,708	88
Consumer	4,301	11
Auto	85,676	153
	951,794	**1,149**
Allowance for loan and lease losses on acquired BBVAPR loans accounted for under ASC 310-30	(31,056)	(25
	920,738	**1,123**
Total acquired BBVAPR loans, net	**1,007,888**	**1,270**
Acquired Eurobank loans:		
Loans secured by 1-4 family residential properties	73,018	92
Commercial and construction	81,460	142
Consumer	1,372	2
	155,850	**236**
Allowance for loan and lease losses on Eurobank loans	(21,281)	(90
Total acquired Eurobank loans, net	**134,569**	**146**
Total acquired loans, net	**1,142,457**	**1,417**
Total held for investment, net	**4,135,193**	**4,420**
Mortgage loans held for sale	**12,499**	**13**
Total loans, net	**$ 4,147,692**	**$ 4,434**

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The Company’s loan portfolio is composed of two segments, loans initially accounted for under the amortized cost method (referred to as "originated and other" loans) and loans acquired (referred to 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, which was terminated in February 2017. The FDIC loss-sharing coverage, related to acquired Eurobank commercial loans expired on June 30, 2015. The coverage for the single-family residential loans was set to expire on June 30, 2020. At December 31, 2016, the remaining covered loans amounting to $61.1 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, 2015, covered loans amounted to $67.2 million, net carrying amount, and also included under the name "loans secured by 1-4 family residential properties." At December 31, 2016 and 2015, covered loans were no longer a material amount.

As shown in Table 5 above, total loans, net, amounted to $4.148 billion at December 31, 2016 and $4.434 billion at December 31, 2015. The Company’s originated and other loans held-for-investment portfolio composition and trends were as follows:

- Mortgage loan portfolio amounted to $721.5 million (23.7% of the gross originated loan portfolio) compared to $757.8 million (24.4% of the gross originated loan portfolio) at December 31, 2015. Mortgage loan production totaled $208.2 million for the year ended December 31, 2016, which represents a decrease of 15.8%, from $247.2 million. Mortgage loans included delinquent loans in the GNMA buy-back option program amounting to $9.7 million and $7.9 million at December 31, 2016 and 2015, respectively. Servicers of loans underlying GNMA mortgage-backed securities must report as their own assets the defaulted loans that they have the option (but not the obligation) to repurchase, even when they elect not to exercise that option.

- Commercial loan portfolio amounted to $1.278 billion (42.0% of the gross originated loan portfolio) compared to $1.442 billion (46.3% of the gross originated loan portfolio) at December 31, 2015. Commercial loan production decreased 19.2% to $295.0 million for the year ended December 31, 2016, from $365.2 million in 2015.

- Consumer loan portfolio amounted to $290.5 million (9.5% of the gross originated loan portfolio) compared to $243.0 million (7.8% of the gross originated loan portfolio) at December 31, 2015. Consumer loan production increased 13.6% to $159.8 million for the year ended December 31, 2016, from $140.7 million in 2015.

- Auto and leasing portfolio amounted to $756.4 million (24.8% of the gross originated loan portfolio) compared to $669.2 million (21.5% of the gross originated loan portfolio) at December 31, 2015. Auto and leasing production increased by 9.2% to $284.8 million for the year ended December 31, 2016, compared to $260.8 million 2015.

The following table summarizes the remaining contractual maturities of the Company's total gross non-covered loans, excluding loans accounted for under ASC 310-30, segmented to reflect cash flows as of December 31, 2016. Contractual maturities do not necessarily reflect the period of resolution of a loan, considering prepayments.

			Maturities From One to Five Years		After Five Years	
	Balance Outstanding at December 31, 2016	**One Year or Less**	**Fixed Interest Rates**	**Variable Interest Rates**	**Fixed Interest Rates**	**Variable Interest Rates**
			(Dollars in thousands)			
Originated and other loans:						
Mortgage	$ 721,492	$ 1,594	$ 15,023	$ -	$ 704,875	$ -
Commercial	1,277,867	739,738	395,985	-	142,144	-
Consumer	290,516	34,044	200,813	-	55,659	-
Auto and leasing	756,395	4,249	392,315	-	359,831	-
Total	**$ 3,046,270**	**779,625**	**1,004,136**	**-**	**1,262,509**	**-**
Acquired loans accounted under ASC 310-20						
Commercial	3,029	3,029	-	-	-	-
Commercial secured by real estate	2,533	2,353	180	-	-	-
Consumer	32,862	32,862	-	-	-	-
Auto	53,026	8,645	44,381	-	-	-
Total	**$ 91,450**	**$ 46,889**	**$ 44,561**	**$ -**	**-**	**$ -**
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TABLE 6 — HIGHER RISK RESIDENTIAL MORTGAGE LOANS

	December 31, 2016								
	Higher-Risk Residential Mortgage Loans*								
	Junior Lien Mortgages			Interest Only Loans			High Loan-to-Value Ratio Mortgages LTV 90% and over		
	Carrying Value	Allowance	Coverage	Carrying Value	Allowance	Coverage	Carrying Value	Allowance	Coverage
	(In thousands)								
Delinquency:									
0 - 89 days	$ 10,610	$ 259	2.44%	$ 10,473	$ 920	8.78%	$ 80,449	$ 1,503	1.87%
90 - 119 days	94	1	1.06%	366	39	10.66%	2,141	38	1.77%
120 - 179 days	39	3	7.69%	-	-	0.00%	1,088	61	5.61%
180 - 364 days	75	1	1.33%	1,263	366	28.98%	2,472	316	12.78%
365+ days	349	59	16.91%	2,030	447	22.02%	9,343	681	7.29%
Total	$ 11,167	$ 323	2.89%	$ 14,132	$ 1,772	12.54%	$ 95,493	$ 2,599	2.72%
Percentage of total loans excluding acquired loans accounted for under ASC 310-30	0.36%			0.45%			3.04%		
Refinanced or Modified Loans:									
Amount	$ 2,140	$ 188	8.79%	$ 556	$ 47	8.45%	$ 18,080	$ 1,094	6.05%
Percentage of Higher-Risk Loan Category	19.16%			3.93%			18.93%		
Loan-to-Value Ratio:									
Under 70%	$ 6,930	$ 186	2.68%	$ 793	$ 70	8.83%	$ -	$ -	-
70% - 79%	2,144	98	4.57%	2,822	255	9.04%	-	-	-
80% - 89%	205	20	9.76%	3,887	537	13.82%	-	-	-
90% and over	1,888	19	1.01%	6,630	910	13.73%	95,493	2,599	2.72%
	$ 11,167	$ 323	2.89%	$ 14,132	$ 1,772	12.54%	$ 95,493	$ 2,599	2.72%

* Loans may be included in more than one higher-risk loan category and excludes acquired residential mortgage loans.

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

	December 31, 2016				
		Maturity			
Loans and Securities:	**Carrying Value**	**Less than 1 Year**	**1 to 3 Years**	**More than 3 Years**	**Comments**
	(In thousands)				
Central government	$ 10,850	$ -	$ -	$ 10,850	Repayment sources include abandoned and unclaimed funds escheated to the Commonwealth
Public corporations	100	100	-	-	
Municipalities	191,831	307	69,289	122,235	Repayment from property taxes
Investment securities	4,680	-	4,680	-	Remaining position is PRHTA security issued for P3 Project Teodoro Moscoso Bridge operated by private companies that have the payment obligation
Total	**$ 207,461**	**$ 407**	**$ 73,969**	**$ 133,085**	

Some highlights follow regarding the data included above:

- Loans to municipalities are secured by a pledge of their unlimited taxing power for special additional real and personal property taxes.

- Deposits from municipalities, central government and other government entities totaled $170.7 million at December 31, 2016.

- The outstanding balance of credit facilities to central government and public corporations decreased by $200.9 million during 2016 mainly as a result of the sale of the PREPA fuel line of credit which had an outstanding balance of $190.3 million at December 31, 2015.

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. At December 31, 2016, the Company's allowance for loan and lease losses amounted to $115.9 million, a $118.2 million decrease from $234.1 million at December 31, 2015, mainly related to the de-recognition of $84.4 million for a portion of the allowance for credit impaired loans due to a revision in policy during the second quarter of 2016 and a $56.2 million charge-off during the third quarter of 2016. The allowance for loan and lease losses was charged-off in connection with PREPA participation that was provisioned in 2016 ($2.9 million) and in 2015 ($53.3 million).

Effective June 30, 2016, pursuant to supervisory direction, the Company revised the purchase credit impaired policy for all loans accounted for under ASC 310-30. Under the revised policy, the Company writes-off the loan's recorded investment and derecognizes the associated allowance for loan and lease losses for loans that exit the pools. The revised policy implementation was performed prospectively due to the immaterial impact for retrospective adoption. Prior to June 30, 2016, the pool's carrying value and allowance was determined by discounting expected cash flows at the pool's effective yield. The allowance for loan and lease losses was maintained until all of the loans in the pool were paid off or charged-off. The transition to this revised policy on June 30, 2016 resulted in the de-recognition of loans recorded investment balance and associated allowance for loans and lease losses that had exited the pools with no impact to the provision for loan and lease 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 December 31, 2016, $59.3 million of the allowance corresponded to originated and other loans held for investment, or 1.95% of total originated and other loans held for investment, compared to $112.6 million, or 3.62% of total originated and other loans held for investment at December 31, 2015. The allowance decreased mainly as a result of the recognition of a $56.2 million charge-off in connection with the sale of the PREPA participation during the third quarter of 2016. Provision for loan and lease losses of $45.1 million and recoveries of $14.1 million, were offset by charge-offs of $112.5 million during the year ended December 31, 2016. The allowance for residential mortgage loans decreased by 5.5% (or $1.0 million), when compared with the balances recorded at December 31, 2015. The allowance for consumer loans and auto and leases increased by 16.7% (or $1.9 million) and 6.6% (or $1.2 million), respectively, when compared with the balances recorded at December 31, 2015. The allowance for commercial loans decreased 86.1% (or $55.8 million), when compared with the balances recorded at December 31, 2015, mainly from the sale of the PREPA participation.

Allowance for loan and lease losses recorded for acquired BBVAPR loans accounted for under the provisions of ASC 310-20 at December 31, 2016 was $4.3 million compared to $5.5 million at December 31, 2015, a 22.4% decrease. The allowance decreased as a result of $5.8 million in charge-offs, which were partially offset by a $2.3 million provision for loan and lease losses and $2.3 million of recoveries during the year ended December 31, 2016. The allowance for commercial loans increased by 546.2% (or $142 thousand), when compared with the balance recorded at December 31, 2015. The allowance for consumer loans decreased by 11.7% (or $401 thousand) and auto loans decreased by 47.2% (or $984 thousand), respectively, when compared with the balances recorded at December 31, 2015, 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 December 31, 2016 was $31.1 million as compared to $25.8 million at December 31, 2015. The allowance increased mainly as a result of a $15.5 million provision for loan and lease losses, partially offset by $10.0 million in allowance de-recognition from revised purchased credit impaired loan policy and by loan pools fully charged-off of $282 thousand during the year ended December 31, 2016.

Allowance for loan and lease losses recorded for acquired Eurobank loans at December 31, 2016 was $21.3 million as compared to $90.2 million at December 31, 2015. The allowance decreased as a result of $74.4 million in allowance de-recognition from revised purchased credit impaired loan policy and by $134 thousand in loan pools fully charged-off, partially offset by a $2.3 million provision for loan and lease losses and by $3.4 million for the FDIC shared-loss portion of provision for covered loan and lease losses. The allowance for loan and lease losses on acquired Eurobank loans is accounted for under the provisions of ASC 310-30. The portion of the loss on covered loans reimbursable from the FDIC is recorded as an offset to the provision for credit losses and increased 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 December 31, 2016 and 2015, the Company had $104.1 million and $300.1 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). The decline of $195.8 million is directly related to the sale of the PREPA participation, which had an outstanding balance of $190.3 million at December 31, 2015.

At December 31, 2016 and 2015, loans whose terms have been extended and which are classified as troubled-debt restructuring that are not included in non-performing assets amounted to $98.1 million and $93.6 million, respectively.

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 these loans when it is probable that all cash flows expected at acquisition will not be collected.

At December 31, 2016, the Company’s non-performing assets decreased by 57.3% to $156.9 million (2.88% of total assets, excluding acquired loans with deteriorated credit quality) from $367.8 million (6.31% of total assets, excluding acquired loans with deteriorated credit quality) at December 31, 2015. The Company does not expect non-performing loans to result in significantly higher losses. At December 31, 2016, the allowance for originated loan and lease losses to non-performing loans coverage ratio was 56.30% (37.15% at December 31, 2015).

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:

Residential 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 December 31, 2016, the Company's originated non-performing mortgage loans totaled $74.5 million (68.9% of the Company's non-performing loans), a 4.3% decrease from $77.9 million (25.5% of the Company's non-performing loans) at December 31, 2015.

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 December 31, 2016, the Company's originated non-performing commercial loans amounted to $19.8 million (18.3% of the Company's non-performing loans), a 90.8% decrease from $215.3 million at December 31, 2015 (70.5% of the Company's non-performing loans), mainly from the sale of the PREPA participation. Most of this portfolio is collateralized by commercial real estate properties.

Consumer loans — are placed on non-accrual status when they become 90 days past due and written-off when payments are delinquent 120 days in personal loans and 180 days in credit cards and personal lines of credit. At December 31, 2016, the Company's originated non-performing consumer loans totaled $2.0 million (1.8% of the Company's non-performing loans), a 21.8% increase from $1.6 million (0.5% of the Company's non-performing loans) at December 31, 2015.

Auto loans and leases — are placed on non-accrual status when they become 90 days past due, partially written-off to collateral value when payments are delinquent 120 days, and fully written-off when payments are delinquent 180 days. At December 31, 2016, the Company's originated non-performing auto loans and leases amounted to $9.1 million (8.4% of the Company's total non-performing loans), an increase of 7.5% from $8.4 million at December 31, 2015 (2.8% 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 December 31, 2016, the Company's acquired non-performing commercial lines of credit accounted for under ASC 310-20 amounted to $1.4 million (1.3% of the Company's non-performing loans), a 60.8% increase from $880 thousand at December 31, 2015 (0.3% 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 December 31, 2016, the Company's acquired non-performing consumer lines of credit and credit cards accounted for under ASC 310-20 totaled $828 thousand (0.8% of the Company's non-performing loans), a 54.8% increase from $535 thousand at December 31, 2015 (0.2% of the Company's non-performing loans).

Auto loans acquired at premium - are placed on non-accrual status when they become 90 days past due, partially written-off to collateral value when payments are delinquent 120 days, and fully written-off when payments are delinquent 180 days. At December 31, 2016, the Company's acquired non-performing auto loans accounted for under ASC 310-20 totaled $552 thousand (0.5% of the Company's non-performing loans), a 33.6% decrease from $831 thousand at December 31, 2015 (0.2% 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, PRHFA, ("Puerto Rico Housing Finance Authority"), 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.

In order to apply for any of the loan modification programs, if the borrower is active in Chapter 13 bankruptcy, they must request an authorization from the bankruptcy trustee to allow for the loan modification. Borrowers with discharged Chapter 7 bankruptcies may also apply. Loans in these programs are evaluated by designated underwriters 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 BREAKDOWN

	December 31, 2016	December 31, 2015	Variance %
	(Dollars in thousands)		
Originated and other loans held for investment			
Allowance balance:			
Mortgage	$ 17,344	$ 18,352	-5.5%
Commercial	8,995	64,791	-86.1%
Consumer	13,067	11,197	16.7%
Auto and leasing	19,463	18,261	6.6%
Unallocated allowance	431	25	1624.0%
Total allowance balance	**$ 59,300**	**$ 112,626**	**-47.3%**
Allowance composition:			
Mortgage	29.24%	16.30%	79.4%
Commercial	15.17%	57.53%	-73.6%
Consumer	22.04%	9.94%	121.7%
Auto and leasing	32.82%	16.21%	102.5%
Unallocated allowance	0.73%	0.02%	100.0%
	100.00%	**100.00%**	
Allowance coverage ratio at end of period applicable to:			
Mortgage	2.40%	2.42%	-0.8%
Commercial	0.70%	4.49%	-84.4%
Consumer	4.50%	4.61%	-2.4%
Auto and leasing	2.57%	2.73%	-5.9%
Total allowance to total originated loans	**1.95%**	**3.62%**	**-46.1%**
Allowance coverage ratio to non-performing loans:			
Mortgage	23.28%	23.57%	-1.2%
Commercial	45.46%	30.10%	51.0%
Consumer	657.96%	686.51%	-4.2%
Auto and leasing	215.01%	216.93%	-0.9%
Total	**56.30%**	**37.15%**	**51.5%**
Acquired BBVAPR loans accounted for under ASC 310-20			
Allowance balance:			
Commercial	$ 169	$ 26	550.0%
Consumer	3,028	3,429	-11.7%
Auto	1,103	2,087	-47.1%
Total allowance balance	**$ 4,300**	**$ 5,542**	**-22.4%**
Allowance composition:			
Commercial	3.93%	0.47%	736.2%
Consumer	70.42%	61.87%	13.8%
Auto	25.65%	37.66%	-31.9%
	100.00%	**100.00%**	
Allowance coverage ratio at end of period applicable to:			
Commercial	3.04%	0.35%	768.6%
Consumer	9.21%	8.93%	3.1%
Auto	2.08%	1.95%	6.7%
Total allowance to total acquired loans	**4.70%**	**3.63%**	**29.5%**
Allowance coverage ratio to non-performing loans:			

Commercial	11.94%	2.95%	304.7%
Consumer	365.70%	640.93%	-42.9%
Auto	199.82%	251.14%	-20.4%
Total	**153.85%**	**246.75%**	**-37.6%**

TABLE 8 — ALLOWANCE FOR LOAN AND LEASE LOSSES BREAKDOWN (CONTINUED)

	December 31, 2016	December 31, 2015	Variance %
	(Dollars in thousands)		
<u>Acquired BBVAPR loans accounted for under ASC 310-30</u>			
Allowance balance:			
Mortgage	$ 2,682	$ 1,762	100.0%
Commercial	23,452	21,161	10.8%
Auto	4,922	2,862	100.0%
Total allowance balance	**$ 31,056**	**$ 25,785**	**20.4%**
Allowance composition:			
Mortgage	8.64%	6.84%	100.0%
Commercial	75.51%	82.06%	-8.0%
Auto	15.85%	11.10%	100.0%
	100.00%	**100.00%**	
<u>Acquired Eurobank loans accounted for under ASC 310-30</u>			
Allowance balance:			
Mortgage	$ 11,947	$ 22,570	-47.1%
Commercial	9,328	67,365	-86.2%
Consumer	6	243	-97.5%
Total allowance balance	**$ 21,281**	**$ 90,178**	**-76.4%**
Allowance composition:			
Mortgage	56.14%	25.03%	124.3%
Commercial	43.82%	74.70%	-41.3%
Consumer	0.03%	0.27%	-88.9%
	100.0%	**100.0%**	

TABLE 9 — ALLOWANCE FOR LOAN AND LEASE LOSSES SUMMARY

	Year Ended December 31,			
	2016	2015	Variance %	2014
	(Dollars in thousands)			
Originated and other loans:				
Balance at beginning of year	$ 112,626	$ 51,439	119.0%	$ 49,081
Provision for loan and lease losses	45,058	99,336	-54.6%	31,427
Charge-offs	(112,497)	(53,001)	112.3%	(39,258)
Recoveries	14,113	14,852	-5.0%	10,189
Balance at end of year	**$ 59,300**	**$ 112,626**	**-47.3%**	**$ 51,439**
Acquired loans:				
BBVAPR loans				
Acquired loans accounted for under ASC 310-20:				
Balance at beginning of year	$ 5,542	$ 4,597	20.6%	$ 2,354
Provision for loan and lease losses	2,255	7,469	-69.8%	12,915
Charge-offs	(5,816)	(9,345)	-37.8%	(13,445)
Recoveries	2,319	2,821	-17.8%	2,773
Balance at end of year	**$ 4,300**	**$ 5,542**	**-22.4%**	**$ 4,597**
Acquired loans accounted for under ASC 310-30:				
Balance at beginning of year	$ 25,785	$ 13,481	91.3%	$ 2,863
Provision for loan and lease losses	15,508	16,656	-6.9%	10,618
Loan pools fully charged off	(282)	(4,352)	-100.0%	-
Allowance de-recognition	(9,955)	-	-100.0%	-
Balance at end of year	**$ 31,056**	**$ 25,785**	**20.4%**	**$ 13,481**
Eurobank loans				
Balance at beginning of year	$ 90,178	$ 64,245	40.4%	$ 52,729
Provision for loan and lease losses	2,255	38,040	-94.1%	5,680
Loan pools fully charged off	(134)	(14,610)	-100.0%	-
FDIC shared-loss portion on recapture of loan and lease losses	3,391	2,503	35.5%	5,836
Allowance de-recognition	(74,409)	-	0.0%	-
Balance at beginning of year	**$ 21,281**	**$ 90,178**	**-76.4%**	**$ 64,245**
Allowance for loans and lease losses on originated and other loans to:				
Total originated loans	1.95%	3.62%	-46.1%	1.81%
Non-performing originated loans	56.30%	37.15%	51.5%	49.11%

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	4.70%	3.63%	29.5%	1.89%
Non-performing acquired loans accounted for under ASC 310-20	153.85%	246.75%	-37.6%	110.11%

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

	Year Ended December 31,			
	2016	2015	Variance %	2014
	(Dollar in thousands)			
Originated and other loans and leases:				
Mortgage				
Charge-offs	$ (6,767)	$ (5,397)	25.4%	$ (5,011)
Recoveries	330	391	-15.6%	428
Total	**(6,437)**	**(5,006)**	**28.6%**	**(4,583)**
Commercial				
Charge-offs	(62,445)	(5,546)	1025.9%	(2,424)
Recoveries	460	432	6.5%	333
Total	**(61,985)**	**(5,114)**	**1112.1%**	**(2,091)**
Consumer				
Charge-offs	(11,554)	(8,683)	33.1%	(5,782)
Recoveries	452	871	-48.1%	570
Total	**(11,102)**	**(7,812)**	**42.1%**	**(5,212)**
Auto				
Charge-offs	(31,731)	(33,375)	-4.9%	(26,041)
Recoveries	12,871	13,158	-2.2%	8,858
Total	**(18,860)**	**(20,217)**	**-6.7%**	**(17,183)**
Net credit losses				
Total charge-offs	(112,497)	(53,001)	112.3%	(39,258)
Total recoveries	14,113	14,852	-5.0%	10,189
Total	**$ (98,384)**	**$ (38,149)**	**157.9%**	**$ (29,069)**
Net credit losses to average loans outstanding:				
Mortgage	0.87%	0.65%	33.8%	0.58%
Commercial	4.47%	0.38%	1076.3%	0.18%
Consumer	4.39%	3.85%	14.0%	3.41%
Auto	2.63%	3.21%	-18.1%	3.43%
Total	**3.18%**	**1.30%**	**144.6%**	**1.11%**
Recoveries to charge-offs	**12.55%**	**28.02%**	**-55.2%**	**25.95%**
Average originated loans:				
Mortgage	$ 743,838	$ 771,322	-3.6%	$ 786,607
Commercial	1,385,421	1,336,510	3.7%	1,190,038
Consumer	253,069	202,971	24.7%	153,067
Auto	716,373	629,910	13.7%	500,720
Total	**$ 3,098,701**	**$ 2,940,713**	**5.4%**	**$ $2,630,432**

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

	Year Ended December 31,			
	2016	2015	Variance %	2014
	(Dollars in thousands)			
Acquired loans accounted for under ASC 310-20:				
Commercial				
Charge-offs	$ (42)	$ (42)	0.0%	$ (532)
Recoveries	73	31	135.5%	73
Total	**31**	**(11)**	**-381.8%**	**(459)**
Consumer				
Charge-offs	(3,619)	(4,755)	-23.9%	(6,902)
Recoveries	301	680	-55.7%	532
Total	**(3,318)**	**(4,075)**	**-18.6%**	**(6,370)**
Auto				
Charge-offs	(2,155)	(4,548)	-52.6%	(6,011)
Recoveries	1,945	2,110	-7.8%	2,169
Total	**(210)**	**(2,438)**	**-91.4%**	**(3,842)**
Net credit losses				
Total charge-offs	(5,816)	(9,345)	-37.8%	(13,445)
Total recoveries	2,319	2,821	-17.8%	2,774
Total	**$ (3,497)**	**$ (6,524)**	**-46.4%**	**$ (10,671)**
Net credit losses to average loans outstanding:				
Commercial	-5.78%	1.31%	-541.2%	1.61%
Consumer	5.55%	6.59%	-15.8%	9.53%
Auto	0.28%	1.27%	-77.7%	1.61%
Total	**2.60%**	**2.56%**	**1.5%**	**3.20%**
Recoveries to charge-offs	**39.87%**	**30.19%**	**32.1%**	**20.63%**
Average loans accounted for under ASC 310-20:				
Commercial	$ 536	$ 840	-36.2%	$ 28,509
Consumer	59,772	61,842	-3.3%	66,812
Auto	74,431	192,058	-61.2%	238,653
Total	**$ 134,739**	**$ 254,740**	**-47.1%**	**$ 333,974**

TABLE 11 — NON-PERFORMING ASSETS

	December 31, 2016	December 31, 2015	Variance (%)
	(Dollars in thousands)		
Non-performing assets:			
Non-accruing loans			
Troubled-Debt Restructuring loans	$ 32,408	$ 217,691	-85.1%
Other loans	71,941	82,429	-12.7%
Accruing loans			
Troubled-Debt Restructuring loans	2,706	4,240	-36.2%
Other loans	1,067	1,091	-2.2%
Total non-performing loans	$ 108,122	$ 305,451	-64.6%
Foreclosed real estate not covered under the shared-loss agreements with the FDIC	45,587	56,304	-19.0%
Other repossessed assets	3,224	6,034	-46.6%
	$ 156,933	**$ 367,789**	**-57.3%**
Non-performing assets to total assets, excluding covered assets and acquired loans with deteriorated credit quality (including those by analogy)	**2.88%**	**6.31%**	**-54.4%**
Non-performing assets to total capital	**17.05%**	**41.00%**	**-58.4%**

	Year Ended December 31, 2016	2015	2014
	(In thousands)		
Interest that would have been recorded in the period if the loans had not been classified as non-accruing loans	$ 2,917	$ 3,118	$ 2,204

TABLE 12 — NON-PERFORMING LOANS

	December 31, 2016	December 31, 2015	Variance %
	(Dollars in thousands)		
Non-performing loans:			
Originated and other loans held for investment			
Mortgage	$ 74,503	$ 77,875	-4.3%
Commercial	19,786	215,281	-90.8%
Consumer	1,986	1,631	21.8%
Auto and leasing	9,052	8,418	7.5%
	105,327	303,205	-65.3%
Acquired loans accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)			
Commercial	1,415	880	60.8%
Consumer	828	535	54.8%
Auto	552	831	-33.6%
	2,795	2,246	24.4%
Total	**$ 108,122**	**$ 305,451**	**-64.6%**
Non-performing loans composition percentages:			
Originated loans			
Mortgage	68.9%	25.5%	
Commercial	18.3%	70.5%	
Consumer	1.8%	0.5%	
Auto and leasing	8.4%	2.8%	
Acquired loans accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)			
Commercial	1.3%	0.3%	
Consumer	0.8%	0.2%	
Auto	0.5%	0.2%	
Total	**100.0%**	**100.0%**	
Non-performing loans to:			
Total loans, excluding loans accounted for under ASC 310-30 (including those by analogy)	**3.45%**	**9.36%**	**-63.1%**
Total assets, excluding loans accounted for under ASC 310-30 (including those by analogy)	**1.99%**	**5.24%**	**-62.0%**
Total capital	**11.75%**	**34.05%**	**-65.5%**
Non-performing loans with partial charge-offs to:			
Total loans, excluding loans accounted for under ASC 310-30 (including those by analogy)	**1.17%**	**1.15%**	**1.74%**
Non-performing loans	**34.09%**	**12.25%**	**178.3%**
Other non-performing loans ratios:			
Charge-off rate on non-performing loans to non-performing loans	**63.58%**	**61.15%**	**4.0%**

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	**89.25%**	**44.09%**	**102.4%**

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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 Company's compliance with the terms of the loss sharing agreements. Refer to Notes 6 and 7 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. 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 December 31, 2016 and 2015, the FDIC indemnification asset only reflects the balance for single family residential mortgage loans.

Effective February 6, 2017, the Bank and the FDIC agreed to terminate the single family and commercial shared-loss agreements.

TABLE 13 - ACTIVITY OF FDIC INDEMNIFICATION ASSET

	Year Ended December 31,		
	2016	2015	2014
		(In thousands)	
FDIC indemnification asset:			
Balance at beginning of year	$ 22,599	$ 97,378	$ 189,240
Shared-loss agreements reimbursements from the FDIC	(1,573)	(55,723)	(47,666)
Increase in expected credit losses to be covered under shared-loss agreements, net	3,391	2,503	5,836
FDIC indemnification asset expense	(8,040)	(36,398)	(62,285)
Final settlement with the FDIC on commercial loans	-	(1,589)	-
Net expenses (reimbursements) incurred under shared-loss agreements	(1,966)	16,428	12,253
Balance at end of year	**$ 14,411**	**$ 22,599**	**$ 97,378**

TABLE 14 - ACTIVITY IN THE REMAINING FDIC INDEMNIFICATION ASSET DISCOUNT

Year Ended December 31,

	2016	2015	2014
		(In thousands)	
Balance at beginning of year	$ 4,814	$ 21,682	$ 71,451
Amortization of negative discount	(8,040)	(36,417)	(62,285)
Impact of lower projected losses	11,896	19,549	12,516
Balance at end of year	**$ 8,670**	**$ 4,814**	**$ 21,682**

TABLE 15 - LIABILITIES SUMMARY AND COMPOSITION

	December 31,		
	2016	2015	Variance %
	(Dollars in thousands)		
Deposits:			
Non-interest bearing deposits	$ 848,502	$ 762,009	11.4%
NOW accounts	1,091,237	1,100,541	-0.8%
Savings and money market accounts	1,196,231	1,179,229	1.4%
Certificates of deposit	1,526,805	1,674,431	-8.8%
Total deposits	**4,662,775**	**4,716,210**	**-1.1%**
Accrued interest payable	1,712	1,541	11.1%
Total deposits and accrued interest payable	**4,664,487**	**4,717,751**	**-1.1%**
Borrowings:			
Securities sold under agreements to repurchase	653,756	934,691	-30.1%
Advances from FHLB	105,454	332,476	-68.3%
Subordinated capital notes	36,083	102,633	-64.8%
Other term notes	61	1,734	-96.5%
Total borrowings	**795,354**	**1,371,534**	**-42.0%**
Total deposits and borrowings	**5,459,841**	**6,089,285**	**-10.3%**
Other Liabilities:			
Derivative liabilities	2,437	6,162	-60.5%
Acceptances outstanding	23,765	14,582	63.0%
Other liabilities	95,370	92,043	3.6%
Total liabilities	**$ 5,581,413**	**$ 6,202,072**	**-10.0%**
Deposits portfolio composition percentages:			
Non-interest bearing deposits	18.2%	16.2%	
NOW accounts	23.4%	23.3%	
Savings and money market accounts	25.7%	25.0%	
Certificates of deposit	32.7%	35.5%	
	100.0%	**100.0%**	
Borrowings portfolio composition percentages:			
Securities sold under agreements to repurchase	82.2%	68.2%	
Advances from FHLB	13.3%	24.2%	
Other term notes	0.0%	0.1%	
Subordinated capital notes	4.5%	7.5%	
	100.0%	**100.0%**	
Securities sold under agreements to repurchase (excluding accrued interest)			
Amount outstanding at period-end	$ 652,229	$ 932,500	
Daily average outstanding balance	$ 663,845	$ 1,012,756	
Maximum outstanding balance at any month-end	$ 902,500	$ 1,158,945	

Liabilities and Funding Sources

As shown in Table 15 above, at December 31, 2016, the Company’s total liabilities were $5.581 billion, 10.0% less than the $6.202 billion reported at December 31, 2015. Deposits and borrowings, the Company’s funding sources, amounted to $5.460 billion at December 31, 2016 versus $6.089 billion at December 31, 2015, a 10.34% decrease.

At December 31, 2016, deposits represented 85% and borrowings represented 15% of interest-bearing liabilities. At December 31, 2016, deposits, the largest category of the Company’s interest-bearing liabilities, were $4.664 billion, a decrease of 1.1% from $4.718 billion at December 31, 2015. Demand and savings deposits increased 3.0% to $3.136 billion, time deposits, excluding brokered deposits, increased 5.8% to $1.020 billion, and brokered deposits decreased 26.4%, or $206.6 million, to $576.4 million, as part of our efforts to reduce the cost of deposits, which averaged 0.62% at December 31, 2016 compared to 0.59% at December 31, 2015.

Borrowings consist mainly of repurchase agreements, FHLB-NY advances and subordinated capital notes. At December 31, 2016, borrowings amounted to $795.4 million, representing a decrease of 42.0% when compared with the $1.372 billion reported at December 31, 2015. The decrease in borrowings is attributed to decreases in repurchases agreements, FHLB-NY advances and subordinated capital notes. Repurchase agreements at December 31, 2016 decreased $280.9 million to $653.8 million from $934.7 million at December 31, 2015, as the Company partially unwound $268.0 million in repurchase agreements at a cost of $12.0 million during the first quarter of 2016. 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. FHLB-NY advances decreased $227.0 million to $105.5 million at December 31, 2016 as $227.0 million of advances were repaid at maturity during 2016 and not renewed. Also, $67.0 million in subordinated capital notes were repaid at maturity during the third quarter of 2016.

Stockholders’ Equity

At December 31, 2016, the Company’s total stockholders’ equity was $920.4 million, a 2.6% increase when compared to $897.1 million at December 31, 2015. This increase in stockholders’ equity reflects increases in retained earnings of $28.9 million, in legal surplus of $5.9 million, partially offset by a decrease in accumulated comprehensive income, which reflects a decrease in net value of available for sale securities of $14.4 million from decrease in market rates, partially offset by a $2.0 million increase in net value of cash flow hedges. Book value per share was $17.18 at December 31, 2016 compared to $16.67 at December 31, 2015.

From December 31, 2015 to December 31, 2016, tangible common equity to total assets increased to 10.19% from 8.98%, Tier 1 Leverage capital ratio increased to 12.99% from 11.18%, Common Equity Tier 1 capital ratio increased to 14.05% from $12.14%, Tier 1 Risk-Based capital ratio increased to 18.35% from 15.99%, and Total Risk-Based capital ratio increased to 19.62% from 17.29%.

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 previous 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 previous 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 the 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 December 31, 2016 and 2015:

TABLE 16 — CAPITAL, DIVIDENDS AND STOCK DATA

	December 31,				Variance
		2016		2015	%
	(Dollars in thousands, except per share data)				
Capital data:					
Stockholders' equity	$	920,411	$	897,077	2.6%
Regulatory Capital Ratios data:					
Common equity tier 1 capital ratio		**14.05%**		**12.14%**	15.7%
Minimum common equity tier 1 capital ratio required		4.50%		4.50%	0.0%
Actual common equity tier 1 capital	$	627,733		594,482	5.6%
Minimum common equity tier 1 capital required	$	201,040		220,344	-8.8%
Minimum capital conservation buffer required	$	27,922		-	100.0%
Excess over regulatory requirement	$	398,770		374,138	6.6%
Risk-weighted assets	$	4,467,556		4,896,539	-8.8%
Tier 1 risk-based capital ratio		**18.35%**		**15.99%**	14.8%
Minimum tier 1 risk-based capital ratio required		6.00%		6.00%	0.0%
Actual tier 1 risk-based capital	$	819,662	$	782,912	4.7%
Minimum tier 1 risk-based capital required	$	268,053	$	293,792	-8.8%
Excess over regulatory requirement	$	551,608	$	489,120	12.8%
Risk-weighted assets	$	4,467,556	$	4,896,539	-8.8%
Total risk-based capital ratio		19.62%		17.29%	13.5%
Minimum total risk-based capital ratio required		8.00%		8.00%	13.5%
Actual total risk-based capital	$	876,657	$	846,748	0.0%
Minimum total risk-based capital required	$	357,404	$	391,723	3.5%
Excess over regulatory requirement	$	519,252	$	455,025	-8.8%
Risk-weighted assets	$	4,467,556	$	4,896,539	-8.8%
Leverage capital ratio		**12.99%**		**11.18%**	16.2%
Minimum leverage capital ratio required		4.00%		4.00%	0.0%
Actual tier 1 capital	$	819,662	$	782,912	4.7%
Minimum tier 1 capital required	$	252,344	$	280,009	-9.9%
Excess over regulatory requirement	$	567,318	$	502,903	-9.9%
Tangible common equity to total assets		**10.19%**		**8.98%**	12.8%
Tangible common equity to risk-weighted assets		**14.82%**		**13.02%**	13.5%
Total equity to total assets		**14.16%**		**12.64%**	13.8%
Total equity to risk-weighted assets		**20.60%**		**18.32%**	12.0%
Stock data:					
Outstanding common shares		43,914,844		43,867,909	0.1%
Book value per common share	$	17.18	$	16.67	3.1%
Tangible book value per common share	$	15.08	$	14.53	3.8%
Market price at end of period	$	13.10	$	7.32	79.0%
Market capitalization at end of period	$	575,284	$	321,113	79.2%

	Year Ended December 31,			
	2016	2015	Variance %	2014
Common dividend data:				
Cash dividends declared	$ 10,544	$ 15,932	-33.8%	$ 15,286
Cash dividends declared per share	$ 0.24	$ 0.36	-33.3%	$ 0.34
Payout ratio	23.30%	-97.30%	123.9%	22.67%
Dividend yield	1.83%	4.92%	-62.8%	2.04%

The following table presents a reconciliation of the Company's total stockholders' equity to tangible common equity and total assets to tangible assets at December 31, 2016, 2015 and 2014:

	December 31,		
	2016	2015	2014
	(In thousands, except share or per share information)		
Total stockholders' equity	$ 920,411	$ 897,077	$ 942,197
Preferred stock	(176,000)	(176,000)	(176,000)
Preferred stock issuance costs	10,130	10,130	10,130
Goodwill	(86,069)	(86,069)	(86,069)
Core deposit intangible	(4,260)	(5,294)	(6,463)
Customer relationship intangible	(1,900)	(2,544)	(3,280)
Total tangible common equity	**$ 662,312**	**$ 637,300**	**$ 680,515**
Total assets	6,501,824	7,099,149	7,449,109
Goodwill	(86,069)	(86,069)	(86,069)
Core deposit intangible	(4,260)	(5,294)	(6,463)
Customer relationship intangible	(1,900)	(2,544)	(3,280)
Total tangible assets	**$ 6,409,595**	**$ 7,005,242**	**$ 7,353,297**
Tangible common equity to tangible assets	**10.33%**	**9.10%**	**9.25%**
Common shares outstanding at end of period	43,914,844	43,867,909	44,613,615
Tangible book value per common share	**$ 15.08**	**$ 14.53**	**$ 15.25**

The tangible common equity ratio and tangible book value per common share are non-GAAP measures and, unlike Tier 1 capital and Common Equity Tier 1 capital, are not codified in the federal banking regulations. 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:

	December 31,		Variance
	2016	**2015**	**%**
	(Dollars in thousands)		
Risk-based capital:			
Common equity tier 1 capital	$ 627,733	$ 594,482	5.6%
Additional tier 1 capital	191,929	188,430	1.9%
Tier 1 capital	819,662	782,912	4.7%
Additional Tier 2 capital	56,995	63,836	-10.7%
Total risk-based capital	**$ 876,657**	**$ 846,748**	**3.5%**
Risk-weighted assets:			
Balance sheet items	$ 4,307,817	$ 4,742,113	-9.2%
Off-balance sheet items	159,739	154,426	3.4%
Total risk-weighted assets	**$ 4,467,556**	**$ 4,896,539**	**-8.8%**
Ratios:			
Common equity tier 1 capital (minimum required - 4.5%)	**14.05%**	**12.14%**	**15.7%**
Tier 1 capital (minimum required - 6%)	**18.35%**	**15.99%**	**14.8%**
Total capital (minimum required - 8%)	**19.62%**	**17.29%**	**13.5%**
Leverage ratio	**12.99%**	**11.18%**	**16.2%**
Equity to assets	**14.16%**	**12.64%**	**12.0%**
Tangible common equity to assets	**10.19%**	**8.98%**	**13.5%**

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 December 31, 2016 and 2015:

	December 31,		Variance
	2016	**2015**	**%**
	(Dollars in thousands)		
Oriental Bank Regulatory Capital Ratios:			
Common Equity Tier 1 Capital to Risk-Weighted Assets	**17.96%**	**15.40%**	**16.6%**
Actual common equity tier 1 capital	$ 800,544	$ 751,886	6.5%
Minimum capital requirement (4.5%)	$ 200,585	$ 219,762	-8.7%
Minimum capital conservation buffer requirement (0.625%)	$ 27,859	$ -	100.0%
Minimum to be well capitalized (6.5%)	$ 289,734	$ 317,434	-8.7%
Tier 1 Capital to Risk-Weighted Assets	**17.96%**	**15.40%**	**-8.7%**
Actual tier 1 risk-based capital	$ 800,544	$ 751,886	16.6%
Minimum capital requirement (6%)	$ 267,447	$ 293,016	6.5%
Minimum to be well capitalized (8%)	$ 356,596	$ 390,688	-8.7%
Total Capital to Risk-Weighted Assets	**19.23%**	**16.70%**	**-8.7%**
Actual total risk-based capital	$ 857,259	$ 815,458	15.1%
Minimum capital requirement (8%)	$ 356,596	$ 390,688	5.1%
Minimum to be well capitalized (10%)	$ 445,745	$ 488,360	-8.7%

Total Tier 1 Capital to Average Total Assets		**12.75%**		**10.80%**	**-8.7%**
Actual tier 1 capital	$	800,544	$	751,886	18.1%
Minimum capital requirement (4%)	$	251,200	$	278,399	6.5%
Minimum to be well capitalized (5%)	$	314,000	$	347,999	-9.8%

The Company's common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "OFG." At December 31, 2016 and 2015, the Company's market capitalization for its outstanding common stock was $575.3 million ($13.10 per share) and $321.1 million ($7.32 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:

	Price		Cash Dividend
	High	**Low**	**Per share**
2016			
December 31, 2016	$ 14.30	$ 9.56	$ 0.06
September 30, 2016	$ 11.09	$ 8.07	$ 0.06
June 30, 2016	$ 9.14	$ 6.32	$ 0.06
March 31, 2016	$ 7.32	$ 4.77	$ 0.06
2015			
December 31, 2015	$ 10.52	$ 6.39	$ 0.06
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

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. During the year ended December 31, 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 year ended December 31, 2016.

At December 31, 2016, the number of shares that may yet be purchased under the $70 million program is estimated at 590,141 and was calculated by dividing the remaining balance of $7.7 million by $13.10 (closing price of the Company common stock at December 31, 2016). The Company did not purchase any shares of its common stock other than through its publicly announced stock repurchase program during 2015.

Contractual Obligations and Commercial Commitments

As disclosed in the notes to the Company's consolidated financial statements, the Company has certain obligations and commitments to make future payments under contracts. At December 31, 2016, the aggregate contractual obligations and commercial commitments, excluding accrued interests and unamortized premiums (discounts), are as follows:

		Payments Due by Period			
	Total	**Less than 1 year**	**1 - 3 years**	**3 - 5 years**	**After 5 years**
CONTRACTUAL OBLIGATIONS:			**(In thousands)**		
Securities sold under agreements to repurchase	$ 652,229	$ 349,729	$ 302,500	$ -	$ -
Advances from FHLB	105,154	40,613	55,000	9,541	-
Subordinated capital notes	35,000	-	-	-	35,000
Annual rental commitments under noncancelable					
operating leases	38,661	7,138	13,085	18,438	-
Certificates of deposits	1,526,804	812,169	642,985	71,650	-
Total	**$ 2,357,848**	**$ 1,209,649**	**$ 1,013,570**	**$ 99,629**	**$ 35,000**

Loan commitments, which represent unused lines of credit and letters of credit provided to customers, increased to $492.9 million and $2.7 million, respectively, for 2016, as compared to $456.7 million and $1.5 million, respectively, at December 31, 2015. Commitments to extend credit are agreements to lend to customers as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates, bear variable interest rate and may require payment of a fee. Since the commitments may expire unexercised, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the customer.

Impact of Inflation and Changing Prices

The financial statements and related data presented herein (except for certain non-GAAP measures as previously indicated) have been prepared in accordance with GAAP which require the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation.

Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or with the same magnitude as the prices of goods and services since such prices are affected by inflation.

QUARTERLY FINANCIAL DATA

The following is a summary of the quarterly results of operations:

TABLE 17 — SELECTED QUARTERLY FINANCIAL DATA:

	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016	Total 2016
EARNINGS DATA:	(In thousands, except per share data)				
Interest income	$ 91,306	$ 87,908	$ 90,584	$ 86,794	$ 356,592
Interest expense	16,331	14,596	13,657	12,581	57,165
Net interest income	**74,975**	**73,312**	**76,927**	**74,213**	**299,427**
Provision for loan and lease losses	13,789	14,445	23,469	13,373	65,076
Net interest income after provision for loan and lease losses	**61,186**	**58,867**	**53,458**	**60,840**	**234,351**
Non-interest income	13,503	15,155	20,215	17,946	66,819
Non-interest expenses	54,857	53,825	54,926	52,382	215,990
Income before taxes	**19,832**	**20,197**	**18,747**	**26,404**	**85,180**
Income tax expense	5,661	5,858	3,627	10,848	25,994
Net income	**14,171**	**14,339**	**15,120**	**15,556**	**59,186**
Less: dividends on preferred stock	(3,465)	(3,466)	(3,465)	(3,466)	(13,862)
Income available to common shareholders	**$ 10,706**	**$ 10,873**	**$ 11,655**	**$ 12,090**	**$ 45,324**
PER SHARE DATA:					
Basic	**$** 0.24	**$** 0.25	**$** 0.27	**$** 0.28	**$** 1.03
Diluted	**$** 0.24	**$** 0.25	**$** 0.26	**$** 0.27	**$** 1.03

	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015	Total 2015
EARNINGS DATA:	(In thousands, except per share data)				
Interest income	$ 107,001	$ 99,413	$ 107,247	$ 92,907	$ 406,568
Interest expense	17,366	17,121	17,424	17,285	69,196
Net interest income	**89,635**	**82,292**	**89,823**	**75,622**	**337,372**
Provision for loan and lease losses	42,193	15,539	51,579	52,190	161,501
Total provision for loan and lease losses, net	**42,193**	**15,539**	**51,579**	**52,190**	**161,501**
Net interest income after provision for loan and lease losses	**47,442**	**66,753**	**38,244**	**23,432**	**175,871**

Non-interest income		6,881		(4,656)		35,977		14,270		52,472
Non-interest expenses		56,332		64,437		69,090		58,542		248,401
(Loss) income before taxes		**(2,009)**		**(2,340)**		**5,131**		**(20,840)**		**(20,058)**
Income tax expense (benefit)		979		769		562		(19,864)		(17,554)
Net (loss) income		**(2,988)**		**(3,109)**		**4,569**		**(976)**		**(2,504)**
Less: dividends on preferred stock		(3,465)		(3,466)		(3,465)		(3,466)		(13,862)
(Loss) income available to common shareholders	**$**	**(6,453)**	**$**	**(6,575)**	**$**	**1,104**	**$**	**(4,442)**	**$**	**(16,366)**
PER SHARE DATA:										
Basic	**$**	(0.14)	**$**	(0.15)	**$**	0.03	**$**	(0.10)	**$**	(0.37)
Diluted	**$**	(0.14)	**$**	(0.15)	**$**	0.03	**$**	(0.10)	**$**	(0.37)

ITEM 7A. ***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 December 31, 2016 for the most likely scenario, assuming a one-year time horizon:

	Net Interest Income Risk (one year projection)					
	Static Balance Sheet			Growing Simulation		
		Amount Change	Percent Change		Amount Change	Percent Change
Change in interest rate	(Dollars in thousands)					
+ 200 Basis points	$	8,602	3.20%	$	10,637	4.01%
+ 100 Basis points	$	4,363	1.63%	$	5,378	2.03%
- 50 Basis points	$	(1,941)	-0.72%	$	(2,428)	-0.91%

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 December 31, 2016.

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 10 to the accompanying consolidated financial statements for further information concerning the Company's derivative activities.

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

Interest rate swaps — The Company entered into hedge-designated swaps to hedge the variability of future interest cash flows of forecasted wholesale borrowings attributable to changes in the one-month LIBOR rate. Once the forecasted wholesale borrowings transactions occurred, the interest rate swap effectively fixes the Company's interest payments on an amount of forecasted interest expense attributable to the one-month LIBOR rate corresponding to the swap notional stated rate. A derivative liability of $1.0 million (notional amount of $36.6 million) was recognized at December 31, 2016 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 December 31, 2016, interest rate swaps offered to clients not designated as hedging instruments represented a derivative asset of $1.2 million (notional amounts of $12.5 million), and the mirror-image interest rate swaps in which the Company entered into represented a derivative liability of $1.2 million (notional amounts of $12.5 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 December 31, 2016, the Company had $36.6 million in interest rate swaps at an average rate of 2.4% designated as cash flow hedges for $36.6 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 ten years, due to a shrinking population, a protracted economic recession, a housing sector that remains under pressure, the Puerto Rico government's fiscal and liquidity crisis, and the payment defaults on various Puerto Rico government bonds, with severe austerity measures expected for the Puerto Rico government to be able to restructure its debts under the supervision of a federally created Fiscal Oversight Board.

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 Risk Committee, composed of its Chief Executive Officer, Chief Financial 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. The Company has selectively reduced its use of certain wholesale funding sources, such as repurchase agreements and brokered deposits. As of December 31, 2016, the Company had $652.2 million in repurchase agreements, excluding accrued interest, and $576.4 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.

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 December 31, 2016, the Company had approximately $510.4 million in unrestricted cash and cash equivalents, $648.1 million in investment securities that are not pledged as collateral, $1.243 billion in borrowing capacity at the FHLB-NY.

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 risks, 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, fiscal 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 8. ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

OFG Bancorp

FORM 10-K

FINANCIAL DATA INDEX

OFG Bancorp

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Board of Directors and stockholders of OFG Bancorp:

The management of OFG Bancorp (the "Company") is responsible for establishing and maintaining effective internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, and for the assessment of internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

The Company's internal control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As called for by Section 404 of the Sarbanes-Oxley Act of 2002, management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016. Management made its assessment using the criteria set forth in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Criteria").

Based on its assessment, management has concluded that the Company maintained effective internal control over financial reporting as of December 31, 2016 based on the COSO Criteria.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2016, has been audited by KPMG LLP, the Company's independent registered public accounting firm, as stated in their report dated March 10, 2017.

By: */s/ José Rafael Fernández*	By: */s/ Ganesh Kumar*
José Rafael Fernández	*Ganesh Kumar*
President and Chief Executive Officer	*Executive Vice President and Chief Financial Officer*

Date: March 10, 2017 Date: March 10, 2017

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders

OFG Bancorp:

We have audited the accompanying consolidated statements of financial condition of OFG Bancorp and subsidiaries (the Company) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of OFG Bancorp and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), OFG Bancorp and its subsidiaries' internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 10, 2017 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

San Juan, Puerto Rico

March 10, 2017

Stamp No. E256118 of the Puerto Rico

Society of Certified Public Accountants

was affixed to the record copy of this report.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

OFG Bancorp:

We have audited OFG Bancorp and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, OFG Bancorp and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial condition of OFG Bancorp and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, changes in comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and our report dated March 10, 2017, expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

San Juan, Puerto Rico

March 10, 2017

Stamp No. E256119 of the Puerto Rico

Society of Certified Public Accountants

was affixed to the record copy of this report.

OFG BANCORP

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

AS OF DECEMBER 31, 2016 AND 2015

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 $667 (December 31, 2015 - $667)	
Investment securities available-for-sale, at fair value, with amortized cost of $749,867 (December 31, 2015 - $955,646)	
Investment securities held-to-maturity, at amortized cost, with fair value of $592,763 (December 31, 2015 - $614,679)	
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 $115,937 (December 31, 2015 - $234,131)	
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 24)	
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 shares; 1,380,000 shares; and 960,000 shares) $25 liquidation value	
84,000 shares of Series C issued and outstanding (December 31, 2015 - 84,000 shares); $1,000 liquidation value	
Common stock, $1 par value; 100,000,000 shares authorized; 52,625,869 shares issued: 43,914,844 shares outstanding (December 31, 2015 - 52,625,869; 43,867,909)	
Additional paid-in capital	
Legal surplus	
Retained earnings	
Treasury stock, at cost, 8,711,025 shares (December 31, 2015 - 8,757,960 shares)	
Accumulated other comprehensive income, net of income taxes of $983 (December 31, 2015 -$544)	
Total stockholders' equity	
Total liabilities and stockholders' equity	$

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

OFG BANCORP

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	Year Ended December 3		
	2016	**2015**	**201**
	(In thousands, except pe share data)		
Interest income:			
Loans	$ 321,945	$ 367,622	$ 435
Mortgage-backed securities	30,522	35,338	44
Investment securities and other	4,125	3,608	4
Total interest income	**356,592**	**406,568**	**485**
Interest expense:			
Deposits	29,253	27,034	33
Securities sold under agreements to repurchase	18,805	29,567	29
Advances from FHLB and other borrowings	6,186	9,072	9
Subordinated capital notes	2,921	3,523	3
Total interest expense	**57,165**	**69,196**	**76**
Net interest income	**299,427**	**337,372**	**408**
Provision for loan and lease losses, net	65,076	161,501	60
Net interest income after provision for loan and lease losses	**234,351**	**175,871**	**347**
Non-interest income:			
Banking service revenue	41,647	41,466	40
Wealth management revenue	27,433	29,040	29
Mortgage banking activities	5,021	6,128	7
Total banking and financial service revenues	**74,101**	**76,634**	**77**
Other-than-temporary impairment losses on investment securities	-	(4,662)	
Portion of losses recognized in other comprehensive income (loss), before taxes	-	3,172	
Net impairment losses recognized in earnings	-	(1,490)	
FDIC shared-loss expense, net	(13,581)	(42,808)	(65,
Reimbursement from FDIC shared-loss coverage in sale of loans and foreclosed real estate	-	20,000	
Net gain (loss) on:			
Sale of securities	12,207	2,572	4
Derivatives	(71)	(190)	(
Early extinguishment of debt	(12,000)	-	
Other non-interest income (loss)	6,163	(2,246)	1
Total non-interest income, net	**66,819**	**52,472**	**17**
Non-interest expense:			
Compensation and employee benefits	76,934	79,172	85
Professional and service fees	14,935	16,217	15
Occupancy and equipment	30,966	34,186	34
Insurance	9,109	9,567	8
Electronic banking charges	20,707	21,893	19
Information technology expenses	7,116	5,648	6
Advertising, business promotion, and strategic initiatives	5,485	6,452	7

Foreclosure, repossession and other real estate expenses	15,702	37,522	25
Loan servicing and clearing expenses	8,068	9,075	7
Taxes, other than payroll and income taxes	9,782	9,460	14
Communication	2,715	3,086	3
Printing, postage, stationary and supplies	2,557	2,575	2
Director and investor relations	1,086	1,091	1
Other	10,828	12,457	11
Total non-interest expense	**215,990**	**248,401**	**242**
Income (loss) before income taxes	**85,180**	**(20,058)**	**122**
Income tax expense (benefit)	25,994	(17,554)	37
Net income (loss)	**59,186**	**(2,504)**	**85**
Less: dividends on preferred stock	(13,862)	(13,862)	(13,
Income (loss) available to common shareholders	**$ 45,324**	**$ (16,366)**	**$ 71**
Earnings (loss) per common share:			
Basic	**$ 1.03**	**$ (0.37)**	**$**
Diluted	**$ 1.03**	**$ (0.37)**	**$**
Average common shares outstanding and equivalents	**51,088**	**51,455**	**52**
Cash dividends per share of common stock	**$ 0.24**	**$ 0.36**	**$**

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

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OFG BANCORP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	Year Ended December 31,		
	2016	2015	2014
	(In thousands)		
Net income (loss)	**$ 59,186**	**$ (2,504)**	**$ 85,181**
Other comprehensive (loss) income before tax:			
Unrealized (loss) gain on securities available-for-sale	(5,023)	(8,814)	19,843
Realized gain on investment securities included in net income (loss)	(12,207)	(2,572)	(4,366)
Other-than-temporary impairment on investment securities included in net income (loss)	-	1,490	-
Unrealized gain on cash flow hedges	3,303	4,278	2,322
Other comprehensive (loss) income before taxes	**(13,927)**	**(5,618)**	**17,799**
Income tax effect	1,526	(96)	(1,279)
Other comprehensive (loss) income after taxes	**(12,401)**	**(5,714)**	**16,520**
Comprehensive income (loss)	**$ 46,785**	**$ (8,218)**	**$ 101,701**

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

OFG BANCORP

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	Year Ended December 31, 2016	2015 (In thousands)	2014
Preferred stock:			
Balance at beginning of year	$ 176,000	$ 176,000	$ 176,000
Balance at end of year	**176,000**	**176,000**	**176,000**
Common stock:			
Balance at beginning of year	52,626	52,626	52,707
Exercised stock options	-	-	55
Reclassification to treasury stock	-	-	(136)
Balance at end of year	**52,626**	**52,626**	**52,626**
Additional paid-in capital:			
Balance at beginning of year	540,512	539,311	538,071
Stock-based compensation expense	1,270	1,637	1,036
Exercised stock options	-	-	591
Lapsed restricted stock units	(834)	(436)	(387)
Balance at end of year	**540,948**	**540,512**	**539,311**
Legal surplus:			
Balance at beginning of year	70,435	70,467	61,957
Transfer from (to) retained earnings	5,858	(32)	8,510
Balance at end of year	**76,293**	**70,435**	**70,467**
Retained earnings:			
Balance at beginning of year	148,886	181,152	133,629
Net income (loss)	59,186	(2,504)	85,181
Cash dividends declared on common stock	(10,544)	(15,932)	(15,286)
Cash dividends declared on preferred stock	(13,862)	(13,862)	(13,862)
Transfer to (from) legal surplus	(5,858)	32	(8,510)
Balance at end of year	**177,808**	**148,886**	**181,152**
Treasury stock:			
Balance at beginning of year	(105,379)	(97,070)	(80,642)
Stock repurchased	-	(8,950)	(16,948)
Lapsed restricted stock units	519	641	384
Reclassification from common stock	-	-	136
Balance at end of year	**(104,860)**	**(105,379)**	**(97,070)**
Accumulated other comprehensive income, net of tax:			
Balance at beginning of year	13,997	19,711	3,191
Other comprehensive (loss) income, net of tax	(12,401)	(5,714)	16,520
Balance at end of year	**1,596**	**13,997**	**19,711**
Total stockholders' equity	**$ 920,411**	**$ 897,077**	**$ 942,197**

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

OFG BANCORP

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

	Year Ended December 31,		
	2016	**2015**	**201**
	(In thousands)		
Cash flows from operating activities:			
Net income (loss)	$ **59,186**	$ **(2,504)**	$ **85**
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Amortization of deferred loan origination fees, net of costs	3,509	3,396	2
Amortization of fair value premiums, net of discounts, on acquired loans	39	3,106	12
Amortization of investment securities premiums, net of accretion of discounts	8,540	12,109	3
Amortization of core deposit and customer relationship intangibles	1,677	1,906	2
Amortization of fair value premiums on acquired deposits	340	660	4
FDIC shared-loss expense, net	13,581	42,808	65
Other-than-temporary impairment on securities	-	1,490	
Other	-	-	
Depreciation and amortization of premises and equipment	9,420	11,100	10
Deferred income tax expense (benefit), net	23,226	(37,329)	24
Provision for loan and lease losses, net	65,076	161,501	60
Stock-based compensation	1,270	1,637	1
(Gain) loss on:			
Sale of securities	(12,207)	(2,572)	(4,
Sale of mortgage loans held-for-sale	(1,570)	(3,135)	(5,
Derivatives	181	(81)	
Early extinguishment of debt	12,000	-	
Foreclosed real estate	11,934	33,998	9
Sale of other repossessed assets	(1,623)	4,828	6
Sale of premises and equipment	12	192	
Originations of loans held-for-sale	(179,430)	(211,352)	(176,
Proceeds from sale of mortgage loans held-for-sale	69,862	102,383	96
Net (increase) decrease in:			
Trading securities	(59)	1,306	
Accrued interest receivable	410	708	(2,
Servicing assets	(2,403)	610	(
Other assets	(7,941)	(14,849)	11
Net increase (decrease) in:			
Accrued interest on deposits and borrowings	(862)	(250)	(1,
Accrued expenses and other liabilities	4,344	(14,584)	(33,
Net cash provided by operating activities	**78,512**	**97,082**	**175**
Cash flows from investing activities:			
Purchases of:			
Investment securities available-for-sale	(119,544)	(1,939)	(219,
Investment securities held-to-maturity	(86,478)	(499,317)	(166,
FHLB stock	(20,421)	-	(86,

Maturities and redemptions of:			
Investment securities available-for-sale	145,512	238,003	490
Investment securities held-to-maturity	101,965	39,310	3
FHLB stock	30,411	386	89
Proceeds from sales of:			
Investment securities available-for-sale	300,483	103,831	214
Foreclosed real estate and other repossessed assets, including write-offs	46,358	74,940	54
Proceeds from sale of loans held-for-investment	1,149	42,110	9
Proceeds from sale of loans held-for-sale	123,137	-	
Premises and equipment	48	-	
Mortgage servicing rights	-	5,927	
Origination and purchase of loans, excluding loans held-for-sale	(768,353)	(802,572)	(739,
Principal repayment of loans, including covered loans	817,199	861,891	751
Reimbursements from the FDIC on shared-loss agreements, net of repayments	1,573	90,697	32
Additions to premises and equipment	(5,297)	(5,283)	(7,
Net change in securities purchased under agreements to resell	-	-	60
Net change in restricted cash	319	5,058	73
Net cash provided by investing activities	**568,061**	**153,042**	**559**

OFG BANCORP

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015 – (CONTINUED)

	Year Ended December 31,		
	2016	2015	2014
	(In thousands)		
Cash flows from financing activities:			
Net increase (decrease) in:			
Deposits	(61,078)	(198,052)	(450,976)
Securities sold under agreements to repurchase	(292,264)	(45,315)	(287,184)
FHLB advances, federal funds purchased, and other borrowings	(228,633)	(4,155)	(1,469)
Subordinated capital notes	(66,550)	1,049	1,574
Exercise of stock options and restricted units lapsed, net	(315)	204	643
Purchase of treasury stock	-	(8,950)	(16,948)
Dividends paid on preferred stock	(13,862)	(13,862)	(13,862)
Dividends paid on common stock	(10,141)	(17,761)	(14,479)
Net cash used in financing activities	**$ (672,843)**	**$ (286,842)**	**$ (782,701)**
Net change in cash and cash equivalents	**(26,270)**	**(36,718)**	**(47,842)**
Cash and cash equivalents at beginning of year	536,709	573,427	621,269
Cash and cash equivalents at end of year	**$ 510,439**	**$ 536,709**	**$ 573,427**
Supplemental Cash Flow Disclosure and Schedule of Non-cash Activities:			
Interest paid	$ 56,302	$ 67,766	$ 81,506
Income taxes paid	$ 10,051	$ 13,966	$ 7,114
Mortgage loans securitized into mortgage-backed securities	$ 112,071	$ 116,319	$ 95,909
Transfer from loans to foreclosed real estate and other repossessed assets	$ 45,538	$ 67,345	$ 85,459
Reclassification of loans held-for-investment portfolio to held-for-sale portfolio	$ 123,137	$ 3,445	$ 5,202
Reclassification of loans held-for-sale portfolio to held-for-investment portfolio	$ 182	$ 156	$ 25,801

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

OFG BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of OFG Bancorp (the "Company") conform with U.S. generally accepted accounting principles ("GAAP") and to banking industry practices. The following is a description of the Company's most significant accounting policies:

Nature of Operations

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, LLC ("Oriental Insurance"), and a retirement plan administrator, Oriental Pension Consultants, Inc. ("OPC"). The Company also has a special purpose entity, Oriental Financial (PR) Statutory Trust II (the "Statutory Trust II"). 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, leasing, auto loans, financial planning, insurance sales, money management and investment banking and brokerage services, as well as corporate and individual trust services.

The main offices of the Company and its subsidiaries are located in San Juan, Puerto Rico, except for OPC, which is located in Boca Raton, Florida. The Company is subject to supervision and regulation by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") under the U.S. Bank Holding Company Act of 1956, as amended, and the Dodd-Frank Act.

The Bank is subject to the supervision, examination and regulation of the Office of the Commissioner of Financial Institutions of Puerto Rico ("OCFI") and the Federal Deposit Insurance Corporation ("FDIC"). The Bank offers banking services such as commercial and consumer lending, leasing, auto loans, savings and time deposit products, financial planning, and corporate and individual trust services, and capitalizes on its commercial banking network to provide mortgage lending products to its clients. Oriental International Bank Inc. ("OIB"), a wholly-owned subsidiary of the Bank, and Oriental Overseas, a division of the Bank, are international banking entities licensed pursuant to International Banking Center Regulatory Act of Puerto Rico, as amended. OIB and Oriental Overseas offer the Bank certain Puerto Rico tax advantages. Their activities are limited under Puerto Rico law to persons located in Puerto Rico with assets/liabilities located outside of Puerto Rico.

Oriental Financial Services is a securities broker-dealer and is subject to the supervision, examination and regulation of the Financial Industry Regulatory Authority ("FINRA"), the SEC, and the OCFI. Oriental Financial Services is also a member of the Securities Investor Protection Corporation. Oriental Insurance is an insurance agency and is subject to the supervision, examination and regulation of the Office of the Commissioner of Insurance of Puerto Rico.

The Company's mortgage banking activities are conducted through a division of the Bank. The mortgage banking activities include the origination of mortgage loans for the Bank's own portfolio, and the sale of loans directly in the secondary market or the securitization of conforming loans into mortgage-backed securities. The Bank originates Federal Housing Administration ("FHA") insured and Veterans Administration ("VA") guaranteed mortgages that are primarily securitized for issuance of Government National Mortgage Association ("GNMA") mortgage-backed securities which can be resold to individual or institutional investors in the secondary market. Conventional loans that meet the underwriting requirements for sale or exchange under certain Federal National Mortgage Association ("FNMA") or Federal Home Loan Mortgage Corporation ("FHLMC") programs are referred to as conforming mortgage loans and are also securitized for issuance of FNMA or FHLMC mortgage-backed securities. The Bank is an approved seller of FNMA, as well as FHLMC, mortgage loans for issuance of FNMA and FHLMC mortgage-backed securities. The Bank is also an approved issuer of GNMA mortgage-backed securities. The Bank is the master servicer of the GNMA, FNMA and FHLMC pools that it issues and of its mortgage loan portfolio, and has a subservicing arrangement with a third party for a portion of its acquired loan portfolio. During 2016, the Company began servicing most of its mortgage loan portfolio.

On December 18, 2012, the Company purchased from Banco Bilbao Vizcaya Argentaria, S. A. ("BBVA"), all of the outstanding common stock of each of (i) BBVAPR Holding Corporation ("BBVAPR Holding"), the sole shareholder of Banco Bilbao Vizcaya Argentaria Puerto Rico ("BBVAPR Bank"), a Puerto Rico chartered commercial bank, and BBVA Seguros, Inc. ("BBVA Seguros"), a subsidiary offering insurance services, and (ii) BBVA Securities of Puerto Rico, Inc. ("BBVA Securities"), a registered broker-dealer. This transaction is referred to as the "BBVAPR Acquisition" and BBVAPR Holding, BBVAPR Bank, BBVA Seguros and BBVA Securities are collectively referred to as the "BBVAPR Companies" or "BBVAPR."

OFG BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The Statutory Trust II is exempt from the consolidation requirements of generally accepted accounting principles in the United States ("GAAP").

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of revenue and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate mainly to the determination of the allowance for loan and lease losses, the valuation of securities and derivative instruments, revisions to expected cash flows in acquired loans, accounting for the indemnification asset, the valuation of the true up payment obligation, the determination of income taxes, other-than-temporary impairment of securities, and goodwill valuation and impairment assessment.

Cash Equivalents

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.

Earnings (Loss) per Common Share

Basic earnings (loss) per share is calculated by dividing income (loss) available to common shareholders (net income (loss) reduced (increased) by dividends on preferred stock) by the weighted average of outstanding common shares. Diluted earnings (loss) per share is similar to the computation of basic earnings (loss) per share except that the weighted average of common shares is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares underlying stock options and restricted units had been issued, assuming that proceeds from exercise are used to repurchase shares in the market (treasury stock method). Any stock splits and dividends are retroactively recognized in all periods presented in the consolidated financial statements.

Securities Purchased/Sold Under Agreements to Resell/Repurchase

The Company purchases securities under agreements to resell the same or similar securities. Amounts advanced under these agreements represent short-term loans and are reflected as assets in the consolidated statements of financial condition. It is the Company's policy to take possession of securities purchased under resale agreements while the counterparty retains effective control over the securities. The Company monitors the fair value of the underlying securities as compared to the related receivable, including accrued interest, and requests additional collateral when deemed appropriate.

The Company also sells securities under agreements to repurchase the same or similar securities. The Company retains effective control over the securities sold under these agreements. Accordingly, such agreements are treated as financing arrangements, and the obligations to repurchase the securities sold are reflected as liabilities. The securities underlying the financing agreements remain included in the asset accounts. The counterparty to repurchase agreements generally has the right to repledge the securities received as collateral.

Investment Securities

Securities are classified as held-to-maturity, available-for-sale or trading. Securities for which the Company has the intent and ability to hold until maturity are classified as held-to-maturity and are carried at amortized cost. Securities that might be sold prior to maturity because of interest rate changes to meet liquidity needs or to better match the repricing characteristics of funding sources are classified as available-for-sale. These securities are reported at fair value, with unrealized gains and losses excluded from earnings and reported net of tax in other comprehensive income (loss).

The Company classifies as trading those securities that are acquired and held principally for the purpose of selling them in the near future. These securities are carried at fair value with realized and unrealized changes in fair value included in earnings in the period in which the changes occur.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company's investment in the Federal Home Loan Bank ("FHLB") of New York stock, a restricted security, has no readily determinable fair value and can only be sold back to the FHLB-NY at cost. Therefore, these stock shares are deemed to be nonmarketable equity securities and are carried at cost.

Premiums and discounts are amortized to interest income over the life of the related securities using the interest method. Net realized gains or losses on sales of investment securities and unrealized gains and losses valuation adjustments considered other than temporary, if any, on securities classified as either available-for-sale or held-to-maturity are reported separately in the statements of operations. The cost of securities sold is determined by the specific identification method.

Financial Instruments

Certain financial instruments, including derivatives, trading securities and investment securities available-for-sale, are recorded at fair value and unrealized gains and losses are recorded in other comprehensive income (loss) or as part of non-interest income, as appropriate. Fair values are based on listed market prices, if available. If listed market prices are not available, fair value is determined based on other relevant factors, including price quotations for similar instruments. The fair values of certain derivative contracts are derived from pricing models that consider current market and contractual prices for the underlying financial instruments as the well as time value and yield curve or volatility factors underlying the positions.

The Company determines the fair value of its financial instruments based on the fair value measurement framework, which establishes a fair value hierarchy that prioritizes the inputs of valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 — Level 1 assets and liabilities include equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include (i) mortgage-backed securities for which the fair value is estimated based on valuations obtained from third-party pricing services for identical or comparable assets, (ii) debt securities with quoted prices that are traded less frequently than exchange-traded instruments and (iii) derivative contracts and financial liabilities whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models for which the determination of fair value requires significant management judgment or estimation.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Impairment of Investment Securities

The Company conducts periodic reviews to identify and evaluate each investment in an unrealized loss position for other-than-temporary impairment. The Company separates the amount of total impairment into credit and noncredit-related amounts. The term “other-than-temporary impairment” is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Any portion of a decline in value associated with a credit loss is recognized in income, while the remaining noncredit-related component is 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 it to 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.”

The Company’s review for impairment generally entails, but is not limited to:

- the identification and evaluation of investments that have indications of possible other-than-temporary impairment;
- the analysis of individual investments that have fair values less than amortized cost, including consideration of the length of time the investment has been in an unrealized loss position, and the expected recovery period;
- the financial condition of the issuer or issuers;
- the creditworthiness of the obligor of the security;
- actual collateral attributes;
- any rating changes by a rating agency;
- current analysts’ evaluations;
- the payment structure of the debt security and the likelihood of the issuer being able to make payments;
- current market conditions;
- adverse conditions specifically related to the security, industry, or a geographic area;
- the Company’s intent to sell the debt security;
- whether it is more-likely-than-not that the Company will be required to sell the debt security before its anticipated recovery; and

- other qualitative factors that could support or not an other-than-temporary impairment.

Derivative Instruments and Hedging Activities

The Company’s overall interest rate risk-management strategy 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 rate risk-management strategy include interest rate swaps, caps, 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 exchange-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.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

When using derivative instruments, the Company exposes itself to credit and market risk. If a counterparty fails to fulfill its performance obligations under a derivative contract due to insolvency or any other event of default, the Company’s credit risk will equal the fair value gain in a derivative plus any cash or securities that may have been delivered to the counterparty as part of the transaction terms. Generally, when the fair value of a derivative contract is positive, this indicates that the counterparty owes the Company, thus creating a repayment risk for the Company. This risk is generally mitigated by requesting cash or securities from the counterparty to cover the positive fair value. When the fair value of a derivative contract is negative, the Company owes the counterparty and, therefore, assumes no credit risk other than to the extent that the cash or value of the collateral delivered as part of the transactions exceeds the fair value of the derivative. The Company minimizes the credit (or repayment) risk in derivative instruments by entering into transactions with high-quality counterparties.

The Company uses forward-settlement swaps to hedge the variability of future interest cash flows of forecasted wholesale borrowings attributable to changes in LIBOR. Once the forecasted wholesale borrowing transactions occur, the interest rate swap will effectively lock-in the Company’s interest rate payments on an amount of forecasted interest expense attributable to the one-month LIBOR corresponding to the swap notional amount. By employing this strategy, the Company minimizes its exposure to volatility in LIBOR.

As part of this hedging strategy, the Company formally documents all relationships between hedging instruments and hedged items, as the well as its risk-management objective and strategy for undertaking various hedging transactions. This process includes linking all derivatives that are designated as cash flow hedges to (i) specific assets and liabilities on the balance sheet or (ii) specific firm commitments or forecasted transactions. The Company also formally assesses (both at the hedge’s inception and on an ongoing basis) whether the derivatives that are used in hedging transactions have been highly effective in offsetting changes in the fair value or cash flows of hedged items and whether those derivatives may be expected to remain highly effective in future periods. The changes in fair value of the forward-settlement swaps are recorded in accumulated other comprehensive income (loss) to the extent there is no significant ineffectiveness.

The Company discontinues hedge accounting prospectively when (i) it determines that the derivative is no longer effective in offsetting changes in the cash flows of a hedged item (including hedged items such as firm commitments or forecasted transactions); (ii) the derivative expires or is sold, terminated, or exercised; (iii) it is no longer probable that the forecasted transaction will occur; (iv) a hedged firm commitment no longer meets the definition of a firm commitment; or (v) management determines that designating the derivative as a hedging instrument is no longer appropriate or desired.

The Company’s derivative activities are monitored by its Asset/Liability Management Committee which is also responsible for approving hedging strategies that are developed through its analysis of data derived from financial simulation models and other internal and industry sources. The resulting hedging strategies are then incorporated into the Company's overall interest rate risk-management.

Off-Balance Sheet Instruments

In the ordinary course of business, the Company enters into off-balance sheet instruments consisting of commitments to extend credit, further discussed in Note 24 hereto. Such financial instruments are recorded in the financial statements when these are funded or related fees are incurred or received. The Company periodically evaluates the credit risks inherent in these commitments and establishes accruals for such risks if and when these are deemed necessary.

Mortgage Banking Activities and Loans Held-For-Sale

The residential mortgage loans reported as held-for-sale are stated at the lower of cost or fair value, cost being determined on the outstanding loan balance less unearned income, and fair value determined in the aggregate. Net unrealized losses are recognized through a valuation allowance by charges to income. Realized gains or losses on these loans are determined using the specific identification method. Loans held-for-sale include all conforming mortgage loans originated and purchased, which from time to time the Company sells to other financial institutions or securitizes conforming mortgage loans into GNMA, FNMA and FHLMC pass-through certificates.

Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities

The Company recognizes the financial and servicing assets it controls and the liabilities it has incurred, derecognizes financial assets when control has been surrendered, and derecognizes liabilities when extinguished.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company is not engaged in sales of mortgage loans and mortgage-backed securities subject to recourse provisions except for those provisions that allow for the repurchase of loans as a result of a breach of certain representations and warranties other than those related to the credit quality of the loans included in the sale transactions.

The transfer of an entire financial asset, a group of entire financial assets, or a participating interest in an entire financial asset in which the Company surrenders control over the assets is accounted for as a sale if all of the following conditions set forth in Accounting Standards Codification ("ASC") Topic 860 are met: (i) the assets must be isolated from creditors of the transferor, (ii) the transferee must obtain the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (iii) the transferor cannot maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. When the Company transfers financial assets and the transfer fails any one of these criteria, the Company is prevented from derecognizing the transferred financial assets and the transaction is accounted for as a secured borrowing. For federal and Puerto Rico income tax purposes, the Company treats the transfers of loans which do not qualify as “true sales” under the applicable accounting guidance, as sales, recognizing a deferred tax asset or liability on the transaction. For transfers of financial assets that satisfy the conditions to be accounted for as sales, the Company derecognizes all assets sold; recognizes all assets obtained and liabilities incurred in consideration as proceeds of the sale, including servicing assets and servicing liabilities, if applicable; initially measures at fair value assets obtained and liabilities incurred in a sale; and recognizes in earnings any gain or loss on the sale. The guidance on transfer of financial assets requires a true sale analysis of the treatment of the transfer under state law as if the Company was a debtor under the bankruptcy code. A true sale legal analysis includes several legally relevant factors, such as the intent of the parties, the nature and level of recourse to the transferor, and the nature of retained interests in the loans sold. The analytical conclusion as to a true sale is never absolute and unconditional, but contains qualifications based on the inherent equitable powers of a bankruptcy court, as well as the unsettled state of the common law. Once the legal isolation test has been met, other factors concerning the nature and extent of the transferor’s control over the transferred assets are taken into account in order to determine whether derecognition of assets is warranted.

When the Company sells or securitizes mortgage loans, it generally makes customary representations and warranties regarding the characteristics of the loans sold. Conforming conventional mortgage loans are combined into pools which are exchanged for FNMA and GNMA mortgage-backed securities, which are generally sold to private investors, or sold directly to FNMA or other private investors for cash. To the extent the loans do not meet the specified characteristics, investors are generally entitled to require the Company to repurchase such loans or indemnify the investor against losses if the assets do not meet certain guidelines. GNMA programs allow financial institutions to buy back individual delinquent mortgage loans that meet certain criteria from the securitized loan pool for which the Company provides servicing. At the Company’s option and without GNMA prior authorization, the Company may repurchase such delinquent loans for an amount equal to 100% of the loan’s remaining principal balance. This buy-back option is considered a conditional option until the delinquency criteria is met, at which time the option becomes unconditional. When the loans backing a GNMA security are initially securitized, the Company treats the transaction as a sale for accounting purposes because the conditional nature of the buy-back option means that the Company does not maintain effective control over the loans, and therefore these are derecognized from the statement of financial condition. When individual loans later meet GNMA’s specified delinquency criteria and are eligible for repurchase, the Company is deemed to have regained effective control over these loans, and these must be brought back onto the Company’s books as assets, regardless of whether the Company intends to exercise the buy-back option. Quality review procedures are performed by the Company as required under the government agency programs to ensure that asset guideline qualifications are met. The Company has not recorded any specific contingent liability in the consolidated financial statements for these customary representation and warranties related to loans sold by the Company, and management believes that, based on historical data, the probability of payments and expected losses under these representation and warranty arrangements is not significant.

As part of the BBVAPR Acquisition, on December 18, 2012, the Company assumed a liability for residential mortgage loans sold by BBVAPR subject to credit recourse, principally loans associated with FNMA residential mortgage loan sales and securitization programs. In the event of any customer default, 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 in the event of nonperformance by the borrowers is equivalent to the total outstanding balance of the residential mortgage loans serviced with recourse and interest, if applicable. In the event of nonperformance by the borrower, the Company has rights to the underlying collateral securing the mortgage loan. The Company suffers ultimate losses on these loans when the proceeds from a foreclosure sale of the property underlying a defaulted mortgage loan are less than the outstanding principal balance of the loan plus any uncollected interest advanced and the costs of holding and disposing the related property. The Company has established a liability to cover the estimated credit loss exposure related to loans sold with credit recourse.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The estimated losses to be absorbed under the credit recourse arrangements are recorded as a liability when the loans are sold or credit recourse is assumed as part of acquired servicing rights, and are updated by accruing or reversing expense (categorized in the line item "mortgage banking activities" in the consolidated statements of operations) throughout the life of the loan, as necessary, when additional relevant information becomes available. The methodology used to estimate the recourse liability is a function of the recourse arrangements given and considers a variety of factors, which include actual defaults and historical loss experience, foreclosure rate, estimated future defaults and the probability that a loan would be delinquent. Statistical methods are used to estimate the recourse liability. 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 90 days delinquent within the following twelve-month period.

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. 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 and reports changes in fair value of servicing asset in the statement of operations in the period in which the changes occur, and includes these changes, if any, with mortgage banking activities in the consolidated statement 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.

Loans and Leases

<u>*Originated and Other Loans and Leases Held in Portfolio*</u>

Loans the Company originates and intends to hold in portfolio are stated at the principal amount outstanding, adjusted for unamortized deferred fees and costs which are amortized to interest income over the expected life of the loan using the interest method. The Company discontinues accrual of interest on originated loans after payments become more than 90 days past due or earlier if the Company does not expect the full collection of principal or interest. The delinquency status is based upon the contractual terms of the loans.

Loans for which the recognition of interest income has been discontinued are designated as non-accruing. Collections are accounted for on the cash method thereafter, until qualifying to return to accrual status. Such loans are not reinstated to accrual status until interest is received on a current basis and other factors indicative of doubtful collection cease to exist. The determination as to the ultimate collectability of the loan's balance may involve management's judgment in the evaluation of the borrower's financial condition and prospects for repayment.

The Company follows a systematic methodology to establish and evaluate the adequacy of the allowance for loan and lease losses to provide for inherent losses in the loan portfolio. This methodology includes the consideration of factors such as economic conditions, portfolio risk characteristics, prior loss experience, and results of periodic credit reviews of individual loans. The provision for loan and lease losses charged to current operations is based on such methodology. Loan and lease losses are charged and recoveries are credited to the allowance for loan and lease losses on originated and other loans.

Larger commercial loans that exhibit potential or observed credit weaknesses are subject to individual review and grading. Where appropriate, allowances are allocated to individual loans based on management's estimate of the borrower's ability to repay the loan given the availability of collateral, other sources of cash flow, and legal options available to the Company.

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Included in the review of individual loans are those that are impaired. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or as a practical expedient, at the observable market price of the loan or the fair value of the collateral, if the loan is collateral dependent. Loans are individually evaluated for impairment, except large groups of small balance homogeneous loans that are collectively evaluated for impairment and loans that are recorded at fair value or at the lower of cost or fair value. The Company measures for impairment all commercial loans over $250 thousand (i) that are either over 90 days past due or adversely classified, (ii) that are troubled-debt restructurings ("TDR's"), or (iii) when deemed necessary by management. The portfolios of mortgage loans, auto and leasing, and consumer loans are considered homogeneous and are evaluated collectively for impairment.

The Company uses a rating system to apply an overall allowance percentage to each originated and other loan portfolio segment based on historical credit losses adjusted for current conditions and trends. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over a determined look back period for each segment. The actual loss factor is adjusted by the appropriate loss emergence period as calculated for each portfolio. Then, the adjusted loss experience is supplemented with other qualitative factors based on the risks present for each portfolio segment. These qualitative factors include consideration of the following: the credit grading assigned to commercial loans; levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff, including the bank's loan review system as graded by regulatory agencies in their last examination; local economic trends and conditions; industry conditions; effects of external factors such as competition and regulatory requirements on the level of estimated credit losses in the current portfolio; and effects of changes in credit concentrations and collateral value. An additional impact from the historical loss experience is applied based on levels of delinquency, loan classification, FICO score and/or origination date, depending on the portfolio.

At origination, a determination is made whether a loan will be held in our portfolio or is intended for sale in the secondary market. Loans that will be held in the Company's portfolio are carried at amortized cost. Residential mortgage loans held for sale are recorded at the lower of the aggregate cost or market value ("LOCOM").

Acquired Loans and Leases

Loans that the Company acquires in acquisitions are recorded at fair value with no carryover of the related allowance for loan losses. Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest.

The Company has acquired loans in two separate acquisitions, the BBVAPR Acquisition in December 2012 and the FDIC-assisted Eurobank acquisition in April 2010. For each acquisition, the Company considered the following factors as indicators that an acquired loan had evidence of deterioration in credit quality and was therefore in the scope of ASC 310-30:

- Loans that were 90 days or more past due,

- Loans that had an internal risk rating of substandard or worse. Substandard is consistent with regulatory definitions and is defined as having a well-defined weakness that jeopardizes liquidation of the loan,

- Loans that were classified as nonaccrual by the acquired bank at the time of acquisition, and

- Loans that had been previously modified in a troubled debt restructuring.

Any acquired loans that were not individually in the scope of ASC 310-30 because they did not meet the criteria above were either (i) pooled into groups of similar loans based on the borrower type, loan purpose, and collateral type and accounted for under ASC 310-30 by analogy or (ii) accounted for under ASC 310-20 (non-refundable fees and other costs).

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

Revolving credit facilities such as credit cards, retail and commercial lines of credit and floor plans which are specifically scoped out of ASC 310-30 are accounted for under the provisions of ASC 310-20. Also, performing auto loans with FICO scores over 660 acquired at a premium in the BBVAPR Acquisition are accounted for under this guidance. Auto loans with FICO scores below 660 were acquired at a discount and are accounted for under the provisions of ASC 310-30. The provisions of ASC 310-20 require that any differences between the contractually required loan payments 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 acquired in the BBVAPR Acquisition that were accounted for under the provisions of ASC 310-20 which had fully amortized their premium or discount, recorded at the date of acquisition, are removed from the acquired loan category. Loans accounted for under ASC 310-20 are placed on non-accrual status when past due in accordance with the Company's non-accruing policy and any accretion of discount is discontinued. These assets were recorded at estimated fair value on their acquisition date, incorporating an estimate of future expected cash flows. Such fair value includes a credit discount which accounts for expected loan losses over the estimated life of these loans. Management takes into consideration this credit discount when determining the necessary allowance for acquired loans that are accounted for under the provisions of ASC 310-20.

The allowance for loan and lease losses model for acquired loans accounted for under ASC 310-20 is the same as for the originated and other loan portfolio.

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

The Company performed a fair market valuation of each of the loan pools, and each pool was recorded at a discount. The Company determined that at least part of the discount on the acquired individual or pools of loans was attributable to credit quality by reference to the valuation model used to estimate the fair value of these pools of loans. The valuation model incorporated lifetime expected credit losses into the loans' fair valuation in consideration of factors such as evidence of credit deterioration since origination and the amounts of contractually required principal and interest that the Company did not expect to collect as of the acquisition date. Based on the guidance included in the December 18, 2009 letter from the AICPA Depository Institutions Panel to the Office of the Chief Accountant of the SEC, the Company has made an accounting policy election to apply ASC 310-30 by analogy to all of these acquired pools of loans as they all (i) were acquired in a business combination or asset purchase, (ii) resulted in recognition of a discount attributable, at least in part, to credit quality; and (iii) were not subsequently accounted for at fair value.

The excess of expected cash flows from acquired loans over the estimated fair value of acquired loans at acquisition is referred to as the accretable discount and is recognized into interest income over the remaining life of the acquired loans using the interest method. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable discount. The nonaccretable discount represents estimated future credit losses expected to be incurred over the life of the acquired loans. Subsequent decreases to the expected cash flows require the Company to evaluate the need for an addition to the allowance for loan losses. Subsequent improvements in expected cash flows result in the reversal of the associated allowance for loan losses, if any and the reversal of a corresponding amount of the nonaccretable discount which the Company then reclassifies as accretable discount that is recognized into interest income over the remaining life of the loan using the interest method. The Company's evaluation of the amount of future cash flows that it expects to collect takes into account actual credit performance of the acquired loans to date and the Company's best estimates for the expected lifetime credit performance of the loans using currently available information. Charge-offs of the principal amount on acquired loans would be first applied to the nonaccretable discount portion of the fair value adjustment.

In accordance with ASC 310-30, recognition of income is dependent on having a reasonable expectation about the timing and amount of cash flows expected to be collected. The Company performs such an evaluation on a quarterly basis on both its acquired loans individually accounted for under ASC 310-30 and those in pools accounted for under ASC 310-30 by analogy.

Cash flows for acquired loans individually accounted for under ASC 310-30 are estimated on a quarterly basis. Based on this evaluation, a determination is made as to whether or not the Company has a reasonable expectation about the timing and amount of cash flows. Such an expectation includes cash flows from normal customer repayment, collateral value, foreclosure or other collection efforts. Cash flows for acquired loans accounted for on a pooled basis under ASC 310-30 by analogy are also estimated on a quarterly basis. For residential real estate, home equity and other consumer loans, cash flow loss estimates are calculated based on a model that incorporates a projected probability of default and loss. For commercial loans, lifetime loss rates are assigned to each pool with consideration given for pool make-up, including risk rating profile. Lifetime loss rates are developed from internally generated historical loss data and are applied to each pool.

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To the extent that the Company cannot reasonably estimate cash flows, interest income recognition is discontinued. The unit of account for loans in pools accounted for under ASC 310-30 by analogy is the pool of loans. Accordingly, as long as the Company can reasonably estimate cash flows for the pool as a whole, accretable yield on the pool is recognized and all individual loans within the pool - even those more than 90 days past due - would be considered to be accruing interest in the Company's financial statement disclosures, regardless of whether or not the Company expects any principal or interest cash flows on an individual loan 90 days or more past due.

The Company writes-off the loan's recorded investment and derecognizes the associated allowance for loan and lease losses for loans that exit the acquired pools.

Effective February 6, 2017, the Company and the FDIC agreed to terminate the loss and recovery sharing agreements in connection with a portfolio of loans acquired in an FDIC assisted transaction. As of December 31, 2016, these agreements continued in effect, and therefore, their terms and conditions are considered in the accounting of these loans referred to herein as "covered loans." Because of the loss protection provided by the FDIC under these agreements, the risk of these covered loans are significantly different from other loans. Covered loans are accounted for under ASC 310-30. To the extent credit deterioration occurs after the date of acquisition, the Company increases both the allowance for loan and lease losses and the FDIC shared-loss indemnification asset for the expected reimbursement from the FDIC under the shared-loss agreement. As of December 31, 2016 and 2015, covered loans are no longer a material amount. Therefore, the Company changed its current and prior year disclosures to group together covered loans with other acquired loans.

Allowance for Loan and Lease Losses

The Company follows a systematic methodology to establish and evaluate the adequacy of the allowance for loan and lease losses to provide for inherent losses in loan portfolio. This methodology includes the consideration of factors such as economic conditions, portfolio risk characteristics, prior loss experience, and results of periodic credit reviews of individual loans.

The loss factor used for the general reserve of these loans is established considering the Bank's historical loss experience adjusted for an estimated loss emergence period and the consideration of environmental factors. Environmental factors considered are: change in non-performing loans; migration in classification; trends in charge offs; trends in volume of loans; changes in collateral values; changes in risk selections and underwriting standards, and other changes in lending policies, procedures and practices; experience, ability and depth of lending management and other relevant staff, including the Company's loan review system; national and local economic trends and industry conditions; and effect of external factors such as competition and regulatory requirements on the level of estimated credit losses. The sum of the adjusted loss experience factors and the environmental factors will be the general valuation reserve (“GVA”) factor to be used for the determination of the allowance for loan and lease losses in each category.

As part of the Company’s continuous enhancement to the allowance for loan and lease losses methodology, during the year 2016 the following assumptions were reviewed:

- An assessment of the look-back period and historical loss factor was performed for all portfolio segments. The analysis was based on the trends observed and their relation with the economic cycle as of the period of the analysis. As a result of the assessment, the commercial portfolio look-back period was maintained at 36 months. Also, for the auto, leasing and consumer portfolios, a look-back period of 24 months was maintained. For the residential mortgages portfolio a 12-month look-back period was maintained as management concluded that, given the charge off evolution, a shorter period of losses is more representative of the recent trends and more accurate in predicting future losses.

- During the third quarter of 2016, 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 their impact to our portfolio, taking into consideration the current evolution of the portfolios and expected impact, due to recent economic developments, changes in values of collateral and delinquencies, among others.

- During the third quarter of 2016 the loss realization period was revised to 2.10 years from 1.60 in 2015 for commercial real estate portfolio, other portfolios remained at one year.

This change in the allowance for loan and lease losses’ loss realization period for the commercial real estate portfolio is considered a change in accounting estimate as per ASC 250-10 provisions, where adjustments are made prospectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

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

The Company determines the allowance for loan and lease losses by portfolio segment, which consist of mortgage loans, commercial loans, consumer loans, and auto and leasing, as follows:

Mortgage loans: These loans are divided into four classes: traditional mortgages, non-traditional mortgages, loans in loan modification programs and home equity secured personal loans. Traditional mortgage loans include loans secured by a dwelling, fixed coupons and regular amortization schedules. Non-traditional mortgages include loans with interest-first amortization schedules and loans with balloon considerations as part of their terms. Mortgages in loan modification programs are loans that are being serviced under such programs. Home equity loans are mainly equity lines of credit. The allowance factor on mortgage loans is impacted by the adjusted historical loss factors on the sub-segments and the environmental risk factors described above and by delinquency buckets. The traditional mortgage loan portfolio is further segregated by vintages and then by delinquency buckets.

Commercial loans: The commercial portfolio is segmented by business line (corporate, institutional, middle market, corporate retail, floor plan, and real estate) and by collateral type (secured by real estate and other commercial and industrial assets). The loss factor used for the GVA of these loans is established considering the Bank's past 36 month historical loss experience of each segment adjusted for the loss realization period and the consideration of environmental factors. The sum of the adjusted loss experience and the environmental factors is the GVA factor used for the determination of the allowance for loan and lease losses on each segment.

Consumer loans: The consumer portfolio consists of smaller retail loans such as retail credit cards, overdrafts, unsecured personal lines of credit, and personal unsecured loans. The allowance factor, consisting of the adjusted historical loss factor and the environmental risk factors, will be calculated for each sub-class of loans by delinquency bucket.

Auto and Leasing: The auto and leasing portfolio consists of financing for the purchase of new or used motor vehicles for private or public use. These loans are granted mainly through dealers authorized and approved by the auto department credit committee of the Bank. In addition, this segment includes personal loans guaranteed by vehicles in the form of lease financing. The allowance factor on the auto and leasing portfolio is impacted by the adjusted historical loss factor and the environmental risk factors. For the determination of the allowance factor, the portfolio is segmented by FICO score, which is updated on a quarterly basis and then by delinquency bucket.

The Company establishes its allowance for loan losses through a provision for credit losses based on our evaluation of the credit quality of the loan portfolio. This evaluation, which includes a review of loans on which full collectability may not be reasonably assured, considers, among other matters, the estimated fair value of the underlying collateral, economic conditions, historical net loan loss experience, and other factors that warrant recognition in determining our allowance for loan losses. The Company continues to monitor and modify the level of the allowance for loan losses to ensure it is adequate to cover losses inherent in our loan portfolio.

Our allowance for loan losses consists of the following elements: (i) specific valuation allowances based on probable losses on specifically identified impaired loans; and (ii) valuation allowances based on net historical loan loss experience for similar loans with similar inherent risk characteristics and performance trends, adjusted, as appropriate, for qualitative risk factors specific to respective loan types.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

When current information and events indicate that it is probable that we will be unable to collect all amounts of principal and interest due under the original terms of a business or commercial real estate loan greater than $250 thousand, such loan will be classified as impaired. Additionally, all loans modified in a TDR are considered impaired. The need for specific valuation allowances are determined for impaired loans and recorded as necessary. For impaired loans, we consider the fair value of the underlying collateral, less estimated costs to sell, if the loan is collateral dependent, or we use the present value of estimated future cash flows in determining the estimates of impairment and any related allowance for loan losses for these loans. Confirmed losses are charged off immediately. Prior to a loan becoming impaired, we typically would obtain an appraisal through our internal loan grading process to use as the basis for the fair value of the underlying collateral.

Loan loss ratios and credit risk categories, for commercial loans, are updated at least quarterly and are applied in the context of GAAP. Management uses current available information in estimating possible loan and lease losses, factors beyond the Company’s control, such as those affecting general economic conditions, may require future changes to the allowance.

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

For our acquired loans accounted for under ASC 310-30, our allowance for loan losses is estimated based upon our expected cash flows for these loans. To the extent that we experience a deterioration in borrower credit quality resulting in a decrease in the net present value of our expected cash flows (which are used as a proxy to identify probable incurred losses) subsequent to the acquisition of the loans, an allowance for loan losses is established based on our estimate of future credit losses over the remaining life of the loans.

Acquired loans accounted for under ASC Subtopic 310-30 are not considered non-performing and continue to have an accretable yield as long as there is a reasonable expectation about the timing and amount of cash flows expected to be collected. Also, loans charged-off against the non-accretable difference established in purchase accounting are not reported as charge-offs. Charge-offs on loans accounted under ASC Subtopic 310-30 are recorded only to the extent that losses exceed the non-accretable difference established with purchase accounting.

Covered loans are accounted for under ASC 310-30 and our policy is consistent with our policy for non-covered acquired loans. For covered loans, the portion of the loss reimbursable from the FDIC is recorded as an offset to the provision for credit losses and increases the FDIC shared-loss indemnification asset.

Lease Financing

The Company leases vehicles for personal and commercial use to individual and corporate customers. The direct finance lease method of accounting is used to recognize revenue on leasing contracts that meet the criteria specified in the guidance for leases in ASC Topic 840. Aggregate rentals due over the term of the leases, less unearned income, are included in lease financing contracts receivable. Unearned income is amortized using a method over the average life of the leases as an adjustment to the interest yield.

Troubled Debt Restructuring

A TDR is the restructuring of a receivable in which the Company, as creditor, grants a concession for legal or economic reasons due to the debtor's financial difficulties. A concession is granted when, as a result of the restructuring, the Company does not expect to collect all amounts due, including interest accrued at the original contract rate. These concessions may include a reduction of the interest rate, principal or accrued interest, extension of the maturity date or other actions intended to minimize potential losses.

To assess whether the debtor is having financial difficulties, the Company evaluates whether it is probable that the debtor will default on any of its debt in the foreseeable future.

Receivables that are restructured in a TDR are presumed to be impaired and are subject to a specific impairment-measurement method. If the payment of principal at original maturity is primarily dependent on the value of collateral, the Company considers the current value of that collateral in determining whether the principal will be paid. For non-collateral dependent loans, the specific reserve is calculated based on the present value of expected cash flows discounted at the loan's effective interest rate. An accruing loan that is modified in a TDR can remain in accrual status if, based on a current, well-documented credit analysis, collection of principal and interest in accordance with the modified terms is reasonably assured, and the borrower has demonstrated sustained historical repayment performance for a reasonable period before the modification.

Reserve for Unfunded Commitments

The reserve for unfunded commitments is maintained at a level believed by management to be sufficient to absorb estimated probable losses related to unfunded credit facilities and is included in other liabilities in the consolidated statements of financial condition. The determination of the adequacy of the reserve is based upon an evaluation of the unfunded credit facilities. Net adjustments to the reserve for unfunded commitments are included in other operating expenses in the consolidated statements of operations.

FDIC Indemnification Asset and True-up Payment Obligation

The FDIC indemnification asset is accounted for and measured separately from the covered loans acquired in the FDIC-assisted acquisition as it is not contractually embedded in any of the covered loans. The indemnification asset related to estimated future loan and lease losses is not transferable should the Company sell a loan prior to foreclosure or maturity. The indemnification asset was recorded at fair value at the acquisition date and represents the present value of the estimated cash payments expected to be received from the FDIC for future losses on covered assets based on the credit adjustment estimated for each covered asset and the shared-loss percentages. This balance also includes incurred expenses under the shared-loss agreements. These cash flows are then discounted at a market-based rate to reflect the uncertainty of the timing and receipt of the shared-loss reimbursements from the FDIC. The amount ultimately collected for this asset is dependent upon the performance of the underlying covered assets, the passage of time, the proper submission of claims to the FDIC and compliance with the obligations set forth in the FDIC shared-loss agreements. The time value of money incorporated into the present value computation is accreted into earnings over the shorter of the life of the shared-loss agreements or the holding period of the covered assets.

The FDIC indemnification asset is reduced as shared-loss payments are received from the FDIC. Realized credit losses in excess of acquisition-date estimates result in an increase in the FDIC indemnification asset. Conversely, if realized credit losses are less than acquisition-date estimates, the FDIC indemnification asset is amortized through the term of the shared-loss agreements. Depending on the timing of claims and covered asset resolution, the Company could also have owed payments to the FDIC for the recovery of prior claims. The liability for these payments is recorded in other liabilities in the consolidated statements of financial condition until cash is paid to the FDIC.

The true-up payment obligation associated with the loss share agreements is accounted for at fair value in accordance with ASC Section 805-30-25-6 as it is considered contingent consideration. The true-up payment obligation is included as part of other liabilities in the consolidated statements of financial condition. Any changes in the carrying value of the obligation are included in the category of FDIC loss share income (expense) in the consolidated statements of operations.

Goodwill and Intangible Assets

The Company's goodwill and other identifiable intangible assets having an indefinite useful life are tested for impairment. Intangibles with indefinite lives are evaluated for impairment at least annually, and on a more frequent basis, if events or circumstances indicate impairment could have taken place. Such events could include, among others, a significant adverse change in the business climate, an adverse action by a regulator, an unanticipated change in the competitive environment and a decision to change the operations or dispose of a reporting unit.

Under applicable accounting standards, goodwill impairment analysis is a two-step test. The Company has the option to first assess qualitative factors to determine whether there are events or circumstances that exist that make it more likely than not that the fair value of the reporting unit is less than its carrying amount. If it is more likely than not that the fair value of the reporting unit is less than its carrying amount, or if the Company chooses to bypass the qualitative assessment, the Company compares each reporting unit's fair value to its carrying value to identify potential impairment. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not considered impaired. However, if the carrying amount of the reporting unit were to exceed its estimated fair value, a second step would be performed that would compare the implied fair value of the reporting unit's goodwill with the carrying amount. The implied fair value of goodwill is determined in the same manner as goodwill that is recognized in a business combination. Significant judgment and estimates are involved in estimating the fair value of the assets and liabilities of the reporting units. The Company performs annual goodwill impairment test as of October 31 and monitors for interim triggering events on an ongoing basis. The Company performed its annual impairment review of goodwill during the fourth quarter of 2016 and 2015 using October 31, 2016 and 2015 as the annual evaluation dates and concluded that there was no impairment at December 31, 2016 and 2015.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Foreclosed Real Estate and Other Repossessed Property

Foreclosed Real Estate and Other Repossessed Property

Foreclosed real estate and other repossessed property are initially recorded at the fair value of the real estate or repossessed property less the cost of selling it at the date of foreclosure or repossession. At the time properties are acquired in full or partial satisfaction of loans, any excess of the loan balance over the estimated fair value of the property is charged against the allowance for loan and lease losses on non-covered loans. After foreclosure or repossession, these properties are carried at the lower of cost or fair value less estimated cost to sell, based on recent appraised values or options to purchase the foreclosed or repossessed property. Any excess of the carrying value over the estimated fair value, less estimated costs to sell, is charged to non-interest expense. The costs and expenses associated to holding these properties in portfolio are expensed as incurred.

Foreclosed Real Estate covered by the FDIC

Covered foreclosed real estate is initially recorded at its estimated fair value on the acquisition date, based on appraisal value less estimated selling costs. Any subsequent write-downs due to declines in fair value and costs and expenses associated with holding these properties in portfolio are charged as incurred to non-interest expense with a partially offsetting non-interest income for the loss reimbursement under the FDIC shared-loss agreement. Any recoveries of previous write-downs are credited to non-interest expense with a corresponding charge to non-interest income for the portion of the recovery that is due to the FDIC. At December 31, 2016 and 2015 foreclosed real estate covered by the FDIC amounted to $1.9 million at each period.

Premises and Equipment

Premises and equipment are carried at cost less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful life of each type of asset. Amortization of leasehold improvements is computed using the straight-line method over the terms of the leases or estimated useful lives of the improvements, whichever is shorter.

Impairment of Long-Lived Assets

The Company periodically reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing the review for recoverability, an estimate of the future cash flows expected to result from the use of the asset and its eventual disposition is made. If the sum of the future cash flows (undiscounted and without interest charges) is less than the carrying amount of the assets, an impairment loss is recognized. The amount of the impairment is the excess of the carrying amount over the fair value of the asset. As of December 31, 2016 and 2015, there was no indication of impairment as a result of such review.

Income Taxes

In preparing the consolidated financial statements, the Company is required to estimate income taxes. This involves an estimate of current income tax expense together with an assessment of temporary differences resulting from differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The determination of current income tax expense involves estimates and assumptions that require the Company to assume certain positions based on its interpretation of current tax laws and regulations. Changes in assumptions affecting estimates may be required in the future, and estimated tax assets or liabilities may need to be increased or decreased accordingly. The accrual for tax contingencies is adjusted in light of changing facts and circumstances, such as the progress of tax audits, case law and emerging legislation. When particular matters arise, a number of years may elapse before such matters are audited and finally resolved. Favorable resolution of such matters could be recognized as a reduction to the Company’s effective tax rate in the year of resolution. Unfavorable settlement of any particular issue could increase the effective tax rate and may require the use of cash in such year.

The determination of deferred tax expense or benefit is based on changes in the carrying amounts of assets and liabilities that generate temporary differences. The carrying value of the Company’s net deferred tax assets assumes that the Company will be able to generate sufficient future taxable income based on estimates and assumptions. If these estimates and related assumptions change in the future, the Company may be required to record valuation allowances against its deferred tax assets resulting in additional income tax expense in the consolidated statements of operations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Management evaluates on a regular basis whether the deferred tax assets can be realized and assesses the need for a valuation allowance. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowance from period to period are included in the Company's tax provision in the period of change.

In addition to valuation allowances, the Company establishes accruals for uncertain tax positions when, despite the belief that the Company's tax return positions are fully supported, the Company believes that certain positions are likely to be challenged. The accruals for uncertain tax positions are adjusted in light of changing facts and circumstances, such as the progress of tax audits, case law, and emerging legislation. The accruals for the Company's uncertain tax positions are reflected as income tax payable as a component of accrued expenses and other liabilities. These accruals are reduced upon expiration of the applicable statute of limitations.

The Company follows a two-step approach for recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement.

The Company's policy is to include interest and penalties related to unrecognized income tax benefits within the provision for income taxes on the consolidated statements of operations.

The Company is potentially subject to income tax audits in the Commonwealth of Puerto Rico for taxable years 2012 to 2016, until the applicable statute of limitations expires. Tax audits by their nature are often complex and can require several years to complete.

Equity-Based Compensation Plan

The Company's 2007 Omnibus Performance Incentive Plan, as amended and restated (the "Omnibus Plan"), provides for equity-based compensation incentives through the grant of stock options, stock appreciation rights, restricted stock, restricted units and dividend equivalents, as well as equity-based performance awards. The Omnibus Plan was adopted in 2007, amended and restated in 2008, and further amended in 2010.

The purpose of the Omnibus Plan is to provide flexibility to the Company to attract, retain and motivate directors, officers, and key employees through the grant of awards based on performance and to adjust its compensation practices to the best compensation practice and corporate governance trends as they develop from time to time. The Omnibus Plan is further intended to motivate high levels of individual performance coupled with increased shareholder returns. Therefore, awards under the Omnibus Plan (each, an "Award") are intended to be based upon the recipient's individual performance, level of responsibility and potential to make significant contributions to the Company. Generally, the Omnibus Plan will terminate as of (a) the date when no more of the Company's shares of common stock are available for issuance under the Omnibus Plan or, (b) if earlier, the date the Omnibus Plan is terminated by the Company's Board of Directors.

The Board's Compensation Committee (the "Committee"), or such other committee as the Board may designate, has full authority to interpret and administer the Omnibus Plan in order to carry out its provisions and purposes. The Committee has the authority to determine those persons eligible to receive an Award and to establish the terms and conditions of any Award. The Committee may delegate, subject to such terms or conditions or guidelines as it shall determine, to any employee or group of employees any portion of its authority and powers under the Omnibus Plan with respect to participants who are not directors or executive officers subject to the reporting requirements under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Only the Committee may exercise authority in respect to Awards granted to such participants.

The Omnibus Plan replaced and superseded the Company's 1996, 1998 and 2000 Incentive Stock Option Plans (the "Stock Option Plans"). All outstanding stock options under the Stock Option Plans continue in full force and effect, subject to their original terms and conditions.

The expected term of stock options granted represents the period of time that such options are expected to be outstanding. Expected volatilities are based on historical volatility of the Company's shares of common stock over the most recent period equal to the expected term of the stock options. For stock options issued during 2015, the expected volatilities are based on both historical and implied volatility of the Company's shares of common stock.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company follows the fair value method of recording stock-based compensation. The Company used the modified prospective transition method, which requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award with the cost to be recognized over the service period. It applies to all awards unvested and granted after the effective date and awards modified, repurchased, or cancelled after that date.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances, except for those resulting from investments by owners and distributions to owners. GAAP requires that recognized revenue, expenses, gains and losses be included in net income (loss). Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities and on derivative activities that qualify and are designated for cash flows hedge accounting, net of taxes, are reported as a separate component of the stockholders' equity section of the consolidated statements of financial condition, such items, along with net income (loss), are components of comprehensive income (loss).

Commitments and Contingencies

Liabilities for loss contingencies, arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

Subsequent Events

The Company has evaluated other events subsequent to the balance sheet date and prior to the filing of this annual report on Form

10-K for the year ended December 31, 2016, and has adjusted and disclosed those events that have occurred that would require adjustment or disclosure in the consolidated financial statements.

New Accounting Updates Not Yet Adopted

Simplifying the Test for Goodwill Impairment. In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-04, which simplifies the measurement of goodwill impairment. An entity will no longer perform a hypothetical purchase price allocation to measure goodwill impairment. Instead, impairment will be measured using the difference between the carrying amount and the fair value of the reporting unit. This ASU will be applied prospectively for annual and interim periods in fiscal years beginning after December 15, 2019. We are currently assessing the impact that the adoption of ASU 2017-04 will have on our consolidated financial statements and related disclosures.

Restricted Cash. In November 2016, the FASB issued ASU No. 2016-18, which amends Topic 230 (Statement of Cash Flows) and requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. ASU No. 2016-18 is intended to reduce diversity in practice in how restricted cash or restricted cash equivalents are presented and classified in the statement of cash flows. ASU No. 2016-18 is effective for fiscal years, and interim periods, beginning after December 15, 2017, with early adoption permitted. The standard requires application using a retrospective transition method. The adoption of ASU No. 2016-18 will change the presentation and classification of restricted cash and restricted cash equivalents in our consolidated statements of cash flows.

Measurement of Credit Losses on Financial Instruments. In June 2016, the FASB issued ASU No. 2016-13, which includes an impairment model (known as the current expected credit loss (CECL) model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses. ASU No. 2016-13 is effective for fiscal years, and interim periods, beginning after December 15, 2019. Early application is permitted for fiscal years, and interim periods, beginning after December 15, 2018. While we continue to assess the impact of ASU No. 2016-13, we have developed a roadmap with time schedules in place from 2016 to implementation date.

Improvements to Employee Share-Based Payment Accounting. In March 2016, the FASB issued ASU No. 2016-09, which simplifies the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and the classification on the statement of cash flows. ASU No. 2016-09 is effective for fiscal years, and interim periods, beginning after December 15, 2016. Early application is permitted, but we have not yet adopted ASU No. 2016-09. We are currently assessing the impact the adoption of ASU No. 2016-09 will have on our consolidated financial statements and related disclosures. The adoption of ASU No. 2016-09 on January 1, 2017 will change how we recognize tax benefits from stock-based compensation plans in our consolidated financial statements.

Leases. In February 2016, the FASB issued ASU No. 2016-02, which requires lessees to recognize a right-of-use asset and related lease liability for leases classified as operating leases at the commencement date that have lease terms of more than 12 months. This ASU retains the classification distinction between finance leases and operating leases. ASU No. 2016-02 is effective for fiscal years, and interim periods, beginning after December 15, 2018. Early application is permitted, but we have not yet adopted ASU No. 2016-02. We are currently assessing the impact the adoption of ASU 2016-02 will have on our consolidated financial statements and related disclosures.

Revenue from Contracts with Customers. In May 2014, the FASB issued ASU No. 2014-09, which supersedes the revenue recognition requirements Topic 605 (Revenue Recognition), and most industry-specific guidance. ASU No. 2014-09 is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU No. 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU No. 2014-09 permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). In August 2015, the FASB issued ASU No. 2015-14 to defer the effective date of ASU No. 2014-09 by one year to fiscal years beginning after December 15, 2017. ASU No. 2015-14 also permits early adoption of ASU No. 2014-09, but not before the original effective date, which was for fiscal years beginning after December 15, 2016. We currently anticipate adopting ASU 2014-09, as amended by ASU No. 2015-14, using the modified retrospective method and do not believe the adoption will have a material impact on the timing of our revenue recognition as it is not applicable to our finance charges and premiums earned sources of revenue. We are currently evaluating the effect that ASU 2014-09, as amended by ASU No. 2015-14, will have on our other income source of revenue.

New Accounting Updates Adopted During the Current Year

Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. In April 2015, the FASB issued ASU No. 2015-05 which provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance will not change the customer's accounting for service contracts. ASU No. 2015-05 is effective for fiscal years, and interim periods, beginning after December 15, 2015 with early adoption permitted. The adoption of ASU No. 2015-05 on January 1, 2016 did not have a material impact on our consolidated financial statements and related disclosures.

Simplifying the Presentation of Debt Issuance Costs. In April 2015, the FASB issued ASU No. 2015-03, which amends Topic 835 (Interest) and requires the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability instead of a deferred charge. In August 2015, the FASB issued ASU No. 2015-15, which amends Subtopic 835-30 (Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements) and states that the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. ASU Nos. 2015-03 and 2015-15 are effective for fiscal years, and interim periods, beginning after December 15, 2015, with early adoption permitted. The adoption of ASU No. 2015-03, as amended by ASU No. 2015-15, on January 1, 2016 did not have a material impact on our consolidated financial statements and related disclosures.

Amendments to the Consolidation Analysis. In February 2015, the FASB issued ASU No. 2015-02, which amends Topic 810 (Consolidation) and requires an entity to evaluate whether it should consolidate certain legal entities. ASU No. 2015-02 is effective for fiscal years, and interim periods, beginning after December 15, 2015 with early adoption permitted. The adoption of ASU No. 2015-02 on January 1, 2016 did not have a material impact on our consolidated financial statements and related disclosures.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 2 – RESTRICTED CASH

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

	December 31, 2016	December 31, 2015
	(In thousands)	
Cash pledged as collateral to other financial institutions to secure:		
Derivatives	$ 1,980	$ 1,980
Obligations under agreement of loans sold with recourse	1,050	1,369
	$ 3,030	**$ 3,349**

At December 31, 2016 and 2015, 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 OCFI.

As part of its derivative activities, the Company has entered into collateral agreements with certain financial counterparties. At December 31, 2016 and 2015, the Company had delivered $2.0 million, at both periods, 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 December 31, 2016 and 2015, the Company delivered as collateral cash amounting to $1.1 million and $1.4 million, respectively.

The Bank is required by Puerto Rico law to maintain average weekly reserve balances to cover demand deposits. The amount of those minimum average reserve balances for the week that covered December 31, 2016 was $161.0 million (December 31, 2015 - $148.3 million). At December 31, 2016 and 2015, 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 December 31, 2016 and 2015, money market instruments included as part of cash and cash equivalents amounted to $5.6 million and $4.7 million, respectively.

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NOTES TO 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 December 31, 2016 and 2015 were as follows:

	December 31, 2016				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Weighted Average Yield
	(In thousands)				
Available-for-sale					
Mortgage-backed securities					
FNMA and FHLMC certificates	$ 422,168	$ 6,354	$ 3,036	$ 425,486	2.59%
GNMA certificates	163,614	2,241	620	165,235	2.95%
CMOs issued by US government-sponsored agencies	103,990	64	2,223	101,831	1.88%
Total mortgage-backed securities	**689,772**	**8,659**	**5,879**	**692,552**	**2.57%**
Investment securities					
US Treasury securities	49,672	-	618	49,054	1.73%
Obligations of US government-sponsored agencies	3,903	-	19	3,884	1.38%
Obligations of Puerto Rico government and public instrumentalities	4,680	-	607	4,073	5.55%
Other debt securities	1,840	81	-	1,921	3.00%
Total investment securities	**60,095**	**81**	**1,244**	**58,932**	**2.04%**
Total securities available for sale	**$ 749,867**	**$ 8,740**	**$ 7,123**	**$ 751,484**	**2.53%**
Held-to-maturity					
Mortgage-backed securities					
FNMA and FHLMC certificates	**$ 599,884**	**$ 145**	**$ 7,266**	**$ 592,763**	**2.15%**
Total	**$ 1,349,751**	**$ 8,885**	**$ 14,389**	**$ 1,344,247**	**2.36%**

	December 31, 2015				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Weighted Average Yield
	(In thousands)				
Available-for-sale					
Mortgage-backed securities					
FNMA and FHLMC certificates	$ 735,363	$ 25,791	$ 1,509	$ 759,645	2.97%
GNMA certificates	57,129	1,366	-	58,495	3.19%
CMOs issued by US government-sponsored agencies	137,787	27	2,741	135,073	1.85%
Total mortgage-backed securities	**930,279**	**27,184**	**4,250**	**953,213**	**2.82%**

Investment securities					
Obligations of US government-sponsored agencies	5,122	-	29	5,093	1.36%
Obligations of Puerto Rico government and political subdivisions	17,801	-	4,070	13,731	6.24%
Other debt securities	2,444	128	-	2,572	2.98%
Total investment securities	**25,367**	**128**	**4,099**	**21,396**	**4.94%**
Total securities available-for-sale	**$ 955,646**	**$ 27,312**	**$ 8,349**	**$ 974,609**	**2.87%**
Held-to-maturity					
Mortgage-backed securities					
FNMA and FHLMC certificates	$ 595,157	$ 426	$ 5,865	$ 589,718	2.24%
Investment securities					
US Treasury securities	25,032	-	71	24,961	0.49%
Total securities held to maturity	**620,189**	**426**	**5,936**	**614,679**	**2.17%**
Total	**$ 1,575,835**	**$ 27,738**	**$ 14,285**	**$ 1,589,288**	**2.60%**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The amortized cost and fair value of the Company's investment securities at December 31, 2016, 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.

	December 31, 2016							
	Available-for-sale				Held-to-maturity			
	Amortized Cost		Fair Value		Amortized Cost		Fair Value	
	(In thousands)				(In thousands)			
Mortgage-backed securities								
Due from 1 to 5 years								
FNMA and FHLMC certificates	$	10,157	$	10,237	$	-	$	-
Total due from 1 to 5 years		10,157	$	10,237		-		-
Due after 5 to 10 years								
CMOs issued by US Government-sponsored agencies	$	8,637	$	8,420	$	-	$	-
FNMA and FHLMC certificates		25,407		25,740		-		-
Total due after 5 to 10 years		**34,044**		**34,160**		**-**		**-**
Due after 10 years								
FNMA and FHLMC certificates	$	386,604	$	389,509	$	599,884	$	592,763
GNMA certificates		163,614		165,235		-		-
CMOs issued by US Government-sponsored agencies		95,353		93,411		-		-
Total due after 10 years		**645,571**		**648,155**		**599,884**		**592,763**
Total mortgage-backed securities		**689,772**		**692,552**		**599,884**		**592,763**
Investment securities								
Due less than one year								
US Treasury securities	$	500	$	500	$	-	$	-
Total due in less than one year		**500**		**500**		**-**		**-**
Due from 1 to 5 years								
US Treasury securities	$	34,464	$	34,122	$	-	$	-
Obligations of Puerto Rico government and public instrumentalities		4,680		4,073		-		-
Total due from 1 to 5 years		**39,144**		**38,195**		**-**		**-**
Due from 5 to 10 years								
US Treasury securities	$	14,708	$	14,432	$	-	$	-
Obligations of US Government and sponsored agencies		3,903		3,884		-		-

Other debt securities		1,840		1,921		-		-
Total due after 10 years		**20,451**		**20,237**		**-**		**-**
Total investment securities		**60,095**		**58,932**		**-**		**-**
Total securities available-for-sale	**$**	**749,867**	**$**	**751,484**	**$**	**599,884**	**$**	**592,763**

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NOTES TO 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 year ended December 31, 2016, the Company retained securitized GNMA pools totaling $112.2 million amortized cost, at a yield of 2.89% from its own originations. Previously, until June 2015, the Company was selling all securitized GNMA pools. During the years ended 2015 and 2014, the Company sold $63.5 million and $99.4 million, respectively, of available-for-sale GNMA certificates as part of its recurring mortgage loan origination and securitization activities. These sales did not result in any gains or losses during such periods.

During the year ended December 31, 2016, the Company sold $277.2 million of mortgage-backed securities and $11.1 million of Puerto Rico government bonds, and recorded a net gain on sale of securities of $12.2 million. Among the 2016 sales, the Company sold all but one of the Puerto Rico government bonds it held. The Company had other-than-temporary impairment charges on such securities sold totaling $1.5 million recorded during the second half of 2015. During the year ended December 31, 2015, the Company sold $101.3 million of mortgage-backed securities, and recorded a net gain on sale of securities of $2.6 million. During the year ended December 31, 2014, the Company sold $210.2 million of mortgage-backed securities, and recorded a net gain on sale of securities of $4.4 million. The table below presents the gross realized gains and gross realized losses by category for such periods:

	Year Ended December 31, 2016			
Description	**Sale Price**	**Book Value at Sale**	**Gross Gains**	**Gross Losses**
	(In thousands)			
Sale of securities available-for-sale				
Mortgage-backed securities				
FNMA and FHLMC certificates	$ 293,505	$ 277,181	$ 16,324	$ -
Investment securities				
Obligations of PR government and public instrumentalities	6,978	11,095	-	4,117
Total	**$ 300,483**	**$ 288,276**	**$ 16,324**	**$ 4,117**

	Year Ended December 31, 2015			
Description	**Sale Price**	**Book Value at Sale**	**Gross Gains**	**Gross Losses**
	(In thousands)			
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 mortgage-backed securities	**$ 103,831**	**$ 101,259**	**$ 2,572**	**$ -**

	Year Ended December 31, 2014			
Description	**Sale Price**	**Book Value at Sale**	**Gross Gains**	**Gross Losses**
	(In thousands)			
Sale of securities available-for-sale				
Mortgage-backed securities				
FNMA and FHLMC certificates	$ 115,158	$ 110,792	$ 4,366	$ -
GNMA certificates	99,360	99,360	-	-
Total mortgage-backed securities	**$ 214,518**	**$ 210,152**	**$ 4,366**	**$ -**

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NOTES TO 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 December 31, 2016 and 2015:

	December 31, 2016		
	12 months or more		
	Amortized Cost	Unrealized Loss	Fair Value
		(In thousands)	
Securities available-for-sale			
CMOs issued by US government-sponsored agencies	$ 33,883	$ 793	$ 33,090
Obligations of Puerto Rico government and public instrumentalities	4,680	607	4,073
	$ 38,563	**$ 1,400**	**$ 37,163**

	Less than 12 months		
	Amortized Cost	Unrealized Loss	Fair Value
		(In thousands)	
Securities available-for-sale			
CMOs issued by US Government-sponsored agencies	$ 67,777	$ 1,430	$ 66,347
FNMA and FHLMC certificates	184,782	3,036	181,746
Obligations of US government and sponsored agencies	3,903	19	3,884
GNMA certificates	29,445	620	28,825
US Treausury Securities	49,172	618	48,554
Securities held-to-maturity			
FNMA and FHLMC Certificates	525,258	7,266	517,992
	$ 860,337	**$ 12,989**	**$ 847,348**

	Total		
	Amortized Cost	Unrealized Loss	Fair Value
		(In thousands)	
Securities available-for-sale			
CMOs issued by US Government-sponsored agencies	$ 101,660	$ 2,223	$ 99,437
FNMA and FHLMC certificates	184,782	3,036	181,746
Obligations of Puerto Rico Government and political subdivisions	4,680	607	4,073
Obligations of US government and sponsored agencies	3,903	19	3,884
GNMA certificates	29,445	620	28,825
US Treausury Securities	49,172	618	48,554
	373,642	**7,123**	**366,519**
Securities held-to-maturity			

FNMA and FHLMC certificates		525,258		7,266		517,992
	$	**898,900**	**$**	**14,389**	**$**	**884,511**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2015 12 months or more		
	Amortized Cost	Unrealized Loss	Fair Value
		(In thousands)	
Securities available-for-sale			
Obligations of Puerto Rico Government and public instrumentalities	$ 17,801	$ 4,070	$ 13,731
CMOs issued by US government-sponsored agencies	103,340	2,410	100,930
	$ 121,141	**$ 6,480**	**$ 114,661**

	Less than 12 months		
	Amortized Cost	Unrealized Loss	Fair Value
		(In thousands)	
Securities available-for-sale			
CMOs issued by US Government-sponsored agencies	25,736	331	25,405
FNMA and FHLMC certificates	149,480	1,509	147,971
Obligations of US government and sponsored agencies	5,122	29	5,093
	$ 180,338	**$ 1,869**	**$ 178,469**
Securities held to maturity			
FNMA and FHLMC certificates	468,487	5,865	462,622
US Treausury Securities	25,032	71	24,961
	$ 493,519	**$ 5,936**	**$ 487,583**
	$ 673,857	**$ 7,805**	**$ 666,052**

	Total		
	Amortized Cost	Unrealized Loss	Fair Value
		(In thousands)	
Securities available-for-sale			
CMOs issued by US Government-sponsored agencies	129,076	2,741	126,335
FNMA and FHLMC certificates	149,480	1,509	147,971
Obligations of Puerto Rico Government and public instrumentalities	17,801	4,070	13,731
Obligations of US government and sponsored agencies	5,122	29	5,093
	$ 301,479	**$ 8,349**	**$ 293,130**
Securities available-for-sale			
FNMA and FHLMC certificates	468,487	5,865	462,622
US Treasury Securities	25,032	71	24,961
	$ 493,519	**$ 5,936**	**$ 487,583**
	$ 794,998	**$ 14,285**	**$ 780,713**

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NOTES TO 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 ($894.2 million, amortized cost, or 99.5%) with an unrealized loss position at December 31, 2016 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 investment ($4.7 million, amortized cost, or 0.5%) with an unrealized loss position at December 31, 2016 consists of an obligation issued by the Puerto Rico Highways and Transportation Authority ("PRHTA") secured by a pledge of toll revenues from the Teodoro Moscoso Bridge operated through a public-private partnership. The decline in the market value of this security is mainly attributed to the significant economic and fiscal challenges that Puerto Rico is facing, which is expected to result on a significant restructuring of the government under the supervision of a federally created Fiscal Oversight Board. All other Puerto Rico government securities were sold during the first quarter of 2016. The PRHTA bond had an aggregate fair value of $4.1 million at December 31, 2016 (87% of the bond's amortized cost). The discounted cash flow analysis for the investment showed a cumulative default probability at maturity of 7.7%, thus reflecting that it is more likely than not that the bond will not default during its remaining term. Based on this analysis, the Company determined that it is more likely than not that it will recover all interest and principal invested in this Puerto Rico government bond and is, therefore, not required to recognize a credit loss as of December 31, 2016. Also, the Company's conclusion is based on the assessment of the specific source of repayment of the outstanding bond, which continues to perform. PRHTA started principal repayments on July 1, 2014. All scheduled principal and interest payments to date have been collected. On July 1, 2016, the Company received a scheduled principal payment of $2.0 million. The next payment is due on July 1, 2017. As a result of the aforementioned analysis, no other-than-temporary losses were recorded during the year ended December 31, 2016.

As of December 31, 2016, the Company performed a cash flow analysis of its Puerto Rico government bond to calculate the cash flows expected to be collected and determine if any portion of the decline in market value of this investment 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 investment, and included the following components:

- The contractual future cash flows of the bond are projected based on the key terms as set forth in the official statements for the 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 the investment. Constant monthly default rates are assumed throughout the life of the bond which is 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 the investment based on the purchase price and expected risk-adjusted future cash flows as of the purchase date of the investment.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents a rollforward of credit-related impairment losses recognized in earnings for the years ended December 31, 2016, 2015 and 2014 on available-for-sale securities:

	Year En Decembe 2016	2
Balance at beginning of year	$ 1,490	$
Reductions for securities sold during the period (realized)	(1,490)	
Additions from credit losses recognized on available-for-sale securities that had no previous impairment losses	-	1
Balance at end of year	$ -	$ 1

NOTE 4 - PLEDGED ASSETS

The following table shows a summary of pledged and not pledged assets at December 31, 2016 and 2015. Investment securities available for sale are presented at fair value, and investment securities held-to-maturity, residential mortgage loans, commercial loans and leases are presented at amortized cost:

	December 31, 2016	2015
	(In thousands)	
Pledged investment securities to secure:		
Securities sold under agreements to repurchase	$ 700,498	$ 1,021,370
Derivatives	2,397	8,100
Puerto Rico Cash & Money Market Fund	-	81,576
Bond for the Bank's trust operations	348	379
Total pledged investment securities	**703,243**	**1,111,425**
Pledged residential mortgage loans to secure:		
Advances from the Federal Home Loan Bank	**1,028,234**	**1,095,810**
Pledged commercial loans to secure:		
Advances from the Federal Home Loan Bank	381,990	253,263
Federal Reserve Bank Credit Facility	1,303	12,877
Puerto Rico public fund deposits	209,236	410,932
	592,529	**677,072**
Total pledged assets	**$ 2,324,006**	**$ 2,884,307**
Financial assets not pledged:		
Investment securities	$ 648,125	$ 483,373
Residential mortgage loans	348,030	379,065
Commercial loans	1,064,923	1,287,036
Consumer loans	329,050	295,492

Auto loans and leases		895,097		929,666
Total assets not pledged	**$**	**3,285,225**	**$**	**3,374,632**

NOTE 5 - LOANS

The Company's loan portfolio is composed of two segments, loans initially accounted for under the amortized cost method (referred to as "originated and other" loans) and loans acquired (referred to 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-share coverage related to commercial and other-non single family acquired Eurobank loans expired on June 30, 2015. Notwithstanding the expiration of loss share coverage of commercial 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 commercial loss-sharing agreement and paid $20 million in loss share coverage with respect to the aggregate loss resulting from the portfolio sale. Covered loans are no longer a material amount. Therefore, the Company changed its loan disclosures during 2015. Loans held for sale are presented separately.

At December 31, 2016, the remaining covered loans amounting to $61.1 million, net carrying amount ($73.0 million gross amount), are included as part of acquired Eurobank loans under the name "loans secured by 1-4 family residential properties". At December 31, 2015, covered loans amounted to $67.2 million, net carrying amount ($92.3 million gross amount). Interest income recognized for covered loans during the year ended December 31, 2016 and 2015 was $8.6 million and $33.7 million, respectively. The decrease in interest income recognized for covered loans is mainly due to the expiration of the FDIC loss-share coverage related to commercial and other-non single family residential loans on June 30, 2015. Effective February 6, 2017, the Bank and the FDIC agreed to terminate the single family and commercial shared-loss agreements.

Effective June 30, 2016, pursuant to supervisory direction, the Company revised the purchase credit impaired policy for all loans accounted for under ASC 310-30 (*Loans and Debt Securities Acquired with Deteriorated Credit Quality*). Under the revised policy, the Company writes-off the loan's recorded investment and derecognizes the associated allowance for loan and lease losses for loans that exit the acquired pools. The revised policy was implemented prospectively due to the immaterial impact of retrospective adoption. Prior to June 30, 2016, the pool's carrying value and allowance was determined by discounting expected cash flows at the pool's effective yield. The allowance for loan and lease losses was maintained until all of the loans in the pool were paid off or charged-off. The transition to this revised policy during 2016 resulted in the de-recognition of $10.0 million and $74.4 million in the recorded investment balance and associated allowance for loans that had exited the pools, for acquired BBVAPR loans and acquired Eurobank loans, respectively, with no impact to the provision for loan and lease losses. Refer to Note 6 Allowances for Loan and Lease Losses.

On October 7, 2016, the Company sold its outstanding $200.0 million participation in the Puerto Rico Electric Power Authority ("PREPA") line of credit for $123.5 million, slightly lower than the adjusted book balance, net of reserves. As a result of this transaction, the Company recognized a $56.2 million charge-off and $2.9 million provision for loan and lease losses.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The composition of the Company's loan portfolio at December 31, 2016 and 2015 was as follows:.

	December 31,	
	2016	201
	(In thousands)	
Originated and other loans and leases held for investment:		
Mortgage	$ 721,494	$ 757
Commercial	1,277,866	1,441
Consumer	290,515	242
Auto and leasing	756,395	669
	3,046,270	**3,111**
Allowance for loan and lease losses on originated and other loans and leases	(59,300)	(112
	2,986,970	**2,998**
Deferred loan costs, net	5,766	4
Total originated and other loans loans held for investment, net	**2,992,736**	**3,003**
Acquired loans:		
Acquired BBVAPR loans:		
Accounted for under ASC 310-20 (Loans with revolving feature and/or acquired at a premium)		
Commercial	5,562	7
Consumer	32,862	38
Auto	53,026	106
	91,450	**152**
Allowance for loan and lease losses on acquired BBVAPR loans accounted for under ASC 310-20 (b)	(4,300)	(5
	87,150	**147**
Accounted for under ASC 310-30 (Loans acquired with deteriorated credit quality, including those by analogy)		
Mortgage	569,253	608
Commercial	222,856	287
Construction	69,708	88
Consumer	4,301	11
Auto	85,676	153
	951,794	**1,149**
Allowance for loan and lease losses on acquired BBVAPR loans accounted for under ASC 310-30	(31,056)	(25
	920,738	**1,123**
Total acquired BBVAPR loans, net	**1,007,888**	**1,270**
Acquired Eurobank loans:		
Loans secured by 1-4 family residential properties	73,018	92
Commercial and construction	81,460	142
Consumer	1,372	2
Total acquired Eurobank loans	**155,850**	**236**
Allowance for loan and lease losses on Eurobank loans	(21,281)	(90
Total acquired Eurobank loans, net	**134,569**	**146**
Total acquired loans, net	**1,142,457**	**1,417**
Total held for investment, net	**4,135,193**	**4,420**

Mortgage loans held-for-sale	12,499	13
Total loans, net	**$ 4,147,692**	**$ 4,434**

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NOTES TO 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 December 31, 2016 and 2015 by class of loans. Mortgage loans past due include 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.

	December 31, 2016							
	30-59 Days Past Due	**60-89 Days Past Due**	**90+ Days Past Due**	**Total Past Due**	**Current in Non-Accrual**	**Current Accruing**	**Total Loans**	**Loans 90+ Days Past Due and Still Accruing**
				(In thousands)				
Mortgage								
Traditional (by origination year):								
Up to the year 2002	$ 196	$ 2,176	$ 3,371	$ 5,743	$ -	$ 44,542	$ 50,285	$ 158
Years 2003 and 2004	156	3,872	7,272	11,300	181	79,226	90,707	-
Year 2005	-	1,952	4,306	6,258	180	43,571	50,009	-
Year 2006	506	2,905	6,261	9,672	94	59,534	69,300	-
Years 2007, 2008 and 2009	409	1,439	11,732	13,580	111	63,038	76,729	398
Years 2010, 2011, 2012, 2013	349	1,772	10,417	12,538	126	127,196	139,860	583
Years 2014, 2015 and 2016	47	123	1,357	1,527	-	106,672	108,199	-
	1,663	14,239	44,716	60,618	692	523,779	585,089	1,139
Non-traditional	-	498	4,730	5,228	-	17,631	22,859	-
Loss mitigation program	8,911	7,205	16,541	32,657	3,599	67,272	103,528	1,724
	10,574	21,942	65,987	98,503	4,291	608,682	711,476	2,863
Home equity secured personal loans	-	-	-	-	-	337	337	-
GNMA's buy-back option program	-	-	9,681	9,681	-	-	9,681	-
	10,574	**21,942**	**75,668**	**108,184**	**4,291**	**609,019**	**721,494**	**2,863**

Commercial								
Commercial secured by real estate:								
Corporate	-	-	-	-	-	242,770	242,770	-
Institutional	-	-	254	254	-	26,546	26,800	-
Middle market	-	60	3,319	3,379	1,304	230,298	234,981	-
Retail	154	350	6,594	7,098	4,638	237,992	249,728	-
Floor plan	-	-	-	-	-	2,989	2,989	-
Real estate	-	-	-	-	-	16,395	16,395	-
	154	410	10,167	10,731	5,942	756,990	773,663	-
Other commercial and industrial:								
Corporate	-	-	-	-	-	136,438	136,438	-
Institutional	-	-	-	-	-	180,285	180,285	-
Middle market	-	-	-	-	1,278	80,355	81,633	-
Retail	930	100	969	1,999	294	71,412	73,705	-
Floor plan	8	-	61	69	-	32,073	32,142	-
	938	100	1,030	2,068	1,572	500,563	504,203	-
	1,092	**510**	**11,197**	**12,799**	**7,514**	**1,257,553**	**1,277,866**	**-**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2016							
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current in Non-Accrual	Current Accruing	Total Loans	Loans 90+ Days Past Due and Still Accruing
	(In thousands)							
Consumer								
Credit cards	$ 527	$ 283	$ 525	$ 1,335	$ -	$ 25,023	$ 26,358	$ -
Overdrafts	16	12	5	33	-	174	207	-
Personal lines of credit	41	4	32	77	-	2,327	2,404	-
Personal loans	2,474	1,489	1,081	5,044	259	240,969	246,272	-
Cash collateral personal loans	240	20	4	264	-	15,010	15,274	-
	3,298	1,808	1,647	6,753	259	283,503	290,515	-
Auto and leasing	42,714	19,014	8,173	69,901	181	686,313	756,395	-
Total	**$ 57,678**	**$ 43,274**	**$ 96,685**	**$ 197,637**	**$ 12,245**	**$ 2,836,388**	**$ 3,046,270**	**$ 2,863**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2015							
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current in Non-Accrual	Current Accruing	Total Loans	Loans 90+ Days Past Due and Still Accruing
				(In thousands)				
Mortgage								
Traditional (by origination year):								
Up to the year 2002	$ 80	$ 2,217	$ 3,889	$ 6,186	$ 41	$ 51,562	$ 57,789	$ 144
Years 2003 and 2004	251	5,036	5,536	10,823	-	88,623	99,446	-
Year 2005	79	2,553	3,549	6,181	-	48,040	54,221	-
Year 2006	551	2,878	7,934	11,363	176	66,864	78,403	-
Years 2007, 2008 and 2009	170	2,053	14,733	16,956	-	74,590	91,546	526
Years 2010, 2011, 2012, 2013	662	1,673	10,519	12,854	141	137,749	150,744	72
Years 2014 and 2015	-	65	663	728	-	85,128	85,856	-
	1,793	16,475	46,823	65,091	358	552,556	618,005	742
Non-traditional	-	977	5,079	6,056	13	23,483	29,552	-
Loss mitigation program	9,958	6,887	14,930	31,775	5,593	64,548	101,916	3,083
	11,751	24,339	66,832	102,922	5,964	640,587	749,473	3,825
Home equity secured personal loans	-	-	64	64	-	346	410	-
GNMA's buy-back option program	-	-	7,945	7,945	-	-	7,945	-
	11,751	**24,339**	**74,841**	**110,931**	**5,964**	**640,933**	**757,828**	**3,825**
Commercial								
Commercial secured by real estate:								
Corporate	-	-	-	-	-	227,557	227,557	-
Institutional	213	-	-	213	-	33,594	33,807	-
Middle market	1,174	712	9,113	10,999	1,730	194,219	206,948	-
Retail	686	466	6,921	8,073	1,177	231,840	241,090	-
Floor plan	-	-	-	-	-	2,892	2,892	-
Real estate	-	-	-	-	-	16,662	16,662	-
	2,073	1,178	16,034	19,285	2,907	706,764	728,956	-
Other commercial and industrial:								
Corporate	-	-	-	-	-	108,582	108,582	-
Institutional	-	-	-	-	190,290	190,695	380,985	-
Middle market	-	-	-	-	1,565	105,748	107,313	-
Retail	282	639	604	1,525	783	75,489	77,797	-
Floor plan	238	51	39	328	-	37,688	38,016	-
	520	690	643	1,853	192,638	518,202	712,693	-

2,593	**1,868**	**16,677**	**21,138**	**195,545**	**1,224,966**	**1,441,649**	**-**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2015							
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current in Non-Accrual	Current Accruing	Total Loans	Loans 90+ Days Past Due and Still Accruing
	(In thousands)							
Consumer								
Credit cards	$ 449	$ 182	$ 369	$ 1,000	$ -	$ 21,766	$ 22,766	$ -
Overdrafts	24	-	-	24	-	166	190	-
Personal lines of credit	74	-	45	119	19	2,106	2,244	-
Personal loans	2,078	1,179	627	3,884	414	196,858	201,156	-
Cash collateral personal loans	125	17	2	144	-	16,450	16,594	-
	2,750	**1,378**	**1,043**	**5,171**	**433**	**237,346**	**242,950**	**-**
Auto and leasing	**53,566**	**16,898**	**8,293**	**78,757**	**49**	**590,357**	**669,163**	**-**
Total	**$ 70,660**	**$ 44,483**	**$ 100,854**	**$ 215,997**	**$ 201,991**	**$ 2,693,602**	**$ 3,111,590**	**$ 3,825**

During 2015, the Company changed its early delinquency reporting on mortgage loans from one scheduled payment due to two scheduled payments due to be comparable with local peers, except for troubled-debt restructured loans which continue using one scheduled payment due for delinquency reporting. During 2016, the Company changed its early delinquency reporting on consumer and auto loans from one scheduled payment due to two scheduled payments to report consistently its retail portfolio. The change resulted in a $19 thousand and $5.9 million reduction in early and total delinquency for consumer and auto loans, respectively.

At December 31, 2016 and 2015, the Company had carrying balance of $136.6 million and $334.6 million, respectively, in originated and other loans held for investment granted to the Puerto Rico government, including its instrumentalities, public corporations and municipalities as part of the institutional commercial loan segment. All originated and other loans granted to the Puerto Rico government were current at December 31, 2016 and 2015.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Acquired Loans

Acquired loans were initially measured at fair value and subsequently accounted for under either ASC 310-30 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 December 31, 2016 and 2015, by class of loans:

	December 31, 2016							
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current in Non-Accrual	Current Accruing	Total Loans	Loans 90+ Days Past Due and Still Accruing
	(In thousands)							
Commercial								
Commercial secured by real estate								

Retail	$ 33	$ -	$ 110	$ 143	$ -	$ -	$ 143	$ -
Floor plan	-	-	219	219	929	1,242	2,390	-
	33	-	329	362	929	1,242	2,533	-
Other commercial and industrial								
Retail	97	34	121	252	-	2,775	3,027	-
Floor plan	-	-	2	2	-	-	2	-
	97	34	123	254	-	2,775	3,029	-
	130	**34**	**452**	**616**	**929**	**4,017**	**5,562**	**-**
Consumer								
Credit cards	736	369	708	1,813	-	28,280	30,093	-
Personal loans	48	14	120	182	-	2,587	2,769	-
	784	**383**	**828**	**1,995**	**-**	**30,867**	**32,862**	**-**
Auto	**3,652**	**1,355**	**517**	**5,524**	**15**	**47,487**	**53,026**	**-**
Total	**$ 4,566**	**$ 1,772**	**$ 1,797**	**$ 8,135**	**$ 944**	**$ 82,371**	**$ 91,450**	**$ -**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2015							
	30-59 Days Past Due	**60-89 Days Past Due**	**90+ Days Past Due**	**Total Past Due**	**Current in Non-Accrual**	**Current Accruing**	**Total Loans**	**Loans 90+ Days Past Due and Still Accruing**
	(In thousands)							
Commercial								
Commercial secured by real estate								
Retail	$ -	$ -	$ 228	$ 228	$ -	$ -	$ 228	$ -
Floor plan	-	-	467	467	-	2,422	2,889	-
	-	-	695	695	-	2,422	3,117	-
Other commercial and industrial								
Retail	186	29	178	393	-	3,331	3,724	-
Floor plan	-	-	7	7	-	609	616	-
	186	29	185	400	-	3,940	4,340	-
	186	**29**	**880**	**1,095**	**-**	**6,362**	**7,457**	**-**
Consumer								
Credit cards	930	384	489	1,803	-	33,414	35,217	-
Personal loans	14	29	46	89	-	3,079	3,168	-
	944	**413**	**535**	**1,892**	**-**	**36,493**	**38,385**	**-**
Auto	**7,553**	**2,279**	**831**	**10,663**	**-**	**96,248**	**106,911**	**-**
Total	**$ 8,683**	**$ 2,721**	**$ 2,246**	**$ 13,650**	**$ -**	**$ 139,103**	**$ 152,753**	**$ -**

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

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 December 31, 2016 and 2015 is as follows:

	December 31,			
		2016		2015
	(In thousands)			
Contractual required payments receivable:	$	1,669,602	$	1,945,098
Less: Non-accretable discount		363,107		434,190
Cash expected to be collected		1,306,495		1,510,908
Less: Accretable yield		354,701		361,688
Carrying amount, gross		951,794		1,149,220
Less: allowance for loan and lease losses		31,056		25,785
Carrying amount, net	**$**	**920,738**	**$**	**1,123,435**

At December 31, 2016 and 2015, the Company had $66.2 million and $80.9 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.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following tables describe the accretable yield and non-accretable discount activity of acquired BBVAPR loans accounted for under ASC 310-30 for the years ended December 31, 2016, 2015 and 2014:

	Year Ended December 31, 2016					
	Mortgage	Commercial	Construction	Auto	Consumer	Total
	(In thousands)					
Accretable Yield Activity:						
Balance at beginning of year	$ 268,794	$ 45,411	$ 19,615	$ 21,578	$ 6,290	$ 361,688
Accretion	(32,834)	(20,443)	(5,811)	(13,567)	(2,982)	(75,637)
Change in expected cash flows	(1)	13,949	310	1,251	(242)	15,267
Transfer (to) from non-accretable discount	56,156	(1,800)	(865)	(724)	616	53,383
Balance at end of year	**$ 292,115**	**$ 37,117**	**$ 13,249**	**$ 8,538**	**$ 3,682**	**$ 354,701**
Non-Accretable Discount Activity:						
Balance at beginning of year	$ 374,772	$ 11,781	$ 6,764	$ 22,039	$ 18,834	$ 434,190
Change in actual and expected losses	(13,001)	(3,916)	(329)	(356)	(98)	(17,700)
Transfer from (to) accretable yield	(56,156)	1,800	865	724	(616)	(53,383)
Balance at end of year	**$ 305,615**	**$ 9,665**	**$ 7,300**	**$ 22,407**	**$ 18,120**	**$ 363,107**

	Year Ended December 31, 2015					
	Mortgage	Commercial	Construction	Auto	Consumer	Total
	(In thousands)					
Accretable Yield Activity:						
Balance at beginning of year	$ 298,364	$ 61,196	$ 25,829	$ 53,998	$ 6,559	$ 445,946
Accretion	(34,842)	(39,268)	(10,161)	(23,463)	(4,379)	(112,113)
Change in actual and expected losses	-	6,130	2,402	-	(1)	8,531
Transfer (to) from non-accretable discount	5,272	17,353	1,545	(8,957)	4,111	19,324
Balance at end of year	**$ 268,794**	**$ 45,411**	**$ 19,615**	**$ 21,578**	**$ 6,290**	**$ 361,688**
Non-Accretable Discount Activity:						
Balance at beginning of year	$ 389,839	$ 23,069	$ 3,486	$ 16,215	$ 24,018	$ 456,627
Change in actual and expected losses	(9,795)	6,065	4,823	(3,133)	(1,073)	(3,113)
Transfer from (to) accretable yield	(5,272)	(17,353)	(1,545)	8,957	(4,111)	(19,324)
Balance at end of year	**$ 374,772**	**$ 11,781**	**$ 6,764**	**$ 22,039**	**$ 18,834**	**$ 434,190**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Year Ended December 31, 2014					
	Mortgage	Commercial	Construction	Auto	Consumer	Total
	(In thousands)					
Accretable Yield Activity:						
Balance at beginning of year	$ 287,841	$ 96,139	$ 42,993	$ 77,845	$ 12,735	$ 517,553
Accretion	(37,612)	(49,039)	(21,894)	(39,023)	(5,968)	(153,536)
Transfer (to) from non-accretable discount	48,135	14,096	4,730	15,176	(208)	81,929
Balance at end of year	**$ 298,364**	**$ 61,196**	**$ 25,829**	**$ 53,998**	**$ 6,559**	**$ 445,946**
Non-Accretable Discount Activity:						
Balance at beginning of year	$ 463,166	$ 42,515	$ 5,851	$ 39,645	$ 28,410	$ 579,587
Change in actual and expected losses	(25,192)	(5,350)	2,365	(8,254)	(4,600)	(41,031)
Transfer from (to) accretable yield	(48,135)	(14,096)	(4,730)	(15,176)	208	(81,929)
Balance at end of year	**$ 389,839**	**$ 23,069**	**$ 3,486**	**$ 16,215**	**$ 24,018**	**$ 456,627**

Acquired Eurobank Loans

The carrying amount of acquired Eurobank loans at December 31, 2016 and 2015 is as follows:

	December 31	
	2016	2015
	(In thousands)	
Contractual required payments receivable:	$ 232,698	$ 342,511
Less: Non-accretable discount	12,340	21,156
Cash expected to be collected	220,358	321,355
Less: Accretable yield	64,508	84,391
Carrying amount, gross	155,850	236,964
Less: Allowance for covered loan and lease losses	21,281	90,178
Carrying amount, net	**$ 134,569**	**$ 146,786**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following tables describe the accretable yield and non-accretable discount activity of acquired Eurobank loans for the years ended December 31, 2016, 2015 and 2014:

	Year Ended December 31, 2016					
	Loans Secured by 1-4 Family Residential Properties	Commercial and Other Construction	Construction & Development Secured by 1-4 Family Residential Properties	Leasing	Consumer	Total
	(In thousands)					
Accretable Yield Activity:						
Balance at beginning of year	$ 51,954	$ 26,970	$ 2,255	$ -	$ 3,212	$ 84,391
Accretion	(8,942)	(19,593)	(90)	(60)	(1,813)	(30,498)
Change in expected cash flows	2,134	13,722	1	(15)	(1,386)	14,456
Transfer from (to) non-accretable discount	693	(4,624)	28	75	(13)	(3,841)
Balance at end of year	**$ 45,839**	**$ 16,475**	**$ 2,194**	**$ -**	**$ -**	**$ 64,508**
Non-Accretable Discount Activity:						
Balance at beginning of year	$ 12,869	$ -	$ -	$ -	$ 8,287	$ 21,156
Change in actual and expected losses	(3,735)	(744)	39	75	(8,292)	(12,657)
Transfer from (to) accretable yield	(693)	4,624	(28)	(75)	13	3,841
Balance at end of year	**$ 8,441**	**$ 3,880**	**$ 11**	**$ -**	**$ 8**	**$ 12,340**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Year Ended December 31, 2015					
	Loans Secured by 1-4 Family Residential Properties	Commercial and Other Construction	Construction & Development Secured by 1-4 Family Residential Properties	Leasing	Consumer	Total
	(In thousands)					
Accretable Yield Activity:						
Balance at beginning of year	$ 47,636	$ 37,920	$ 20,753	$ 2,479	$ 1,071	$ 109,859
Accretion	(13,685)	(32,124)	(2,513)	(3,458)	(631)	(52,411)
Change in actual and expected losses	4,631	44,660	(15,048)	(51)	305	34,497
Transfer from (to) non-accretable discount	13,372	(23,486)	(937)	1,030	2,467	(7,554)
Balance at end of year	**$ 51,954**	**$ 26,970**	**$ 2,255**	**$ -**	**$ 3,212**	**$ 84,391**
Non-Accretable Discount Activity:						
Balance at beginning of year	$ 27,348	$ 24,464	$ -	$ -	$ 10,598	$ 62,410
Change in actual and expected losses	(1,107)	(47,950)	(937)	1,030	156	(48,808)
Transfer (to) from accretable yield	(13,372)	23,486	937	(1,030)	(2,467)	7,554
Balance at end of year	**$ 12,869**	**$ -**	**$ -**	**$ -**	**$ 8,287**	**$ 21,156**

	Year Ended December 31, 2014					
	Loans Secured by 1-4 Family Residential Properties	Commercial and Other Construction	Construction & Development Secured by 1-4 Family Residential Properties	Leasing	Consumer	Total
	(In thousands)					
Accretable Yield Activity:						
Balance at beginning of year	$ 53,250	$ 95,093	$ 1,690	$ 10,238	$ 2,688	$ 162,959
Accretion	(15,731)	(57,099)	(4,102)	(9,837)	(2,200)	(88,969)
Transfer from (to) non-accretable discount	10,117	(74)	23,165	2,078	583	35,869
Balance at end of year	**$ 47,636**	**$ 37,920**	**$ 20,753**	**$ 2,479**	**$ 1,071**	**$ 109,859**
Non-Accretable Discount Activity:						
Balance at beginning of year	$ 39,182	$ 81,092	$ -	$ -	$ 9,203	$ 129,477
Change in actual and expected losses	(1,717)	(56,702)	23,165	2,078	1,978	(31,198)
Transfer (to) from accretable yield	(10,117)	74	(23,165)	(2,078)	(583)	(35,869)
Balance at end of year	**$ 27,348**	**$ 24,464**	**$ -**	**$ -**	**$ 10,598**	**$ 62,410**

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NOTES TO 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 December 31, 2016 and 2015:

	December 31, 2016	December 31, 2015
	(In thousands)	
Originated and other loans and leases held for investment		
Mortgage		
Traditional (by origination year):		
Up to the year 2002	$ 3,336	$ 3,786
Years 2003 and 2004	7,668	5,737
Year 2005	4,487	3,627
Year 2006	6,746	8,189
Years 2007, 2008 and 2009	11,526	14,625
Years 2010, 2011, 2012, 2013	10,089	10,588
Years 2014, 2015 and 2016	1,404	663
	45,256	47,215
Non-traditional	4,730	5,092
Loss mitigation program	20,744	20,172
	70,730	**72,479**
Home equity loans, secured personal loans	-	64
	70,730	**72,543**
Commercial		
Commercial secured by real estate		
Middle market	4,682	12,729
Retail	11,561	8,726
	16,243	21,455
Other commercial and industrial		
Institutional	-	190,290
Middle market	1,278	1,565
Retail	1,950	1,932
Floor plan	61	39
	3,289	193,826
	19,532	**215,281**
Consumer		
Credit cards	525	369
Personal lines of credit	32	100
Personal loans	1,420	1,146
Cash collateral personal loans	4	16
	1,981	**1,631**
Auto and leasing	**9,052**	**8,418**

Total non-accrual originated loans	$	**101,295**	$	**297,873**

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2016	December 31, 2015
	(In thousands)	
Acquired BBVAPR loans accounted for under ASC 310-20		
Commercial		
Commercial secured by real estate		
Retail	$ 143	$ 228
Floor plan	1,149	467
	1,292	695
Other commercial and industrial		
Retail	121	178
Floor plan	2	7
	123	185
	1,415	**880**
Consumer		
Credit cards	708	489
Personal loans	120	46
	828	**535**
Auto	**552**	**831**
Total non-accrual acquired BBVAPR loans accounted for under ASC 310-20	**2,795**	**2,246**
Total non-accrual loans	**$ 104,090**	**$ 300,119**

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 or are accounted under the cost recovery method.

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. In addition, these loans are excluded from the impairment analysis.

At December 31, 2016 and 2015, loans whose terms have been extended and which are classified as troubled-debt restructurings that are not included in non-accrual loans amounted to $98.1 million and $93.6 million, respectively, as they are performing under their new terms.

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NOTES TO 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 $54.3 million and $235.8 million at December 31, 2016 and 2015, respectively. Impaired commercial loans at December 31, 2015 included the PREPA line of credit with an unpaid principal balance of $190.3 million which was sold in 2016. 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 allowance for loan and lease losses for impaired commercial loans amounted to $1.8 million and $55.9 million at December 31, 2016 and 2015, respectively. The allowance for loan and lease losses for impaired commercial loans at December 31, 2015 included $53.3 million of specific allowance for PREPA. The total investment in impaired mortgage loans was $91.6 million and $90.0 million at December 31, 2016 and 2015, respectively. Impairment on mortgage loans assessed as troubled-debt restructurings was measured using the present value of cash flows. The allowance for loan losses for impaired mortgage loans amounted to $7.8 million and $9.2 million at December 31, 2016 and 2015, respectively.

Originated and Other Loans and Leases Held for Investment

The Company's recorded investment in commercial and mortgage loans categorized as originated and other loans and leases held for investment that were individually evaluated for impairment and the related allowance for loan and lease losses at December 31, 2016 and 2015 are as follows:

	December 31, 2016			
	Unpaid Principal	Recorded Investment	Related Allowance	Coverage
	(In thousands)			
Impaired loans with specific allowance:				
Commercial	$ 13,183	$ 11,698	$ 1,626	14%
Residential impaired and troubled-debt restructuring	100,101	91,650	7,761	8%
Impaired loans with no specific allowance:				
Commercial	49,038	41,441	N/A	0%
Total investment in impaired loans	**$**			